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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	3,799	3,799		
	2	Savings and temporary cash investments	31,285,437	17,347,565	17,347,565		
	3	Accounts receivable ▶ <u>3,867,709</u>					
		Less allowance for doubtful accounts ▶ _____		3,867,709	3,867,709		
	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) ▶ <u>2,825,138</u>					
		Less allowance for doubtful accounts ▶ <u>0</u>	2,856,484	2,825,138	2,825,138		
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges	310,556	129,677	129,677		
	10a	Investments—U S and state government obligations (attach schedule)	12,572,949	19,566,731	19,486,549		
	b	Investments—corporate stock (attach schedule)	96,609,572	82,508,906	92,103,229		
	c	Investments—corporate bonds (attach schedule)	11,727,456	28,086,797	27,862,840		
	11	Investments—land, buildings, and equipment basis ▶ <u>20,820,071</u>					
	Less accumulated depreciation (attach schedule) ▶ <u>722,269</u>	23,506,276	20,097,802	50,066,313			
12	Investments—mortgage loans						
13	Investments—other (attach schedule)	15,943,910	23,568,104	24,000,453			
14	Land, buildings, and equipment basis ▶ <u>8,401,389</u>						
	Less accumulated depreciation (attach schedule) ▶ <u>886,053</u>	7,003,354	7,515,336	8,111,854			
15	Other assets (describe ▶ _____)	4,814,680	4,585,409	34,000,000			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	206,631,674	210,102,973	279,805,126			
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	206,631,674	210,102,973			
30	Total net assets or fund balances (see instructions)	206,631,674	210,102,973				
31	Total liabilities and net assets/fund balances (see instructions) .	206,631,674	210,102,973				

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	206,631,674
2	Enter amount from Part I, line 27a	2	3,018,371
3	Other increases not included in line 2 (itemize) ▶ _____	3	452,928
4	Add lines 1, 2, and 3	4	210,102,973
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	210,102,973

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)
1a See Additional Data Table			
b			
c			
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 See Additional Data Table			
b			
c			
d			
e			

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a 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	718,870
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))
2015	10,757,233	227,720,237	0 047239
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
2 Total of line 1, column (d)			2 0 261312
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 052262
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 247,487,098
5 Multiply line 4 by line 3			5 12,934,171
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 140,440
7 Add lines 5 and 6			7 13,074,611
8 Enter qualifying distributions from Part XII, line 4			8 11,249,836

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	280,879
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	280,879
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	280,879
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	389,692
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	389,692
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	108,813
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 108,813 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? 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	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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 2016 or the taxable year beginning in 2016 (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 ► <u>WWW.HW-FOUNDATION.COM</u>	13	Yes	
14	The books are in care of ► <u>BEN JONES</u> Telephone no ► <u>(281) 342-2044</u>			

Located at ► 611 MORTON STREET RICHMOND TXZIP+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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		☐ Yes ☒ No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		☒ Yes ☐ No	
b	If "Yes," did it have excess business holdings in 2016 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 2016).	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 2016?	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)?	☐ Yes ☒ No	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?	☐ Yes ☒ No	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?	☐ Yes ☒ No	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	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
PENNY MEEK 611 MORTON STREET RICHMOND, TX 77469	GRANTS/ OPS ADMIN 40 00	88,546	22,884	0
MARIA D CRUZ 611 MORTON STREET RICHMOND, TX 77469	ADM ASST 40 00	67,906	24,188	0
TODD MABRY 611 MORTON STREET RICHMOND, TX 77469	MANAGER 30 00	72,524	17,234	0
KATHY TESH 611 MORTON STREET RICHMOND, TX 77469	RECEPTIONIST 40 00	50,003	20,773	0
MARY ANN MCDONALD 611 MORTON STREET RICHMOND, TX 77469	OFFICE MGR 35 00	54,955	6,995	0
Total number of other employees paid over \$50,000.				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (*continued*)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WILLIS GRAVES & ASSOCIATES INC 8140 N MOPAC BLDG 2 STE 250 AUSTIN, TX 78759	OIL & GAS CONSULTING	156,499
JACKSON SJOBERG & TOWNSEND LLP 711 WEST 7TH ST AUSTIN, TX 78701	LEGAL	69,706

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 FACILITY OFFERED FOR USE BY UNRELATED TAX-EXEMPT ORGANIZATIONS TO HOLD RETREATS, RELIGIOUS AND EDUCATIONAL EVENTS UTILIZED BY 3,772 ATTENDEES FROM 39 ORGANIZATIONS IN 2016	593,186
2 OPERATION OF LONG ACRES RANCH, WHICH IS USED AS A NATURE CENTER AND FOR HOSTING OUTDOOR ACTIVITIES FOR BOY SCOUTS AND SIMILAR ORGANIZATIONS UTILIZED BY 1,324 ATTENDEES FROM 35 ORGANIZATIONS IN 2016	674,042
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	150,520,962
b	Average of monthly cash balances.	1b	23,451,728
c	Fair market value of all other assets (see instructions).	1c	77,283,247
d	Total (add lines 1a, b, and c).	1d	251,255,937
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	251,255,937
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,768,839
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	247,487,098
6	Minimum investment return. Enter 5% of line 5.	6	12,374,355

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	12,374,355
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	280,879
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	280,879
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	12,093,476
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	12,093,476
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	12,093,476

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	10,514,153
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	735,683
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	11,249,836
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	11,249,836

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				12,093,476
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			2,104,278	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>11,249,836</u>				
a Applied to 2015, but not more than line 2a			2,104,278	
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 2016 distributable amount.				9,145,558
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (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 2015 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 2017				2,947,918
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 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 2016, 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)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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	8,423,156
b <i>Approved for future payment</i> See Additional Data Table				
Total			▶ 3b	15,836,480

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			14	1,059,152	
4 Dividends and interest from securities.			14	2,142,458	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	76,396	
6 Net rental income or (loss) from personal property					
7 Other investment income.	900000	12,904	14	12,651,630	
8 Gain or (loss) from sales of assets other than inventory			18	700,126	
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).		12,904		16,629,762	0
13 Total. Add line 12, columns (b), (d), and (e).			13		16,642,666

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees. **1c**
- 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.

[illegible]

- b** If "Yes," complete the following schedule

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

**Sign
Here**

* * * * *

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

Form 990PF Part 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)
ADDL GAIN ON JOHNSON DEV CORP SALE	P		
CAPITAL GAINS DIVIDENDS	P		
PARTNERSHIP GAIN /LOSS	P		
PUBLICLY TRADED SECURITIES	P		
EAGLE INCOME APPR II	P		
WASH SALES - PUBLICLY TRADED SECURITIES	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)
346,421			346,421
34,047			34,047
684,126			684,126
94,151,571		94,529,040	-377,469
31,745			31,745
			0

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	
			346,421
			34,047
			684,126
			-377,469
			31,745
			0

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 10 00	24,000	0	0
611 MORTON ST RICHMOND, TX 77469				
CHARLES PAT MCDONALD	PRESIDENT 40 00	375,000	57,386	0
611 MORTON ST RICHMOND, TX 77469				
JACK H MOORE	SECRETARY / LEGAL 10 00	120,283	0	0
2116 THOMPSON ROAD SUITE 116 RICHMOND, TX 77469				
BEN JONES	CFO 40 00	262,000	55,285	0
611 MORTON ST RICHMOND, TX 77469				
LANE WARD	DIRECTOR 2 00	17,200	0	0
611 MORTON ST RICHMOND, TX 77469				
BARBARA BLEIL	DIRECTOR 2 00	16,000	0	0
611 MORTON ST RICHMOND, TX 77469				
SETH DELEERY	DIRECTOR 2 00	16,000	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	102,700	19,421	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 <i>Paid during the year</i>				
ATTACK POVERTY PO BOX 1509 RICHMOND, TX 77406	NONE	PC	TO SUPPORT RELIEF EFFORTS FOLLOWING MAY 2016 BRAZOS RIVER FLOOD	37,176
ACCESSHEALTH 400 AUSTIN STREET RICHMOND, TX 77469	NONE	PC	FOR INCREASED CLINICAL SPACE	437,000
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	200,000
ALL HANDS VOLUNTEERS 6 COUNTY ROAD SUITE 6 MATTAPOISETT, MA 02739	NONE	PC	TO SUPPORT RELIEF EFFORTS FOLLOWING MAY 2016 BRAZOS RIVER FLOOD	20,000
Total ▶ 3a				8,423,156

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>				
BLANCO VOLUNTEER FIRE DEPARTMENT P O BOX 868 BLANCO, TX 786060868	NONE	PC	GENERAL OPERATING SUPPORT	500
ARTREACH 23501 CINCO RANCH BLVD STE H120 262 KATY, TX 77494	NONE	PC	FOR GENERAL OPERATING SUPPORT	12,500
BOYS AND GIRLS CLUBS OF GREATER HOUSTON INC 815 CROSBY STREET HOUSTON, TX 77019	NONE	PC	TO CONSTRUCT & SUPPORT A NEW CLUB IN RICHMOND, TEXAS TO SERVE THE RICHMOND AND ROSENBERG AREAS	200,000
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	NONE	PC	FOR GRIEF SUPPORT GROUPS AT WEST CAMPUS	10,000
BRAZOS BEND GUARDIANSHIP SERVICES PO BOX 72 ROSENBERG, TX 77471	NONE	PC	OPERATING SUPPORT	35,000
Total 3a				8,423,156

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>				
BUGGY BARN MUSEUM PO BOX 504 BLANCO, TX 786060504	NONE	PC	GENERAL OPERATING SUPPORT	250
CALVARY EPISCOPAL SCHOOL INC 1201 AUSTIN RICHMOND, TX 77469	NONE	PC	TO REDUCE FAMILY LIFE CENTER DEBT	500,000
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
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 				8,423,156
3a				

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	GENERAL SUPPORT, AND SUPPORT FOR COLLABORATIVE FAMILY ENGAGEMENT	70,000
CAESAR KLEBERG WILDLIFE RESEARCH INSTITUTE TEXAS A&M UNIVERSITY KINGSVILLE 700 UNIVERSITY BLVD MSC 218 KINGSVILLE, TX 78363	NONE	GOV	CONTRIBUTE TO ANNUAL OPERATING FUNDS	2,500
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF GALVESTON- HOUSTON 2900 LOUISIANA STREET HOUSTON, TX 77006	NONE	PC	TO EXPAND LOTUS PATHWAYS TO HOPE PROGRAM FOR WOMEN VETERANS	150,000
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF GALVESTON- HOUSTON 2900 LOUISIANA STREET HOUSTON, TX 77006	NONE	PC	TO SUPPORT RELIEF EFFORTS FOLLOWING MAY 2016 BRAZOS RIVER FLOOD	35,000
Total ► 3a				8,423,156

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>				
BOY SCOUTS OF AMERICA 2225 NORTH LOOP WEST HOUSTON, TX 77008	NONE	PC	TO SUPPORT SCOUTING IN FORT BEND COUNTY	35,000
BOY SCOUTS OF AMERICA 2225 NORTH LOOP WEST HOUSTON, TX 77008	NONE	PC	FOR CAPACITY BUILDING / OPERATIONS	400
FAMILY SERVICES OF GREATER HOUSTON 4625 LILLIAN ST HOUSTON, TX 77007	NONE	PC	TO LAUNCH CASE MANAGEMENT SERVICES WITH ATTACH POVERTY & TO ADDRESS FLOOD RECOVERY NEEDS	160,000
EPISCOPAL THEOLOGICAL SEMINARY OF THE SOUTHWEST PO BOX 2247 AUSTIN, TX 78768	NONE	PC	FOR ACCREDITATION FACILITATION & ASSESSMENT SERVICES, AND TO SUPPORT PROFESSOR SALARIES	333,000
FORT BEND COMMUNITY PARTNERS RAINBOW ROOM 1110 AVENUE G ROSENBERG, TX 77471	NONE	PC	TO ASSIST WITH EMERGENCY NEEDS OF CHILDREN & ADULTS IN CUSTODY DUE TO ABUSE OR NEGLECT	50,000
Total 3a				8,423,156

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>				
FORT BEND CORPS 1004 BLUME ROAD ROSENBERG, TX 77471	NONE	PC	TO SUPPORT FLOOD RELIEF EFFORTS FOLLOWING MAY 2016 BRAZOS RIVER FLOOD	25,000
FORT BEND COUNTY 301 JACKSON STREET RICHMOND, TX 77469	NONE	GOV	TO SUPPORT FLOOD RELIEF EFFORTS FOLLOWING MAY 2016 BRAZOS RIVER FLOOD	2,500
FORT BEND COUNTY MUSEUM ASSOCIATION PO BOX 460 RICHMOND, TX 77406	NONE	PC	OPERATING SUPPORT, SPECIFICALLY TARGETING MARKETING & COMMUNITY OUTREACH	50,000
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 & TO HIRE A HOUSING NAVIGATOR	90,000
Total ► 3a				8,423,156

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>				
FORT BEND LAWYERS CARE 310 MORTON STREET RICHMOND, TX 77469	NONE	PC	TO SUPPORT CIVIL LEGAL AID SERVICES IN GREATER RICHMOND AREA	25,000
FORT BEND FORWARD INC 445 COMMERCE GREEN BLVD SUGAR LAND, TX 774783539	NONE	PC	SCHOLARSHIPS FOR YOUTH IN PHILANTHROPY PARTICIPANTS	47,000
FORT BEND SENIORS MEALS ON WHEELS PO BOX 1488 ROSENBERG, TX 77471	NONE	PC	TO CONSTRUCT ADDITIONAL KITCHEN SPACE AT EXISTING FACILITY	100,000
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 GALVESTON INSTITUTE 2990 RICHMOND AVE STE 530 HOUSTON, TX 77098	NONE	PC	TO PROVIDE MENTAL HEALTH SERVICES IN PARTNERSHIP WITH OTHER SUPPORTED ORGANIZATIONS	63,000
Total 3a				8,423,156

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>				
HOUSTON HOSPICE 1905 HOLCOMBE BLVD HOUSTON, TX 77030	NONE	PC	SUPPORT HOSPICE CARE AND PROVIDE BEREAVEMENT SERVICES IN RICHMOND, TX	50,000
LAMAR EDUCATIONAL AWARDS FOUNDATION 3911 AVE I ROSENBERG, TX 77471	NONE	PC	TO PURCHASE 100 BIKES FOR PRE-K & K STUDENTS AS AWARD FOR 2016 SUMMER READING	15,000
LAMAR EDUCATIONAL AWARDS FOUNDATION 3911 AVE I ROSENBERG, TX 77471	NONE	PC	TO SUPPORT GIRLS ON THE RUN AFTER SCHOOL PROGRAM ON 7 LCISD CAMPUSES	25,000
LITERACY COUNCIL OF FORT BEND COUNTY 12530 EMILY COURT SUGAR LAND, TX 77478	NONE	PC	OPERATING FUNDS TO SUPPORT OF 6 LITERACY PROGRAMS	30,000
MORTON CEMETERY ASSOCIATION 900 MORTON STREET RICHMOND, TX 77469	NONE	NC	MAINTAIN HISTORICALLY SIGNIFICANT CEMETERY FOR CULTURE & EDUCATIONAL PURPOSES	60,000
Total 3a				8,423,156

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>				
PREGNANCY RESOURCE MEDICAL CENTER OF FT BEND COUNTY 2918 AVE I ROSENBERG, TX 77471	NONE	PC	FOR NURSE MANAGER SALARY	25,000
FORT BEND HABITAT FOR HUMANITY 13570 MURPHY ROAD STAFFORD, TX 77477	NONE	PC	FOR GENERAL OPERATING SUPPORT & TO MEET THE GROWING NEEDS OF THE AFFILIATE	50,000
GRANT MANAGERS NETWORK INC 1666 K STREET NW SUITE 440 WASHINGTON, DC 20006	NONE	PC	CONTRIBUTION	3,000
SCHOLARSHIP AMERICA PO BOX 240 ST PETER, MN 560820240	NONE	PC	SCHOLARSHIPS & FEE FOR ADMINISTRATION OF 3 \$2,500 SCHOLARSHIPS AWARDED BY BLANCO ISD FFA	9,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019	NONE	PC	CONSTRUCTION OF GREAT HALL, IN MEMORY OF JIM ELKINS	125,000
Total 3a				8,423,156

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>				
INSTITUTE FOR SPIRITUALITY & HEALTH AT THE TEXAS MEDICAL CENTER 8100 GREENBRIAR 200 HOUSTON, TX 77054	NONE	PC	GENERAL OPERATING SUPPORT	135,000
THE TSTC FOUNDATION 3801 CAMPUS DR WACO, TX 767051607	NONE	PC	SCHOLARSHIPS FOR STUDENTS ATTENDING TSTC	100,000
THE TSTC FOUNDATION 3801 CAMPUS DR WACO, TX 767051607	NONE	PC	SALARY OF VETERANS RECRUITER	50,000
TSTC SYSTEM 3801 CAMPUS DR WACO, TX 76705	NONE	GOV	DONATION OF 36 975 ACRES OF LAND AT 26706 SW FREEWAY FOR TSTC FORT BEND CAMPUS	3,788,272
WEST FORT BEND MANAGEMENT DISTRICT PO BOX 1688 RICHMOND, TX 77406	NONE	GOV	FUND PORTION OF EXECUTIVE DIRECTOR'S SALARY	25,000
Total ▶ 3a				8,423,156

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>				
JUST DO IT NOW INC PO BOX 787 WHARTON, TX 77488	NONE	PC	GENERAL OPERTING SUPPORT	25,000
MEMORIAL HERMANN FOUNDATION 929 GESSNER SUITE 2650 HOUSTON, TX 77024	NONE	PC	SUPPORT THE DELIVERY OF FREE SERVICES TO AT RISK CHILDREN AT LAMAR & TERRY HEALTH CTRS	25,000
OUR LADY OF GUADALUPE CATHOLIC CHURCH 1600 AVENUE D ROSENBERG, TX 77471	NONE	PC	TO SUPPORT RELIEF EFFORTS FOLLOWING MAY 2016 FLOOD OF BRAZOS RIVER	5,000
RICHMOND OILERS FOOTBALL & CHEER PO BOX 1426 RICHMOND, TX 77406	NONE	PC	GENERAL OPERATING SUPPORT	10,000
SER-JOBS FOR PROGRESS 201 BROADWAY STREET HOUSTON, TX 77012	NONE	PC	PROVIDE WORKFORCE DEVELOPMENT SERVICES IN RICHMOND & ROSENBERG	50,000
Total 				8,423,156
3a				

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>				
SIRE INC 11211 KATY FREEWAY SUITE 660 HOUSTON, TX 77079	NONE	PC	PROGRAM SUPPORT	35,000
SPAULDING FOR CHILDREN 6925 PORTWEST DRIVE SUITE 110 HOUSTON, TX 77024	NONE	PC	TO SUPPORT FORT BEND POST ADOPTION PROGRAM EXPANSION	25,000
ST MARK'S EPISCOPAL SCHOOL 7615 FM 762 RICHMOND, TX 77469	NONE	PC	GENERAL OPERATING SUPPORT	25,000
THE HARRIS SCHOOL 6210 ROOKIN STREET HOUSTON, TX 77074	NONE	PC	TO SUPPORT SCHOLARSHIP PROGRAM	20,000
TSTC FOUNDATION 3801 CAMPUS DR WACO, TX 76705	NONE	PC	TO ESTABLISH STUDENT OPPORTUNITY FUND	25,000
Total ▶ 3a				8,423,156

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>				
UNIVERSITY OF MARY HARDIN-BAYLOR BOX 8433 BELTON, TX 76513	NONE	PC	ESTABLISH ENDOWED SCHOLARSHIP FUND	92,858
UNIVERSITY OF NORTH TEXAS FOUNDATION 1155 UNION CIRCLE 311250 DENTON, TX 76203	NONE	PC	TO SUPPORT UNT LIBRARIES / MATCH CHALLENGE GRANT	25,000
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER AT HOUSTON 7000 FANNIN STE 1200 HOUSTON, TX 77030	NONE	GOV	TO SUPPORT RESEARCH FOR BIPOLAR DISORDER TYPE I & II IN CHILDREN	25,000
YMCA OF GREATER HOUSTON TW DAVIS 911 THOMPSON HYW RICHMOND, TX 77469	NONE	PC	YMCA OUTREACH PROGRAMS AT JANE LONG ELEMENARY & SUPPORT OUTREACH DIRECTOR POSITION	84,000
Total ▶ 3a				8,423,156

TY 2016 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	45,000	18,000	0	27,000

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

TY 2016 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	2016-03-09	60,000	TO MAINTAIN HISTORICAL CEMETERY FOR HISTORICAL, CULTURAL, AND EDUCATIONAL PURPOSES	60,000	NONE	FEBRUARY 6, 2017		ALL EXPENSES USED AS INTENDED

TY 2016 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	28,086,797	27,862,840

TY 2016 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	51,051,543	58,673,674
MUTUAL FUNDS	31,457,363	33,429,555

TY 2016 Investments Government Obligations Schedule**Name:** THE HENDERSON-WESSENDORFF FOUNDATION**EIN:** 74-6047149**US Government Securities - End
of Year Book Value:**

19,566,731

**US Government Securities - End
of Year Fair Market Value:**

19,486,549

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2016 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	189,202	737,835	210,303
AUTOMOBILE	79,110	79,110	0	20,000
LAND HELD FOR INVESTMENT	18,695,103	0	18,695,103	49,171,147
FURNITURE & FIXTURES	313,245	268,076	45,169	45,168
LAND IMPROVEMENTS	805,576	185,881	619,695	619,695

TY 2016 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	6,630,042	6,690,406
REAL ESTATE FUNDS	AT COST	8,197,648	8,575,981
ALTERNATIVE INVESTMENTS	AT COST	8,740,414	8,734,066

**TY 2016 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	85,999	81,995	81,996
WS BUILDING	4,815,494	541,440	4,274,054	2,096,605
WS AUTO & WATER PLANT	305,298	70,672	234,626	52,000
WS LAND	101,250	0	101,250	239,400
LAR FURNITURE & FIXTURES	195,816	40,713	155,103	155,105
LAR BUILDING	1,033,977	147,229	886,748	886,748
LAR LAND	1,781,560	0	1,781,560	4,600,000

TY 2016 Legal Fees Schedule**Name:** THE HENDERSON-WESSENDORFF FOUNDATION**EIN:** 74-6047149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	94,468	92,608	0	1,860

TY 2016 Other Assets Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
NET INTANGIBLE ASSETS	4,814,680	4,585,409	34,000,000

TY 2016 Other Expenses Schedule**Name:** THE HENDERSON-WESSENDORFF FOUNDATION**EIN:** 74-6047149**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUTO & TRUCK	38,413	27,476	0	10,937
BANK & INVESTMENT MGMT FEES	544,264	544,264	0	0
CONTRACT SERVICES	105,430	8,770	0	96,660
DUES & SUBSCRIPTIONS	13,658	5,463	0	8,195
EXPENSE REIMBURSEMENTS	-25,565	-10,225	0	-15,340
INSURANCE	120,584	40,195	0	80,389
MANAGEMENT - LAR	83,596	0	0	83,596
MAINTENANCE & REPAIR	363,296	77,745	0	285,551
JANITOR	15,240	6,096	0	9,144
UTILITIES	104,448	17,875	0	86,573

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MAINTENANCE - WATER PLANT	9,393	0	0	9,393
SUPPLIES	59,422	12,106	0	47,316
MISCELLANEOUS	22,073	7,735	0	14,338
EAGLE NONDEDUCTIBLE EXPENSE	1,016	0	0	0

TY 2016 Other Income Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	11,990,750	11,990,750	
MISCELLANEOUS INCOME	14,818	14,818	
WELL SPRINGS INCOME	15,325	15,325	
K-1 CAPITAL ROYALTY	-57,977	-57,977	
K-1 PARAMETRIC DEF	455,830	455,830	
K-1 EAGLE INC	159,364	159,364	
K-1 GENIV CAPITAL PARTNERS II	73,520	73,520	
EAGLE INCOME K-1 UBTI	12,904	0	

TY 2016 Other Increases Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Description	Amount
EXCESS FMV OVER BASIS OF DONATED LAND	452,928

TY 2016 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	250,794	224,107	0	26,687

TY 2016 Taxes Schedule**Name:** THE HENDERSON-WESSENDORFF FOUNDATION**EIN:** 74-6047149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	280,879	0	0	0
AD VALOREM	223,970	215,957	0	8,013
PRODUCTION TAX	234,817	234,817	0	0
FOREIGN	84,937	84,937	0	0
PAYROLL	79,968	23,921	0	56,047