



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

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		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 ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 237,169,075		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per (a) books	Net investment (b) income	Adjusted net (c) income	Disbursements for charitable purposes (d) (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	692,918	692,918		
	4 Dividends and interest from securities	1,981,228	1,981,228		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,290,558			
	b Gross sales price for all assets on line 6a 86,529,660				
	7 Capital gain net income (from Part IV, line 2) . . .		3,309,517		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	26,461,276	26,461,276	0	
	12 Total.Add lines 1 through 11	32,425,980	32,444,939	0	
	13 Compensation of officers, directors, trustees, etc	961,664	321,204	0	640,460
	14 Other employee salaries and wages	616,678	176,830	0	439,848
	15 Pension plans, employee benefits	135,415	36,995	0	98,420
	16a Legal fees (attach schedule).	65,316	52,253	0	13,063
	b Accounting fees (attach schedule).	47,000	37,600	0	9,400
	c Other professional fees (attach schedule)	235,635	188,508	0	47,127
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	1,506,197	848,863	0	63,387
	19 Depreciation (attach schedule) and depletion . . .	486,418	308,312	0	
	20 Occupancy				
	21 Travel, conferences, and meetings.	21,219	8,488	0	12,731
	22 Printing and publications				
	23 Other expenses (attach schedule).	1,748,668	857,489	0	807,329
	24 Total operating and administrative expenses. Add lines 13 through 23	5,824,210	2,836,542	0	2,131,765
	25 Contributions, gifts, grants paid	7,279,751			7,279,751
	26 Total expenses and disbursements.Add lines 24 and 25	13,103,961	2,836,542	0	9,411,516
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	19,322,019			
	b Net investment income (if negative, enter -0-)		29,608,397		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,000	1,000	1,000
	2	Savings and temporary cash investments	6,588,048	31,285,437	31,285,437
	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) ▶ 2,856,484			
		Less allowance for doubtful accounts ▶ 0	1,698,008	2,856,484	2,856,484
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	453,527	310,556	310,556
	10a	Investments—U S and state government obligations (attach schedule)	10,348,337	12,572,949	12,470,891
	b	Investments—corporate stock (attach schedule)	96,842,653	96,609,572	97,012,583
	c	Investments—corporate bonds (attach schedule)	13,735,706	11,727,456	11,535,023
	11	Investments—land, buildings, and equipment basis ▶ 24,155,413			
	Less accumulated depreciation (attach schedule) ▶ 649,137	35,764,005	23,506,276	23,911,565	
12	Investments—mortgage loans.				
13	Investments—other (attach schedule)	10,408,799	15,943,910	16,220,939	
14	Land, buildings, and equipment basis ▶ 7,665,707				
	Less accumulated depreciation (attach schedule) ▶ 662,353	5,835,739	7,003,354	7,564,597	
15	Other assets (describe ▶ _____)	5,043,951	4,814,680	34,000,000	
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	186,719,773	206,631,674	237,169,075	
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	186,719,773	206,631,674	
	30	Total net assets or fund balances(see instructions)	186,719,773	206,631,674	
31	Total liabilities and net assets/fund balances(see instructions)	186,719,773	206,631,674		

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)	1 186,719,773
2	Enter amount from Part I, line 27a	2 19,322,019
3	Other increases not included in line 2 (itemize) ▶ _____	3 589,882
4	Add lines 1, 2, and 3	4 206,631,674
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	6 206,631,674

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a See Additional Data Table			
b			
c			
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	3,309,517
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))
2014	7,639,865	216,169,866	0 035342
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

2	Total of line 1, column (d).	2	0 313821
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 062764
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	227,720,237
5	Multiply line 4 by line 3.	5	14,292,633
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	296,084
7	Add lines 5 and 6.	7	14,588,717
8	Enter qualifying distributions from Part XII, line 4.	8	10,757,233

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

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-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

881,860

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.

8

Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**.

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** 289,692 **Refunded**

1

592,168

0

592,168

0

592,168

881,860

0

0

289,692

0

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?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?
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.

1b

No

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 2015 or the taxable year beginning in 2015 (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? Website address WWW HW-FOUNDATION COM	13	Yes	
14	The books are in care of BEN JONES Located at 611 MORTON STREET RICHMOND TX Telephone no (281) 342-2044 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		
16	At any time during calendar year 2015, 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 ☐ Yes ☒ No ☐ Yes ☒ No ☒ Yes ☐ No ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here.		1b	No
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years 20____, 20____, 20____, 20____	☐ Yes ☒ 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).		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 2015 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 2015.).		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 2015?		4b	No

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))?

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
PENNY MEEK	GRANTS/ OPS ADMIN	74,765	15,350	0
611 MORTON STREET	40 00			
RICHMOND, TX 77469				
MARIA D CRUZ	ADM ASST	65,757	15,080	0
611 MORTON STREET	40 00			
RICHMOND, TX 77469				
TODD MABRY	MANAGER	65,534	15,073	0
611 MORTON STREET	30 00			
RICHMOND, TX 77469				
MARY ANN MCDONALD	OFFICE MGR	59,688	1,791	0
611 MORTON STREET	35 00			
RICHMOND, TX 77469				
Total number of other employees paid over \$50,000.				0

Form 990-PF (2015)

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	OIL & GAS CONSULTING	193,846
8140 N MOPAC BLDG 2 STE 250 AUSTIN,TX 78759		
JACKSON SJOBERG MCCARTHY & TOWNSEND LLP	LEGAL	62,356
711 WEST 7TH ST AUSTIN,TX 78701		
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 3,125 ATTENDEES FROM 35 ORGANIZATIONS IN 2015	643,994
2 OPERATION OF LONG ACRES RANCH, WHICH IS USED AS A NATURE PRESERVE AND FOR HOSTING OUTDOOR ACTIVITIES FOR BOY SCOUTS AND SIMILAR ORGANIZATIONS UTILIZED BY 715 ATTENDEES IN 2015	428,639
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	141,796,678
b	Average of monthly cash balances.	1b	9,624,052
c	Fair market value of all other assets (see instructions).	1c	79,767,328
d	Total (add lines 1a, b, and c).	1d	231,188,058
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	231,188,058
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,467,821
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	227,720,237
6	Minimum investment return. Enter 5% of line 5.	6	11,386,012

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	11,386,012
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	592,168
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	592,168
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	10,793,844
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	10,793,844
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	10,793,844

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	9,411,516
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	1,345,717
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	10,757,233
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	10,757,233

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				10,793,844
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			2,067,667	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 10,757,233				
a Applied to 2014, but not more than line 2a			2,067,667	
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 2015 distributable amount.				8,689,566
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (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 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				2,104,278
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 2010 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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			(e) Total
		(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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	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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	7,279,751
b <i>Approved for future payment</i> See Additional Data Table				
Total			3b	20,145,252

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
PUBLICLY TRADED SECURITIES	P		
CAPITAL GAIN DIVIDENDS	P		
PARTNERSHIP GAIN /LOSS	P		
GAIN ON RECOVERY OF LID	P		
LAND SALE - JOHNSON DEV CORP	P	2013-09-24	2015-11-08
WASH SALES - PUBLICLY TRADED SECURITIES	P		
REGENCY RIGHT OF WAY	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
67,017,783		67,156,325	-138,542
189,388			189,388
		50,438	-50,438
241,097			241,097
19,023,992		16,013,380	3,010,612
			0
57,400			57,400

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-138,542
			189,388
			-50,438
			241,097
			3,010,612
			0
			57,400

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JOE D ROBINSON	CHAIRMAN OF BOARD 30 00	50,000	0	0
611 MORTON ST RICHMOND, TX 77469				
CHARLES PAT MCDONALD	PRESIDENT 40 00	340,000	23,307	0
611 MORTON ST RICHMOND, TX 77469				
JACK H MOORE	SECRETARY / LEGAL 10 00	133,846	0	0
2116 THOMPSON ROAD SUITE 116 RICHMOND, TX 77469				
BEN JONES	CFO 40 00	235,000	20,157	0
611 MORTON ST RICHMOND, TX 77469				
LANE WARD	DIRECTOR 2 00	17,700	0	0
611 MORTON ST RICHMOND, TX 77469				
BARBARA BLEIL	DIRECTOR 2 00	16,500	0	0
611 MORTON ST RICHMOND, TX 77469				
SETH DELEERY	DIRECTOR 2 00	16,500	0	0
611 MORTON ST RICHMOND, TX 77469				
WILL ROBERTSON	DIRECTOR 2 00	0	0	0
611 MORTON ST RICHMOND, TX 77469				
JULIE GASTON	GRANT OFFICER 40 00	92,764	15,890	0
611 MORTON ST RICHMOND, TX 77469				

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				
ACCESSHEALTH 400 AUSTIN STREET RICHMOND, TX 77469	NONE	PC	FOR GENERAL OPERATING SUPPORT	500,000
ATTACK POVERTY PO BOX 1509 RICHMOND, TX 77406	NONE	PC	FOR GENERAL OPERATING SUPPORT FOR FRIENDS OF N RICHMOND AND N ROSENBERG	160,000
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA HOUSTON, TX 77030	NONE	PC	TO CONSTRUCT THE RESEARCH INSTITUTE & OUTPATIENT CENTER ON THE MENNINGER CLINIC CAMPUS	100,000
BLESSED BE HOPE FOR THREE INC 11104 WAIRPORT BLVD STE 150 STAFFORD, TX 77477	NONE	PC	FOR GENERAL OPERATING SUPPORT	50,000
BLANCO VOLUNTEER FIRE DEPARTMENT P O BOX 868 BLANCO, TX 786060868	NONE	PC	GENERAL OPERATING SUPPORT	500
CALVARY EPISCOPAL SCHOOL INC 1201 AUSTIN RICHMOND, TX 77469	NONE	PC	TO PURCHASE NEW AIR CONDITIONING UNIT AND TEACHING SOFTWARE, PROVIDE FINANCIAL AID	80,500
BOYS AND GIRLS CLUBS OF GREATER HOUSTON INC 815 CROSBY STREET HOUSTON, TX 77019	NONE	PC	TO CONSTRUCT A NEW CLUB IN RICHMOND, TEXAS TO SERVE THE RICHMOND AND ROSENBERG AREAS	175,000
BOYS AND GIRLS CLUBS OF GREATER HOUSTON INC 815 CROSBY STREET HOUSTON, TX 77019	NONE	PC	BUILD, OPERATE, AND PROVIDE PROGRAMMING FOR NEW CLUB IN RICHMOND	225,000
CHILDREN'S MUSEUM OF HOUSTON 1500 BINZ HOUSTON, TX 77004	NONE	PC	SUPPORT PARENT STARS PROGRAM IN LAMAR CISD SCHOOLS IN RICHMOND & ROSENBERG	19,250
BRAZOS BEND GUARDIANSHIP SERVICES PO BOX 72 ROSENBERG, TX 77471	NONE	PC	OPERATING SUPPORT	30,000
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
CHILDREN'S MUSEUM OF HOUSTON 1500 BINZ HOUSTON, TX 77004	NONE	PC	PROVIDE 4 FAMILY LEARNING EVENTS & 5 PARENT WORKSHOPS AT LCISD SCHOOLS	21,000
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF GALVESTON-HOUSTON 2900 LOUISIANA STREET HOUSTON, TX 77006	NONE	PC	OPERATIONS OF MAMIE GEORGE COMMUNITY CENTER FOR SENIORS AND LOW INCOME POPULATIONS	140,000
Total				7,279,751

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 <i>Paid during the year</i>				
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
CITY OF ROSENBERG 2110 FOURTH STREET ROSENBERG,TX 77471	NONE	GOV	5 119 ACRES OF LAND FOR GRAEBER RD & MONS AVE RIGHT OF WAY	524,481
COLLEGE COMMUNITY CAREER 12926 DAIRY ASHFORD 110 SUGAR LAND,TX 77478	NONE	PC	TO EXPAND COLLEGECOMMUNITYCAREER PROGRAM IN LCISD FOR 1ST GENERATION HIGH SCHOOLERS	40,000
DEPELCHIN CHILDREN'S CENTER 4950 MEMORIAL DRIVE HOUSTON,TX 77007	NONE	PC	TO SUPPORT GENERAL OPERATING EXPENSES OF RESIDENTIAL TREATMENT CENTER IN RICHMOND	100,000
DEPRESSION & BIPOLAR SUPPORT ALLIANCE PO BOX 27607 HOUSTON,TX 77227	NONE	PC	TO PROVIDE FREE SUPPORT GROUPS FOR FAMILIES AFFECTED BY DEPRESSION & BIPOLAR DISORDERS	23,750
ESCAPE FAMILY RESOURCE CENTER 2410 HAMILTON ST HOUSTON,TX 77004	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	IMPLEMENT DATA COLLECTION AND SHARING SYSTEM	25,000
EPISCOPAL THEOLOGICAL SEMINARY OF THE SOUTHWEST PO BOX 2247 AUSTIN,TX 78768	NONE	PC	FOR ACCREDITATION FACILITATION & ASSESSMENT SERVICES, AND TO SUPPORT PROFESSOR SALARIES	277,500
FORT BEND COUNTY MUSEUM ASSOCIATION PO BOX 460 RICHMOND,TX 77406	NONE	PC	REPAIR LONG SMITH COTTAGE ON MUSEUM PROPERTY	9,350
FORT BEND CARES PO BOX 17748 SUGAR LAND,TX 77496	NONE	PC	IMPROVEMENTS TO COMMUNITY PARK IN DISADVANTAGED AREA OF ROSENBERG	20,000
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	75,000
FORT BEND FAMILY PROMISE 4845 CARTWRGHT DR MISSOURI CITY,TX 77459	NONE	PC	GENERAL OPERATING SUPPORT	63,000
FORT BEND FORWARD INC 445 COMMERCE GREEN BLVD SUGAR LAND,TX 774783539	NONE	PC	SCHOLARSHIPS FOR YOUTH IN PHILANTHROPY PARTICIPANTS	20,000
FORT BEND SENIORS MEALS ON WHEELS PO BOX 1488 ROSENBERG,TX 77471	NONE	PC	GENERAL OPERATING SUPPORT	30,000
Total			3a	7,279,751

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				
FORT BEND FORWARD INC 445 COMMERCE GREEN BLVD SUGAR LAND,TX 774783539	NONE	PC	TO PROVIDE 4 PART CAPACITY BUILDING SERIES, "BACK TO BASICS" FOR AREA NONPROFITS	10,000
HOUSTON GALVESTON INSTITUTE 2990 RICHMOND AVE STE 530 HOUSTON,TX 77098	NONE	PC	TO PROVIDE THERAPISTS AND COUNSELING SERVICES IN CONJUNCTION WITH ATTACK POVERTY	25,000
GIRL SCOUTS OF SAN JACINTO COUNCIL 3110 SOUTHWEST FREEWAY HOUSTON,TX 77098	NONE	PC	GIRL SCOUTS ON THE GO PROGRAM FOR UNDERSERVED GIRLS AT PINK ELEMENTARY	5,000
HOUSTON HOSPICE 1905 HOLCOMBE BLVD HOUSTON,TX 77030	NONE	PC	SUPPORT HOSPICE CARE AND PROVIDE BEREAVEMENT SERVICES IN RICHMOND, TX	100,000
PREGNANCY RESOURCE MEDICAL CENTER OF FT BEND COUNTY 2918 AVE I ROSENBERG,TX 77471	NONE	PC	FOR NURSE MANAGER SALARY	25,000
ROSENBERG RAILROAD MUSEUM PO BOX 369 ROSENBERG,TX 77471	NONE	PC	FOR GENERAL OPERATING SUPPORT, AND TO HIRE PART-TIME EDUCATION COORDINATOR	45,000
LAMAR EDUCATIONAL AWARDS FOUNDATION 3911 AVE I ROSENBERG,TX 77471	NONE	PC	HELP UNDERPRIVILEGED LAMAR CHS BAND STUDENTS TRAVEL AND PARTICIPATE	10,000
LAMAR EDUCATIONAL AWARDS FOUNDATION 3911 AVE I ROSENBERG,TX 77471	NONE	PC	CREATE CLASSROOM LIBRARIES AT PINK ELEMENTARY	23,200
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
ROSENBERG-RICHMOND HELPING HANDS INC PO BOX 1268 RICHMOND,TX 77469	NONE	PC	TO SUPPORT PURCHASE OF APRICOT DATABASE SOFTWARE WITH 24 MONTHS OF USE & DATA STORAGE	5,400
MORTON CEMETERY ASSOCIATION 900 MORTON STREET RICHMOND,TX 77469	NONE	NC	MAINTAIN HISTORICALLY SIGNIFICANT CEMETERY FOR CULTURE & EDUCATIONAL PURPOSES	60,000
SCHOLARSHIP AMERICA PO BOX 240 ST PETER,MN 560820240	NONE	PC	FEE FOR ADMINISTRATION OF 3 \$2,500 SCHOLARSHIPS AWARDED BY BLANCO ISD FFA	1,500
TEXAS A&M AGRILIFE EXTENSION 2261 TAMU 600 JOHN KIMBROUGH BLVD COLLEGE STATION,TX 778432261	NONE	GOV	PURCHASE KAYAKS AND ALUMINUM BOAT FOR EDUCATIONAL PURPOSES AT LONG ACRES RANCH	23,300
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON,TX 77019	NONE	PC	CONSTRUCTION OF GREAT HALL, IN MEMORY OF JIM ELKINS	125,000
THE TSTC FOUNDATION 3801 CAMPUS DR WACO,TX 767051607	NONE	PC	TO CONSTUCT EDUCATION BUILDING, INCLUDING SITE WORK, ON 37 ACRES IN ROSENBERG, TX	26,823
Total			3a	7,279,751

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 <i>Paid during the year</i>				
TSTC SYSTEM 3801 CAMPUS DR WACO,TX 76705	NONE	GOV	DONATION OF 37 94 ACRES OF LAND AT 26706 SW FREEWAY FOR TSTC FORT BEND CAMPUS	3,887,247
THE TSTC FOUNDATION 3801 CAMPUS DR WACO,TX 767051607	NONE	PC	SUPPORT FORT BEND DEVELOPMENT DIRECTOR	20,000
WEST FORT BEND MANAGEMENT DISTRICT PO BOX 1688 RICHMOND,TX 77406	NONE	GOV	FUND PORTION OF EXECUTIVE DIRECTOR'S SALARY	25,000
Total.			3a	7,279,751

TY 2015 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	47,000	37,600	0	9,400

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

TY 2015 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	2015-03-11	60,000	TO MAINTAIN HISTORICAL CEMETERY FOR HISTORICAL, CULTURAL, AND EDUCATIONAL PURPOSES	60,000	NONE	FEBRUARY 10, 2016	2016-02-10	ALL EXPENSES USED AS INTENDED

TY 2015 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	11,727,456	11,535,023

TY 2015 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	52,432,840	54,441,541
MUTUAL FUNDS	44,176,732	42,571,042

TY 2015 Investments Government Obligations Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

US Government Securities - End of

Year Book Value:

12,572,949

US Government Securities - End of

Year Fair Market Value:

12,470,891

State & Local Government

Securities - End of Year Book

Value:

0

State & Local Government

Securities - End of Year Fair

Market Value:

0

TY 2015 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	169,707	757,330	874,631
AUTOMOBILE	79,110	79,110	0	21,000
LAND HELD FOR INVESTMENT	22,030,447	0	22,030,447	22,472,734
FURNITURE & FIXTURES	313,243	250,577	62,666	62,667
LAND IMPROVEMENTS	805,576	149,743	655,833	480,533

TY 2015 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	14,941,710	15,213,860
REAL ESTATE FUNDS	AT COST	1,002,200	1,007,079

**TY 2015 Land, Etc.
Schedule****Name:** THE HENDERSON-WESSENDORFF FOUNDATION**EIN:** 74-6047149

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
WS FURNITURE & FIXTURES	167,994	60,285	107,709	107,710
WS BUILDING	4,240,472	422,925	3,817,547	3,586,638
WS AUTO & WATER PLANT	259,187	53,138	206,049	206,049
WS LAND	101,250	0	101,250	147,780
LAR FURNITURE & FIXTURES	112,066	18,721	93,345	93,345
LAR BUILDING	1,003,178	107,284	895,894	915,885
LAR LAND	1,781,560	0	1,781,560	2,507,190

TY 2015 Legal Fees Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	65,316	52,253	0	13,063

TY 2015 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	5,043,951	4,814,680	34,000,000

TY 2015 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	38,477	25,540	0	12,937
BANK & INVESTMENT MGMT FEES	696,296	696,296	0	0
CONTRACT SERVICES	75,196	10,292	0	64,904
DUES & SUBSCRIPTIONS	16,689	6,676	0	10,013
EXPENSE REIMBURSEMENTS	-23,042	-9,217	0	-13,825
INSURANCE	146,924	14,018	0	132,906
MANAGEMENT - LAR	189,000	0	0	189,000
MAINTENANCE & REPAIR	307,741	69,073	0	238,668
JANITOR	13,912	5,565	0	8,347
UTILITIES	118,203	17,260	0	100,943
MAINTENANCE - WATER PLANT	18,966	0	0	18,966
SUPPLIES	46,511	15,306	0	31,205
MISCELLANEOUS	19,944	6,680	0	13,265
EAGLE UBTI NET LOSS EXCL DIVIDEND	83,193	0	0	0
EAGLE NONDEDUCTIBLE EXPENSE	658	0	0	0

TY 2015 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	26,049,194	26,049,194	
RENTAL & R O W INCOME	187,958	187,958	
MISCELLANEOUS INCOME	53,307	53,307	
WELL SPRINGS INCOME	16,099	16,099	
K-1 CAPITAL ROYALTY	-83,697	-83,697	
K-1 PARAMETRIC DEF	324,543	324,543	
K-1 EAGLE INC	-61,200	-61,200	
K-1 GENIV CAPITAL PARTNERS II	-24,928	-24,928	

TY 2015 Other Increases Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Description	Amount
EXCESS FMV OVER BASIS OF DONATED LAND	589,882

TY 2015 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	235,635	188,508	0	47,127

TY 2015 Taxes Schedule**Name:** THE HENDERSON-WESSENDORFF FOUNDATION**EIN:** 74-6047149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	592,168	0	0	0
AD VALOREM	578,024	571,361	0	6,663
PRODUCTION TAX	180,596	180,596	0	0
FOREIGN	72,916	72,916	0	0
PAYROLL	80,714	23,990	0	56,724
PENALTY	1,779	0	0	0