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Form 990-PF

Return of Private Foundation

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

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2014

Open to Public
Inspection

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

Name of foundation Simon & Louise Henderson Foundation		A Employer identification number 75-6022769	
Number and street (or P O box number if mail is not delivered to street address) P O Box 1365		B Telephone number (see instructions) (936) 634-3448	
C If exemption application is pending, check here ► <input type="checkbox"/>			
D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 13,442,463		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

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)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	80,560	80,560		
	4 Dividends and interest from securities.	192,714	192,714		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	268,854			
	b Gross sales price for all assets on line 6a 2,595,454				
	7 Capital gain net income (from Part IV, line 2)		268,854		
	8 Net short-term capital gain			90,279	
	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)				
	12 Total. Add lines 1 through 11	542,128	542,128	90,279	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,531	766		765
	b Accounting fees (attach schedule)	16,867	8,434		8,433
	c Other professional fees (attach schedule)	139,651			
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	20,088	4,763		4,763
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	128	64		64
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	178,265	14,027		14,025
	25 Contributions, gifts, grants paid.	600,510			600,510
	26 Total expenses and disbursements. Add lines 24 and 25	778,775	14,027		614,535
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-236,647			
	b Net investment income (if negative, enter -0-)		528,101		
	c Adjusted net income (if negative, enter -0-)			90,279	

Assets	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing		32,534	55,998	55,997
2	Savings and temporary cash investments		994,614	884,999	884,999
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) ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges			10,363	
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)		12,847,417	12,504,983	12,501,467
c	Investments—corporate bonds (attach schedule)				
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		13,874,565	13,456,343	13,442,463
Liabilities	17	Accounts payable and accrued expenses	131,575		
	18	Grants payable	264,420	372,378	
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)	395,995	372,378		
Foundations that follow SFAS 117, check here ► <input type="checkbox"/>					
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 ► <input checked="" type="checkbox"/>					
and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		1,020,475	1,020,475	
28	Paid-in or capital surplus, or land, bldg , and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds		12,458,095	12,063,490	
30	Total net assets or fund balances (see instructions)	13,478,570	13,083,965		
31	Total liabilities and net assets/fund balances (see instructions)	13,874,565	13,456,343		

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	13,478,570
2	Enter amount from Part I, line 27a	2	-236,647
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	13,241,923
5	Decreases not included in line 2 (itemize) ►	5	157,958
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,083,965

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	2011-12-31	2014-12-31
b	Publicly Traded Securities	P	2014-06-15	2014-12-31
c	Capital Gain Dividends			
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	1,626,503		1,501,799	124,704
b	915,080		824,801	90,279
c				
d				53,871
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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		
a				124,704
b				90,279
c				
d				
e				
2	Capital gain net income or (net capital loss)	<small>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</small>	2	268,854
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<small>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</small>	3	90,279

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	587,270	12,412,573	0 04731
2012	633,554	10,391,401	0 06097
2011	320,601	12,836,421	0 02498
2010	268,721	7,575,645	0 03547
2009	312,356	4,473,937	0 06982
2 Total of line 1, column (d).			0 23855
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			0 04771
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			14,661,090
5 Multiply line 4 by line 3.			699,466
6 Enter 1% of net investment income (1% of Part I, line 27b).			5,281
7 Add lines 5 and 6.			704,747
8 Enter qualifying distributions from Part XII, line 4.			614,535

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 <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	10,562
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	
3	Add lines 1 and 2.	3	10,562
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	10,562
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	20,925
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	20,925
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	10,363
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ►	11	10,363 Refunded ►

Part VII-A Statements Regarding Activities

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		Yes	No
	<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?		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.		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		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		Yes	No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		Yes	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? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>SIMON WHENDERSON III</u> Telephone no ► <u>(936) 634-3448</u> Located at ► <u>2915 Atkinson Drive Lufkin TX</u> ZIP +4 ► <u>75901</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► 15			
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? 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 ►	16	Yes	No

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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? ► <input type="checkbox"/>	1b	No
	Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>		
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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	2b	No
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)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	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).	4a	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	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?		

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

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	No
c	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
SIMON W HENDERSON III 1110 HARMONY HILL LUFKIN, TX 75901	PRESIDENT 1 00	0		
Virginia L Henderson PO Box 1365 Lufkin, TX 75901	Secretary 1 00	0		
HONEA H ROTHERMEL 4580 Belfort Place Dallas, TX 75205	Vice President 1 00	0		
Holly Henderson 2512 Ridgeview austin, TX 78704	Treasurer 1 00	0		

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
NONE				
Total number of other employees paid over \$50,000.				►

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
NONE		

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 _____	
2 _____	
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

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	13,856,691
b	Average of monthly cash balances.	1b	1,027,664
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	14,884,355
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	
3	Subtract line 2 from line 1d.	3	14,884,355
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	223,265
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,661,090
6	Minimum investment return. Enter 5% of line 5.	6	733,055

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	733,055
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	10,562
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10,562
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	722,493
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	722,493
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	722,493

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	614,535
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	614,535
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	614,535
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				722,493
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			264,420	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ _____ 614,535				
a Applied to 2013, but not more than line 2a			264,420	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				350,115
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				372,378
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).				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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

Simon Louise Henderson Foundation
PO Box 1365
Lufkin, TX 75902
(936) 634-2448

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

No set format required

c Any submission deadlines

None

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

Preferred geographical area is east Texas

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	600,510
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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						
4 Dividends and interest from securities.				14	80,560	
5 Net rental income or (loss) from real estate				14	192,714	
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property.						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory				18	268,854	
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). . .					542,128	
13 Total. Add line 12, columns (b), (d), and (e). . .						542,128

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

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

- | | | | |
|---|---|-------|----|
| 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? | Yes | No |
| | a Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash. | 1a(1) | No |
| | (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.

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

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.

* * * * *

2015-11-12

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only	Print/Type preparer's name LORI A LAMB PC CPA	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00045822
	Firm's name ► Axley & Rode LLP			Firm's EIN ►	
	Firm's address ► 1307 S 1st St Lufkin, TX 759014717				
				Phone no	(936) 634-6621

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
Angelina Alliance for Children PO Box 1922 Lufkin, TX 75902	None	Public	General Operations	10,000
Angelina Beautiful Clean 1615 S Chestnut Lufkin, TX 75901	None	Public	Lufkin Landscape Projects	2,000
Angelina Cty Chamb of Com Fdn PO Box 1606 Lufkin, TX 75902	None	Public	TX Forest Festival 2015 and General Operations	7,500
Angelina County Child Welfare 117 E Lufkin Avenue Lufkin, TX 75901	None	Public	Christmas party for foster children	10,000
Beth and Horace Stubblefield L 206 N John Redditt Drive Lufkin, TX 75904	None	Public	General Operations	25,000
Boys Girls Club of East TX PO Box 631345 Nacogdoches, TX 75963	None	Public	General Operations/Lufkin	10,000
Buckner Children Family Serv 3402 Daniel McCall Dr 21 Lufkin, TX 75904	None	Public	General Operations	7,500
East Texas PAWS PO Box 2151 Lufkin, TX 75902	None	Public	General Operations	5,000
Ellen Trout Zoo 402 Zoo Circle Dr Lufkin, TX 75904	None	Public	General Operations	10,000
First United Methodist Church 805 E Denman Avenue Lufkin, TX 75901	None	Public	General Operations	25,200
Fuller Springs Volunteer Fire PO Box 773 Lufkin, TX 75902	None	Public	General Operations	1,000
Godtel Ministries 323 Moody St Lufkin, TX 75901	None	Public	General Operations	5,000
Hospice in the Pines 116 South Raguet Lufkin, TX 75904	None	Public	general operations	5,400
Humane Society of Angelina Cou PO Box 472 Lufkin, TX 75902	None	Public	General Operations	12,500
Love Inc of Lufkin PO Box 153311 Lufkin, TX 75902	None	Public	General Operations	2,000
Total			► 3a	600,510

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
Lufkin ISD 900 East Denman Lufkin, TX 75901	None	Public	Project celebration	4,610
LHS Alumni Association 900 East Denman Lufkin, TX 75901	None	Public	Scholarship Fund	10,000
Moffett Volunteer Fire Dept Rt 13 Box 5866 Lufkin, TX 75901	None	Public	General Operations	1,000
Mosaic Center PO Box 154225 Lufkin, TX 75915	None	Public	General Operations	5,000
Museum of East Texas 503 E Second Lufkin, TX 75901	None	Public	Endowment	20,000
Texas Forestry Museum PO Box 1488 Lufkin, TX 75902	None	Public	Treemendous celebration	10,000
Texas Scottish Rite Hospital 2222 Welborn Street Dallas, TX 75219	None	Public	General Operations	25,000
United Way of Angelina County PO Box 1764 Lufkin, TX 75902	None	Public	Fundraiser	400
Women's Shelter of East Texas 910 South St Nacogdoches, TX 75964	None	Public	General Operations	15,000
Operation Smile 6435 Tidewater Drive Norfolk, VA 23509	None	Public	General operations	1,000
Burke Center 4101 S Medford Drive Lufkin, TX 75901	None	Public	General operations	5,000
Doctors without Borders PO Box 5030 Hagerstown, MD 21741	None	Public	general operations	1,000
The Family Place PO Box 7999 Dallas, TX 75209	None	Public	general operations	3,000
George Henderson Expo Center PO BOX 1606 LUFKIN, TX 75902	None	Public	general operations	25,000
National Wild Turkey Federation PO Box 530 Edgefield, SC 29824	None	Public	general operations	300
Total			► 3a	600,510

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
Room to Read 111 Sutter St 16th floor San Francisco, CA 94104	None	Public	girls education program in cambodia	2,500
Long Way Home Foundation 13444 Janwood Lane Dallas, TX 75234	None	Public	general operations	15,000
Pat Tillman Foundation 2141 E Broadway 115 Tempe, AZ 85282	None	Public	general operations	6,000
Wesleyan Fund 1201 Wesleyan St Fort Worth, TX 76105	None	Public	general operations	5,000
American Cancer Society 212 Gene Samford Dr Lufkin, TX 75901	None	Public	Cattle Barons Ball 2014	10,000
Christian Info Svc Crt PO Box 2621 lufkin, TX 75902	None	Public	general operations	7,500
East Texas Area Council Boy Scouts 1331 E 5th street tyler, TX 75701	None	Public	general operations	800
University of Texas Longhorn fdn PO Box 13178 austin, TX 78711	None	Public	general operations	10,000
Wounded Warriors 4899 Belfort Road 300 jacksonville, FL 32256	None	Public	general operations	10,000
Ronald McDonald House of Northeast po box 2920 athens, TX 75751	None	Public	general operations	3,000
Dallas Children's Advocacy Center 5351 Samuell Blvd Dallas, TX 75228	None	Public	General Operations	7,500
National Down Syndrome Society 666 Broadway 8th Floor New York, NY 10012	None	Public	General Operations	5,000
East Texas Down Syndrome Group PO Box 6604 Longview, TX 75608	None	Public	General Operations	5,000
Down Syndrome Guild of Dallas 1702 N Collins Blvd Suite 170 Richardson, TX 75080	None	Public	General Operations	1,000
Equest Therapeutic Horsemanship 3800 Troy Rd Wylie, TX 75098	None	Public	General Operations	3,000
Total			► 3a	600,510

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
The Rise School of Dallas 5923 Royal Lane Dallas, TX 75230	None	Public	General Operations	10,000
Habitat for Humanity PO Box 522 Lufkin, TX 75902	None	Public	General Operations	5,000
Goldman Sachs Philanthropy Fund PO Box 15203 Albany, NY 12212	None	N/A	Donor Advised Fund	30,000
Angelina Arts Alliance 3500 1st Street Lufkin, TX 75901	None	N/A	General Operations	2,000
Down Home Ranch 20250 FM Road 619 Elgin, TX 78621	None	N/A	General Operations	5,000
Sons of the Flag Burn Foundation 8750 N Central Expressway Suite 510 Dallas, TX 75231	None	N/A	General Operations	10,000
Texas Game Warden Association 4363 FM Road 1047 Hamilton, TX 76531	None	N/A	Lufkin Game Wardens	2,000
Alcohol Drug Abuse Cncl-Deep East T 304 N Raguet St Lufkin, TX 75904	None	PC	General Operations	10,000
Bradfield PTA 4300 Southern Ave Dallas, TX 75205	None	PC	Carnival Sponsorship	7,500
First Baptist Church Lufkin 106 E Bremond Ave Lufkin, TX 75904	None	PC	Memorial	400
Lufkin High School 309 S Medford Lufkin, TX 75901	None	PC	Art Club Museum trip	4,500
LISD Education Foundation PO Box 153307 Lufkin, TX 75915	None	PC	Charitable Donation	10,000
Park Cities YMCA 601 N Akard St Dallas, TX 75201	None	PC	Classroom in honor of House Henderson	100,000
Salvation Army 412 S 3rd St Lufkin, TX 75901	None	PC	Charitable Donation	10,000
St Jude Children's Hospital 262 Danny Thomas Place Memphis, TN 38105	None	PC	Charitable Donation	5,000
Total			► 3a	600,510

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
Texas Forestry Association PO Box 1488 Lufkin, TX 75902	None	PC	Charitable Donation for Education and Building	10,000
Swim Across America One International Place Suite 4600 Boston, MA 02110	None	PC	Charitable Donations	5,000
The Hospice of East Texas 4111 University Blvd Tyler, TX 75701	None	PC	Charitable Donation	1,000
Believers Bible Church 408 S Medford Lufkin, TX 75901	None	PC	Charitable Donation	200
Adventure Academy 201 W Smith St Cleburne, TX 76033	None	PC	Charitable Donations	1,000
The Joseph House 5783 Farm-To-Market 841 Lufkin, TX 75901	None	PC	Charitable Donations	2,000
Texas Gulf Coast Make a Wish Fdn 12625 Southwest Freeway Stafford, TX 77477	None	PC	Charitable Donation	3,000
Disabled American Veterans 3725 Alexandria Pike Cold Spring, KY 41076	None	PC	Charitable Donation	3,000
Veterans of Foreign Wars 406 West 34th Street Kansas City, MO 64111	None	PC	Charitable Donation	3,000
Philmont Scout Ranch Scholarship 17 Deer Run Road Cimarron, NM 87714	None	PC	Charitable Donation	200
East Texas EAA Chapter 1219 830 Airport Rd Burke, TX 75941	None	PC	Charitable Donation	2,000
East Texas Fun Bunch Inc 1305 Tulane Drive Lufkin, TX 75901	None	PC	Charitable Donation	3,000
Total			► 3a	600,510

TY 2014 Accounting Fees Schedule

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AXLEY & RODE LLP	16,867	8,434	0	8,433

TY 2014 Legal Fees Schedule

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL & PROFESSIONAL	1,531	766	0	765

TY 2014 Other Decreases Schedule

Name: Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 14000265**Software Version:** 2014v5.0

Description	Amount
Grants paid in current year for prior year payable	50,000
Increase in Grants Payable	107,958

TY 2014 Other Expenses Schedule

Name: Simon & Louise Henderson Foundation

EIN: 75-6022769

Software ID: 14000265

Software Version: 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	128	64		64

TY 2014 Other Professional Fees Schedule

Name: Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BARCLAYS-MANAGEMENT FEES	139,651	0	0	0

TY 2014 Taxes Schedule

Name: Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	10,562			
FOREIGN TAX	9,526	4,763		4,763

SIMON & LOUISE HENDERSON FOUNDATION
FORM 990-PF, I.D. #75-6022769
PART X, LINE 1b
AVERAGE OF MONTHLY CASH BALANCES
FOR THE YEAR ENDED DECEMBER 31, 2014

CASH BALANCES	BOOK VALUE	MARKET VALUES											
	12/31/2014	December	November	October	September	August	July	June	May	April	March	February	January
Bancorp South	55,997	55,997	6,051	6,451	6,366	6,766	22,079	14,909	15,909	20,924	13,033	13,033	13,033
Goldman Sachs/Barclays	884,999	884,999	1,590,258	768,964	844,355	750,478	772,422	796,334	760,111	1,009,345	991,643	1,032,516	995,001
TOTALS	940,996	940,996	1,596,309	775,415	850,721	757,244	794,501	811,243	776,020	1,030,269	1,004,676	1,045,549	1,008,034
AVERAGE BALANCE	<u>1,027,664</u>												

S&L FOUNDATION
SCHEDULE D WORKSHEET
FYE 12/31/2014

Quantity	Description	Date Acquired	Date Sold	Sales Price	Cost/Basis	Wash Sales	Expenses	Short Term Gain/(Loss)	Long Term Gain/(Loss)
								-	0
								0	0
	BARCLAYS #2338	1/1/2014	6/15/2014	245,436 03	208,763 83			36,672 20	0
	BARCLAYS #2339	1/1/2014	6/15/2014	27,725 41	49 44	-		27,675 97	0
	BARCLAYS #2340	1/1/2014	6/15/2014	49,484 18	49,041 27			442 91	0
	BARCLAYS #2341	1/1/2014	6/15/2014	172,788 92	167,335 44	3,788 18		9,241 66	0
	BARCLAYS #2342	1/1/2014	6/15/2014	165,118 38	156,363 11			8,755 27	0
	BARCLAYS #2344	1/1/2014	6/15/2014	81,383 25	78,203 86			3,179 39	0
	BARCLAYS #2345	1/1/2014	6/15/2014	10,357 51	9,155 63			1,201 88	0
	BARCLAYS #2490	1/1/2014	6/15/2014	104,642 64	88,052 10			16,590 54	0
	BARCLAYS #203758	1/1/2014	6/15/2014	30,349 59	34,217 99			(3,868 40)	0
	BARCLAYS #203774	1/1/2014	6/15/2014	139 99	-			139 99	0
	BARCLAYS #203790	1/1/2014	6/15/2014	11,003 67	14,472 62			(3,468 95)	0
	BARCLAYS #203808	1/1/2014	6/15/2014	6,297 93	11,360 57			(5,062 64)	0
	BARCLAYS #203816	1/1/2014	6/15/2014	10,352 99	11,573 55			(1,220 56)	0
								-	0
	Total S/T SCH D			915,080 49	828,589 41	3,788 18		90,279 26	-
								-	0
								-	0
	Total S/T			915,080 49	828,589 41	3,788 18		90,279 26	-
								-	0
	BARCLAYS #2337	1/1/2000	6/15/2014	498,555 06	488,267 16	6,557 22		0	16,845 12
	BARCLAYS #2338	1/1/2000	6/15/2014	21,051 92	18,304 79			0	2,747 13
	BARCLAYS #2339	1/1/2000	6/15/2014	43 37	38 99			0	4 38
	BARCLAYS #2340	1/1/2000	6/15/2014	115,249 75	94,473 28			0	20,776 47
	BARCLAYS #2341	1/1/2000	6/15/2014	60,877 34	50,973 88			0	9,903 46
	BARCLAYS #2342	1/1/2000	6/15/2014	32,492 42	25,420 87			0	7,071 55
	BARCLAYS #2344	1/1/2000	6/15/2014	26,634 33	25,409 14			0	1,225 19
	BARCLAYS #2345	1/1/2000	6/15/2014	8,118 75	7,515 38			0	603 37
	BARCLAYS #2346	1/1/2000	6/15/2014	41,000 00	42,370 34			0	(1,370 34)
	BARCLAYS #203758	1/1/2000	6/15/2014	34,141 61	33,728 16			0	413 45
	BARCLAYS #201562	1/1/2000	6/15/2014	700,272 97	651,641 05			0	48,631 92
	BARCLAYS #203766	1/1/2000	6/15/2014	2,152 86	1,440 70			0	712 16
	BARCLAYS #203782	1/1/2000	6/15/2014	31,768 17	16,570 85			0	15,197 32
	BARCLAYS #203790	1/1/2000	6/15/2014	20,756 98	15,456 71			0	5,300 27
	BARCLAYS #203808	1/1/2000	6/15/2014	33,387 58	36,745 15			0	(3,357 57)
								-	0
	Total L/T SCH D			1,626,503 11	1,508,356 45	6,557 22		-	124,703 88
								-	0