Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
THE HENDERSON-WESSENDORFF FOUNDATION

A Employer identification number
74-6047149

Number and street (or P O box number if mail is not delivered to street address)
611 MORTON STREET

Room/suite

B Telephone number (see instructions)
(281) 342-2044

City or town, state or province, country, and ZIP or foreign postal code
RICHMOND, TX 77469

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 249,482,988

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,000,746	1,000,746		
	4	Dividends and interest from securities	1,272,130	1,270,448		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,838,351			
	b	Gross sales price for all assets on line 6a 38,929,429				
	7	Capital gain net income (from Part IV, line 2)		2,838,351		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	54,997,879	54,997,879	0	
	12	**Total.** Add lines 1 through 11	60,109,106	60,107,424	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	811,472	520,090	0	291,382
	14	Other employee salaries and wages	571,188	304,177	0	267,011
	15	Pension plans, employee benefits	112,751	58,091	0	54,660
	16a	Legal fees (attach schedule)	25,214	22,693	0	2,521
	b	Accounting fees (attach schedule)	43,455	39,109	0	4,346
	c	Other professional fees (attach schedule)	91,338	82,204	0	9,134
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,302,997	2,148,747	0	38,352
	19	Depreciation (attach schedule) and depletion	461,528	310,016	0	
	20	Occupancy				
	21	Travel, conferences, and meetings	14,638	7,319	0	7,319
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,686,632	900,695	0	760,403
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,121,213	4,393,141	0	1,435,128
	25	Contributions, gifts, grants paid	5,870,950			5,870,950
	26	**Total expenses and disbursements.** Add lines 24 and 25	12,992,163	4,393,141	0	7,306,078
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	47,116,943			
	b	**Net investment income** (if negative, enter -0-)		55,714,283		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	500	1,000	1,000
2	Savings and temporary cash investments	8,395,076	6,588,048	6,588,048
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ 2,328,271			
	Less allowance for doubtful accounts ▶ 630,263	916,625	1,698,008	1,698,008
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	13,290	453,527	453,527
10a	Investments—U S and state government obligations (attach schedule)	0	10,348,337	10,289,961
b	Investments—corporate stock (attach schedule)	52,454,573	96,842,653	104,268,036
c	Investments—corporate bonds (attach schedule)	23,871,673	13,735,706	13,485,569
11	Investments—land, buildings, and equipment basis ▶ 36,362,817			
	Less accumulated depreciation (attach schedule) ▶ 598,812	35,780,091	35,764,005	30,634,258
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	7,244,314	10,408,799	12,548,031
14	Land, buildings, and equipment basis ▶ 6,319,989			
	Less accumulated depreciation (attach schedule) ▶ 484,250	5,653,467	5,835,739	6,316,550
15	Other assets (describe ▶)	5,273,221	5,043,951	63,200,000
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	139,602,830	186,719,773	249,482,988
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	139,602,830	186,719,773	
30	**Total net assets or fund balances** (see instructions)	139,602,830	186,719,773	
31	**Total liabilities and net assets/fund balances** (see instructions)	139,602,830	186,719,773	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	139,602,830
2	Enter amount from Part I, line 27a	2	47,116,943
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	186,719,773
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	186,719,773

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAIN DIVIDENDS	P		
c	PARTNERSHIP GAIN/LOSS	P		
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	38,380,150		36,091,078	2,289,072
b	87,150			87,150
c	462,129			462,129
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				2,289,072
b				87,150
c				462,129
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	2,838,351
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	9,273,398	184,957,838	0 050138
2012	5,163,832	162,284,391	0 031820
2011	2,074,292	21,434,679	0 096773
2010	805,338	8,073,715	0 099748
2009	955,511	7,873,118	0 121364

2	**Total** of line 1, column (d).	2	0 399843
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 079969
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	216,169,866
5	Multiply line 4 by line 3.	5	17,286,888
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	557,143
7	Add lines 5 and 6.	7	17,844,031
8	Enter qualifying distributions from Part XII, line 4.	8	7,639,865

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,114,286
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	1,114,286
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,114,286
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,546,952		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	450,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,996,952
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	882,666
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 882,666 **Refunded** ▶			11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW HW-FOUNDATION COM

14 The books are in care of ▶BEN JONES Telephone no ▶(281) 342-2044

Located at ▶611 MORTON STREET RICHMOND TX ZIP+4 ▶77469

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ **Yes** ☐ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☑ **Yes** ☐ **No**			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*	3b	Yes	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☑ Yes ☐ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☑ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
MARIA D CRUZ 611 MORTON STREET RICHMOND, TX 77469	ADM ASST 40 00	64,806	15,684	0
PENNY MEEK 611 MORTON STREET RICHMOND, TX 77469	GRANTS/ OPS ADMIN 40 00	67,420	9,117	0
MARY ANN MCDONALD 611 MORTON STREET RICHMOND, TX 77469	OFFICE MGR 35 00	68,512	2,831	0
KATHY A TESH 611 MORTON STREET RICHMOND, TX 77469	EXEC ASST 40 00	50,804	13,812	0
TODD MABRY 611 MORTON STREET RICHMOND, TX 77469	MANAGER 30 00	59,830	2,162	0
Total number of other employees paid over $50,000 ▶				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
WILLIS GRAVES & ASSOCIATES INC 8140 N MOPAC BLDG 2 STE 250 AUSTIN, TX 78759	OIL & GAS CONSULTING	61,510
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 OPERATION OF WELL SPRING CENTER - A RETREAT FACILITY OFFERED FOR USE BY UNRELATED TAX-EXEMPT ORGANIZATIONS TO HOLD RETREATS, RELIGIOUS AND EDUCATIONAL EVENTS UTILIZED BY 2702 ATTENDEES FROM 53 ORGANIZATIONS IN 2014	645,881
2 OPERATION OF LONG ACRES RANCH AND MISS JANEY'S HOUSE HOUSE IS USED AS A LOW-COST, RETREAT-LIKE MEETING VENUE BY 501(C)(3) ORGANIZATIONS AND LOCAL MUNICIPALITIES TO SUPPORT CITIZENS OF THE GREATER RICHMOND AREA RANCH IS USED AS A NATURE PRESERVE AND FOR HOSTING OUTDOOR ACTIVITIES FOR BOY SCOUTS AND SIMILAR ORGANIZATIONS USED BY 880 PARTICIPANTS IN 2014	414,883
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	115,228,589
b	Average of monthly cash balances	1b	7,840,019
c	Fair market value of all other assets (see instructions)	1c	96,393,185
d	**Total** (add lines 1a, b, and c)	1d	219,461,793
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	219,461,793
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,291,927
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	216,169,866
6	**Minimum investment return.** Enter 5% of line 5	6	10,808,493

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	10,808,493
2a	Tax on investment income for 2014 from Part VI, line 5 2a 1,114,286		
b	Income tax for 2014 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	1,114,286
3	Distributable amount before adjustments Subtract line 2c from line 1	3	9,694,207
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	9,694,207
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	9,694,207

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	7,306,078
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	333,787
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,639,865
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,639,865

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				9,694,207
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			13,325	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 7,639,865				
a Applied to 2013, but not more than line 2a			13,325	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				7,626,540
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				2,067,667
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

JULIE GASTON
611 MORTON STREET
RICHMOND,TX 77469
(281) 342-2044

b The form in which applications should be submitted and information and materials they should include

ELECTRONIC SUBMISSION OF REQUESTS THROUGH ONLINE SYSTEM WHICH CAN BE ACCESSED ON THE FOUNDATION'S WEBSITE AT WWW HW-FOUNDATION COM IRS TAX STATUS, ORGANIZATIONAL HISTORY & GOVERNANCE, FINANCIAL, AND OTHER REQUESTED SPECIFIC INFORMATION REQUIRED

c Any submission deadlines

REQUESTS ARE ACCEPTED AT ALL TIMES

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

PURPOSE OR USE RESTRICTIONS ARE IMPOSED

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				5,870,950
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				3,620,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,000,746	
4 Dividends and interest from securities	900099	1,682	14	1,270,448	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	54,997,879	
8 Gain or (loss) from sales of assets other than inventory			18	2,838,351	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,682		60,107,424	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 60,109,106

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**	Yes	
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
1a(1)	60,000	MORTON CEMETERY ASSN	CASH GRANT

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☑ Yes ☐ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
MORTON CEMETERY ASSN	501(C)13	SOME COMMON OFFICERS AND DIRECTORS

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2015-09-09	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
SU WAH				P01321749
Firm's name ▶ MOHLE ADAMS			Firm's EIN ▶ 74-1067601	
Firm's address ▶ 3900 ESSEX LANE SUITE 1000 HOUSTON, TX 77027			Phone no (713) 629-1381	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JOE D ROBINSON 611 MORTON ST RICHMOND,TX 77469	CHAIRMAN OF BOARD 40 00	71,231	10,080	0
CHARLES PAT MCDONALD 611 MORTON ST RICHMOND,TX 77469	PRESIDENT 40 00	279,836	18,475	0
JACK H MOORE 2116 THOMPSON ROAD SUITE 116 RICHMOND,TX 77469	SECRETARY / LEGAL 10 00	75,763	0	0
BEN JONES 611 MORTON ST RICHMOND,TX 77469	CFO 40 00	200,000	6,000	0
LANE WARD 611 MORTON ST RICHMOND,TX 77469	DIRECTOR 2 00	18,600	0	0
BARBARA BLEIL 611 MORTON ST RICHMOND,TX 77469	DIRECTOR 2 00	18,000	0	0
SETH DELEERY 611 MORTON ST RICHMOND,TX 77469	DIRECTOR 2 00	18,000	0	0
WILL ROBERTSON 611 MORTON ST RICHMOND,TX 77469	DIRECTOR 2 00	0	0	0
JULIE GASTON 611 MORTON ST RICHMOND,TX 77469	GRANT OFFICER 40 00	82,920	12,568	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ACCESSHEALTH 400 AUSTIN STREET RICHMOND,TX 77469	NONE	PC	FOR GENERAL OPERATING SUPPORT	500,000
ASSOCIATION OF FORMER STUDENTS OF TEXAS A & M UNIVERSITY 505 GEORGE BUSH DR COLLEGE STATION,TX 778402918	NONE	PC	CONTRIBUTION IN MEMORY OF PATSY PENCE	5,000
ASSOCIATION OF FORMER STUDENTS OF TEXAS A & M UNIVERSITY 505 GEORGE BUSH DR COLLEGE STATION,TX 778402918	NONE	PC	CONTRIBUTION IN HONOR OF CHARLIE PENCE '51	50,000
BIG BROTHERS BIG SISTERS 500 DALLAS ST SUITE 2900 HOUSTON,TX 77002	NONE	PC	GENERATIONS PROGRAM - 15 SENIOR CITIZENS MENTORING STUDENTS	20,000
BLANCO VOLUNTEER FIRE DEPARTMENT P O BOX 868 BLANCO,TX 786060868	NONE	PC	ANNUAL CONTRIBUTION	200
BOY SCOUTS OF AMERICA 2225 NORTH LOOP WEST HOUSTON,TX 77008	NONE	PC	TO SUPPORT SCOUTING IN FORT BEND COUNTY WITH A FOCUS ON AT-RISK YOUTH	35,000
BOYS AND GIRLS CLUBS OF GREATER HOUSTON INC 1520 A AIRLINE DRIVE HOUSTON,TX 77009	NONE	PC	TO CONSTRUCT A NEW CLUB IN RICHMOND, TEXAS TO SERVE THE RICHMOND AND ROSENBERG AREAS	1,340,000
BOYS AND GIRLS CLUBS OF GREATER HOUSTON INC 1520 A AIRLINE DRIVE HOUSTON,TX 77009	NONE	PC	BUILD, OPERATE, AND PROVIDE PROGRAMMING FOR NEW CLUB IN RICHMOND	275,000
BOYS AND GIRLS CLUBS OF GREATER HOUSTON INC 1520 A AIRLINE DRIVE HOUSTON,TX 77009	NONE	PC	BUILD, OPERATE, AND PROVIDE PROGRAMMING FOR NEW CLUB IN RICHMOND	250,000
BRAZOS BEND GUARDIANSHIP SERVICES PO BOX 72 ROSENBERG,TX 77471	NONE	PC	CLIENT CARE	20,000
BUGGY BARN MUSEUM PO BOX 504 BLANCO,TX 786060504	NONE	PC	GENERAL OPERATING SUPPORT	250
CANYON LAKE FIRE EMS 8115 FM 2673 CANYON LAKE,TX 781336430	NONE	PC	ANNUAL OPERATING FUND CONTRIBUTION	200
CASA DE ESPERANZA DE LOS NINOS INC P O BOX 66581 HOUSTON,TX 772666581	NONE	PC	SUPPORT FAMILIES IN CRISIS, FOSTERING, & ADOPTION	25,000
CASA DE ESPERANZA DE LOS NINOS INC P O BOX 66581 HOUSTON,TX 772666581	NONE	PC	SUPPORT FAMILIES IN CRISIS, FOSTERING, & ADOPTION	25,000
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF GALVESTON-HOUSTON 2900 LOUISIANA STREET HOUSTON,TX 77006	NONE	PC	PROGRAMMING & WELLNESS	106,000
Total . . . . ▶ **3a**				5,870,950

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CHILD ADVOCATES OF FORT BEND 5403 AVE N ROSENBERG,TX 77471	NONE	PC	VOICES FOR CHILDREN SUSTAINABLE GIVING PROGRAM	25,000
CHILD ADVOCATES OF FORT BEND 5403 AVE N ROSENBERG,TX 77471	NONE	PC	PROGRAM FOR INFANTS AND TODDLERS	60,000
CHILDREN AT RISK INC 2900 WESLAYAN SUITE 400 HOUSTON,TX 77027	NONE	PC	PARENT EDUCATION, EARLY EDUCATION, CAREER READINESS	60,000
CITY OF RICHMOND 402 MORTON STREET RICHMOND,TX 77469	NONE	GOV	PH II WESSENDORFF PARK - DETENTION & DRAINAGE IMPROVEMENTS, LANDSCAPING FEATURES	250,000
CITY OF RICHMOND 402 MORTON STREET RICHMOND,TX 77469	NONE	GOV	INSTALLATION OF MONUMENT SIGNAGE	16,000
ESCAPE FAMILY RESOURCE CENTER 1721 PECH ROAD SUITE 300 HOUSTON,TX 770553302	NONE	PC	INSTALLATION OF TECHNOLOGY & COMMUNICATIONS NETWORK	150,000
ESCAPE FAMILY RESOURCE CENTER 1721 PECH ROAD SUITE 300 HOUSTON,TX 770553302	NONE	PC	"BUILDING CONFIDENT FAMILIES" & "EMPOWERED FOR MOTHERHOOD" PROGRAMS FOR WOMEN AND CHILDREN	12,500
FORT BEND COUNTY 301 JACKSON STREET RICHMOND,TX 77469	NONE	GOV	PURCHASE GORDON RANCH	1,200,000
FORT BEND COUNTY 301 JACKSON STREET RICHMOND,TX 77469	NONE	GOV	SUPPORT COMPREHENSIVE, SHORT TERM TRANSITIONAL SUPPORTIVE HOUSING	10,000
FORT BEND COUNTY MUSEUM ASSOCIATION PO BOX 460 RICHMOND,TX 77406	NONE	PC	IMPROVEMENTS TO 1883 JOHN M MOORE HISTORICAL HOME	40,000
FORT BEND COUNTY MUSEUM ASSOCIATION PO BOX 460 RICHMOND,TX 77406	NONE	PC	DEVELOP MASTER PLAN & EXHIBITS FOR MUSEUM	37,500
FORT BEND COUNTY WOMEN'S CENTER P O BOX 183 RICHMOND,TX 77406	NONE	PC	WELLNESS & STABILITY PROGRAM FOR DOMESTIC VIOLENCE CLIENTS WITH MENTAL HEALTH ISSUES	42,500
FORT BEND FAMILY PROMISE 1424 FM 1092 MISSOURI CITY,TX 77459	NONE	PC	GENERAL OPERATING SUPPORT	50,000
FORT BEND FORWARD INC 445 COMMERCE GREEN BLVD SUGAR LAND,TX 774783539	NONE	PC	SUPPORT CAPACITY BUILDING PROGRAM TO GIVE LOCAL NONPROFITS VISION OF COLLABORATION	8,700
FORT BEND SENIORS MEALS ON WHEELS 1330 BAND ROAD ROSENBERG,TX 77471	NONE	PC	CONSTRUCT KITCHEN SPACE & NEW ADMINISTRATION BUILDING	100,000
Total . . . . ▶ **3a**				5,870,950

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FRIENDS OF THE FORT BEND COUNTY HISTORICAL COMMISSION 301 JACKSON ST RICHMOND, TX 77469	NONE	PC	CONTRIBUTION IN MEMORY OF BERT BLEIL	2,500
FRIENDS OF THE FORT BEND COUNTY HISTORICAL COMMISSION 301 JACKSON ST RICHMOND, TX 77469	NONE	PC	MAKE AVAILABLE CERTAIN ORAL HISTORIES AND OUT OF PRINT HISTORICAL BOOKS	800
GIRL SCOUTS OF SAN JACINTO COUNCIL 3110 SOUTHWEST FREEWAY HOUSTON, TX 77098	NONE	PC	BUILD CABINS AT CAMP PRYOR, NADA, TX	300,000
HOUSTON MUSEUM OF NATURAL SCIENCE 5555 HERMANN PARK DRIVE HOUSTON, TX 77030	NONE	PC	TELESCOPE REPAIR - GUEYMARD TELESCOPE A GEORGE OBSERVATORY	10,000
INSTITUTE FOR SPIRITUALITY AND HEALTH AT THE TEXAS MEDICAL CENTER 8100 GREENBRIAR 220 HOUSTON, TX 77054	NONE	PC	HEALTH & HEALING CONFERENCE, LECTURES, AND PROGRAMS	25,000
JUST DO IT NOW INC 1619 MARTIN LUTHER KING BLVD WHARTON, TX 77488	NONE	PC	CONTRIBUTION IN MEMORY OF GREG BAINES	2,500
LAMAR EDUCATIONAL AWARDS FOUNDATION 3911 AVE I ROSENBERG, TX 77471	NONE	PC	MUSICAL INSTRUMENTS FOR LOCAL ELEMENTARY SCHOOLS	21,000
LAMAR EDUCATIONAL AWARDS FOUNDATION 3911 AVE I ROSENBERG, TX 77471	NONE	PC	MUSICAL INSTRUMENTS FOR LOCAL MIDDLE SCHOOLS	27,800
LITERACY COUNCIL OF FORT BEND COUNTY 12530 EMILY COURT SUGAR LAND, TX 77478	NONE	PC	OPERATING FUNDS TO SUPPORT LITERACY PROGRAM, BLDG MAINTENACE	30,000
LITERACY COUNCIL OF FORT BEND COUNTY 12530 EMILY COURT SUGAR LAND, TX 77478	NONE	PC	OPERATING FUNDS TO SUPPORT LITERACY PROGRAM, BLDG MAINTENACE	30,000
MORTON CEMETERY ASSOCIATION 900 MORTON STREET RICHMOND, TX 77469	NONE	NC	MAINTAIN HISTORICALLY SIGNIFICANT CEMETERY FOR CULTURE & EDUCATIONAL PURPOSES	60,000
OUR LADY OF GUADALUPE CATHOLIC CHURCH 1600 AVENUE D ROSENBERG, TX 77471	NONE	PC	CHURCH CONSTRUCTION	25,000
SIRE INC 24161 SPRING DR HOCKLEY, TX 774473036	NONE	PC	PROGRAMMING AT SIRE, RICHMOND, TX	35,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019	NONE	PC	CONSTRUCTION OF GREAT HALL, IN MEMORY OF JIM ELKINS	125,000
ST MARK'S EPISCOPAL CHURCH & SCHOOL PO BOX 1627 RICHMOND, TX 77406	NONE	PC	START-UP COSTS TO ESTABLISH A PRESCHOOL	195,000
Total . . . . ▶ **3a**				5,870,950

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SUGAR LAND LEGACY FOUNDATION PO BOX 557 SUGAR LAND,TX 774870557	NONE	PC	BUILD UNIVERSALLY ACCESSIBLE PLAYGOUND AT FIRST COLONY PARK	20,000
THE MENNINGER CLINIC FOUNDATION 12301 MAIN STREET HOUSTON,TX 77035	NONE	PC	SUPPORT MCNAIR INITIATIVE - NEUROSCIENCE DISCOVERY AT MENNINGER & BAYLOR COLLEGE OF MEDICINE	25,000
THE TSTC FOUNDATION 3801 CAMPUS DR WACO,TX 767051607	NONE	PC	SUPPORT FORT BEND DEVELOPMENT DIRECTOR	20,000
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER AT HOUSTON 7000 FANNIN STE 1200 HOUSTON,TX 77030	NONE	GOV	RESEARCH SUPPORT - PEDIATRIC BIPOLAR PATIENTS & THEIR FAMILIES	25,000
WEST FORT BEND MANAGEMENT DISTRICT PO BOX 1688 RICHMOND,TX 77406	NONE	GOV	FUND PORTION OF EXECUTIVE DIRECTOR'S SALARY	25,000
WILLIAM SMITH SR TRI COUNTY CHILD DEVELOPMENT COUNCIL INC 500 AUSTIN STREET RICHMOND,TX 77469	NONE	PC	PAY UTILITIES - GEORGE FAMILY DEVELOPMENT CENTER & CHRISTINE SMITH FIRST YEARS FIRST STEPS FACILITY	40,000
YMCA OF GREATER HOUSTONTW DAVIS 911 THOMPSON HWY RICHMOND,TX 77469	NONE	PC	YMCA OUTREACH PROGRAMS - RICHMOND & ROSENBERG	30,000
YMCA OF GREATER HOUSTONTW DAVIS 911 THOMPSON HWY RICHMOND,TX 77469	NONE	PC	MINI-BUS FOR YMCA	30,000
YMCA OF GREATER HOUSTONTW DAVIS 911 THOMPSON HWY RICHMOND,TX 77469	NONE	PC	FUND OUTREACH COORDINATOR - RICHMOND	52,500
Total . . . . ▶ **3a**				5,870,950

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491255003025

TY 2014 Accounting Fees Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	43,455	39,109	0	4,346

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Expenditure Responsibility Statement

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
MORTON CEMETERY ASSOCIATION	900 MORTON STREET RICHMOND, TX 77469	2014-02-20	60,000	TO MAINTAIN HISTORICAL CEMETERY FOR HISTORICAL, CULTURAL, AND EDUCATIONAL PURPOSES	60,000	NONE	JANUARY 28, 2015	2015-01-28	ALL EXPENSES USED AS INTENDED

TY 2014 Investments Corporate Bonds Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	13,735,706	13,485,569

TY 2014 Investments Corporate Stock Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK	48,972,377	56,422,345
MUTUAL FUNDS	47,870,276	47,845,691

TY 2014 Investments Government Obligations Schedule

Name:	THE HENDERSON-WESSENDORFF FOUNDATION
EIN:	74-6047149
US Government Securities - End of Year Book Value:	10,348,337
US Government Securities - End of Year Fair Market Value:	10,289,961
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2014 Investments - Land Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND, BUILDING, & IMPROVEMENTS 611 MORTON	927,037	150,212	776,825	864,680
AUTOMOBILE	79,110	77,475	1,635	24,000
LAND HELD FOR INVESTMENT	34,474,036	0	34,474,036	29,495,052
FURNITURE & FIXTURES	288,948	227,189	61,759	61,759
LAND IMPROVEMENTS	593,686	143,936	449,750	188,767

TY 2014 Investments - Other Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PARTNERSHIPS	AT COST	10,408,799	12,548,031

TY 2014 Legal Fees Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	25,214	22,693	0	2,521

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491255003025

TY 2014 Other Assets Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
NET INTANGIBLE ASSETS	5,273,221	5,043,951	63,200,000

TY 2014 Other Expenses Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUTO & TRUCK	46,513	30,246	0	16,267
BANK & INVESTMENT MGMT FEES	717,435	717,435	0	0
CONTRACT SERVICES	56,176	15,456	0	40,720
DUES & SUBSCRIPTIONS	39,696	7,939	0	31,757
EXPENSE REIMBURSEMENTS	-34,441	-34,441	0	0
INSURANCE	171,709	45,282	0	126,427
MANAGEMENT - LAR	189,000	0	0	189,000
MAINTENANCE & REPAIR	274,371	41,496	0	232,875
JANITOR	12,478	12,478	0	0
UTILITIES	105,431	38,339	0	67,092
MAINTENANCE - WATER PLANT	10,065	0	0	10,065
SUPPLIES	47,311	14,430	0	32,881
MISCELLANEOUS	25,354	12,035	0	13,319
EAGLE UBTI NET LOSS EXCL DIVIDEND	24,810	0	0	0
EAGLE NONDEDUCTIBLE EXPENSE	724	0	0	0

TY 2014 Other Income Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	53,247,030	53,247,030	
RENTAL & R O W INCOME	1,742,418	1,742,418	
MISCELLANEOUS INCOME	36,426	36,426	
WELL SPRINGS INCOME	20,250	20,250	
K-1 CAPITAL ROYALTY	-93,112	-93,112	
K-1 CLIFTON DEF	136,645	136,645	
K-1 EAGLE INC	-63,877	-63,877	
K-1 GENIV CAPITAL PARTNERS II	-27,901	-27,901	

TY 2014 Other Professional Fees Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER CONSULTING	91,338	82,204	0	9,134

TY 2014 Taxes Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	1,114,286	0	0	0
AD VALOREM	652,710	646,230	0	6,480
PRODUCTION TAX	1,401,628	1,401,628	0	0
FOREIGN	56,690	56,690	0	0
PAYROLL	76,071	44,199	0	31,872
PENALTY	1,612	0	0	0