

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation Simon & Louise Henderson Foundation		A Employer identification number 75-6022769	
Number and street (or P O box number if mail is not delivered to street address) P O Box 1365		Room/suite	B Telephone number (see instructions) (936) 634-3448
City or town, state or province, country, and ZIP or foreign postal code Lufkin, TX 75902		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 ☐	
Initial return of a former public charity ☐ Amended return ☐ Name change ☐		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 13,035,195		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	56,052	56,052	56,052	
	4 Dividends and interest from securities	178,230	178,230	178,230	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	-67,256			
	b Gross sales price for all assets on line 6a _____ 4,407,800				
	7 Capital gain net income (from Part IV, line 2)				
	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)	62	62	62	
	12 Total. Add lines 1 through 11	167,088	234,344	234,344	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	17,587	8,794		8,793
	c Other professional fees (attach schedule)	129,852	129,902		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10,243	9,380		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	15	8		7
	24 Total operating and administrative expenses. Add lines 13 through 23	157,697	148,084		8,800
	25 Contributions, gifts, grants paid	705,825			705,825
	26 Total expenses and disbursements. Add lines 24 and 25	863,522	148,084		714,625
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-696,434			
	b Net investment income (if negative, enter -0-)		86,260		
c Adjusted net income (if negative, enter -0-)				234,344	

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	32,653	42,287	42,287
	2 Savings and temporary cash investments	436,777	387,264	387,264
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	15,363	4,137	4,137
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	12,441,205	11,743,576	12,601,507
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	12,925,998	12,177,264	13,035,195	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	351,057	285,934	
	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)	351,057	285,934	
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	1,020,475	1,020,475	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	11,554,466	10,870,855	
30 Total net assets or fund balances (see instructions)	12,574,941	11,891,330		
31 Total liabilities and net assets/fund balances (see instructions) .	12,925,998	12,177,264		

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	12,574,941
2 Enter amount from Part I, line 27a	2	-696,434
3 Other increases not included in line 2 (itemize) ▶ _____	3	65,123
4 Add lines 1, 2, and 3	4	11,943,630
5 Decreases not included in line 2 (itemize) ▶ _____	5	52,300
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	11,891,330

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a		P	2001-01-01	2016-12-31
b		P	2016-01-01	2016-06-30
c	13 00000 Brookfield	P	2016-06-20	2016-06-22
d	Capital Gain Dividends			
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 3,077,349		3,090,673	-13,324
b 1,313,937		1,384,383	-70,446
c			
d			16,514
e			

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	
a			-13,324
b			-70,446
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	-67,256
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	-70,446

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	708,178	13,829,183	0 05121
2014	614,535	14,661,090	0 04192
2013	587,270	12,412,573	0 04731
2012	633,554	10,391,401	0 06097
2011	320,601	12,836,421	0 02498

2 Total of line 1, column (d)	2	0 226383
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 045277
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	13,007,296
5 Multiply line 4 by line 3	5	588,931
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	863
7 Add lines 5 and 6	7	589,794
8 Enter qualifying distributions from Part XII, line 4	8	714,625

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	863
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	863
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	863
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	5,000
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	5,000
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	4,137
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 4,137 Refunded ▶	11	

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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i> .	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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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 N/A	13	Yes	
14	The books are in care of SIMON W HENDERSON III Telephone no (936) 634-3448			

Located at **2915 Atkinson Drive Iufkin TX** ZIP+4 **75901**

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? 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.

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
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			No
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			No
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.	☐ Yes ☒ No			
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		No

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
SIMON W HENDERSON III 1110 HARMONY HILL LUFKIN, TX 75901	PRESIDENT 1 00	0		
Virginia L Henderson PO Box 1365 Lufkin, TX 75901	Secretary 1 00	0		
HONEA H ROTHERMEL 4580 Belfort Place Dallas, TX 75205	Vice President 1 00	0		
Holly Henderson 2512 Ridgeview austin, TX 78704	Treasurer 1 00	0		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	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
NONE				
Total number of other employees paid over \$50,000.				

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ►		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

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

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

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	12,675,882
b	Average of monthly cash balances.	1b	524,567
c	Fair market value of all other assets (see instructions).	1c	4,928
d	Total (add lines 1a, b, and c).	1d	13,205,377
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	13,205,377
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	198,081
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,007,296
6	Minimum investment return. Enter 5% of line 5.	6	650,365

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	650,365
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	863
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	863
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	649,502
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	649,502
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	649,502

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	714,625
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	714,625
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	863
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	713,762

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				649,502
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			351,057	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 714,625				
a Applied to 2015, but not more than line 2a			351,057	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				363,568
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				285,934
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
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 Simon Louise Henderson Foundation PO Box 1365 Lufkin, TX 75902 (936) 634-2448	
b The form in which applications should be submitted and information and materials they should include No set format required	
c Any submission deadlines None	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors Preferred geographical area is east texas	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	705,825
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
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Form **990-PF** (2016)

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

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

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Print/Type preparer's name LORI A LAMB PC CPA	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00045822
Firm's name ▶ Axley & Rode LLP				Firm's EIN ▶
Firm's address ▶ 1307 S 1st St Lufkin, TX 759014717				Phone no (936) 634-6621

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Angelina Alliance for Children PO Box 1922 Lufkin, TX 75902	None	Public	General Operations	15,000
Angelina Beautiful Clean 1615 S Chestnut Lufkin, TX 75901	None	Public	Lufkin Landscape Projects	2,000
Angelina Cty Chamb of Com Fdn PO Box 1606 Lufkin, TX 75902	None	Public	TX Forest Festival and General Operations	8,000
Angelina County Child Welfare 117 E Lufkin Avenue Lufkin, TX 75901	None	Public	Christmas party for foster children	10,000
Beth and Horace Stubblefield L 206 N John Redditt Drive Lufkin, TX 75904	None	Public	General Operations	50,000
Total ► 3a				705,825

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				
Boys Girls Club of East TX PO Box 631345 Nacogdoches, TX 75963	None	Public	General Operations/Lufkin	10,000
Buckner Children Family Serv 3402 Daniel McCall Dr 21 Lufkin, TX 75904	None	Public	General Operations	10,000
East Texas PAWS PO Box 2151 Lufkin, TX 75902	None	Public	General Operations	5,000
Ellen Trout Zoo 402 Zoo Circle Dr Lufkin, TX 75904	None	Public	General Operations	25,000
First United Methodist Church 805 E Denman Avenue Lufkin, TX 75901	None	Public	General Operations	25,000
Total ▶ 3a				705,825

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>				
Fuller Springs Volunteer Fire PO Box 773 Lufkin, TX 75902	None	Public	General Operations	1,000
Godtel Ministries 323 Moody St Lufkin, TX 75901	None	Public	General Operations	5,000
Hospice in the Pines 116 South Raguet Lufkin, TX 75904	None	Public	general operations	10,700
Humane Society of Angelina Cou PO Box 472 Lufkin, TX 75902	None	Public	General Operations	5,000
Love Inc of Lufkin PO Box 153311 Lufkin, TX 75902	None	Public	General Operations	2,000
Total 3a				705,825

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>				
LHS Alumni Association 900 East Denman Lufkin, TX 75901	None	Public	Scholarship Fund	30,200
Moffett Volunteer Fire Dept Rt 13 Box 5866 Lufkin, TX 75901	None	Public	General Operations	1,000
Mosaic Center PO Box 154225 Lufkin, TX 75915	None	Public	General Operations	5,000
Salvation Army 412 South Third Street Lufkin, TX 75901	None	Public	General Operations	10,000
Texas Forestry Museum PO Box 1488 Lufkin, TX 75902	None	Public	Treemendous celebration	15,000
Total 3a				705,825

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>				
Texas Scottish Rite Hospital 2222 Welborn Street Dallas, TX 75219	None	Public	General Operations	25,000
United Way of Angelina County PO Box 1764 Lufkin, TX 75902	None	Public	Fundraiser	400
Women's Shelter of East Texas 910 South St Nacogdoches, TX 75964	None	Public	General Operations	15,000
Operation Smile 6435 Tidewater Drive Norfolk, VA 23509	None	Public	General operations	2,500
Planned Parenthood of angelina coun 1404 Frank Lufkin, TX 75901	None	Public	General operations	5,000
Total ▶ 3a				705,825

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>				
Stephen F Austin State University PO Box 6109 SFA Station Nacogdoches, TX 75962	None	Public	Forestry Department Operations	3,500
Burke Center 4101 S Medford Drive Lufkin, TX 75901	None	Public	General operations	5,000
Doctors without Borders PO Box 5030 Hagerstown, MD 21741	None	Public	general operations	2,500
The Family Place PO Box 7999 Dallas, TX 75209	None	Public	general operations	4,000
George Henderson Expo Center PO BOX 1606 LUFKIN, TX 75902	None	Public	general operations	10,000
Total 3a				705,825

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>				
National Wild Turkey Federation PO Box 530 Edgefield, SC 29824	None	Public	general operations	800
Room to Read 111 Sutter St 16th floor San Francisco, CA 94104	None	Public	girls education program in cambodia	2,500
Long Way Home Foundation 13444 Janwood Lane Dallas, TX 75234	None	Public	general operations	15,000
Pat Tillman Foundation 2141 E Broadway 115 Tempe, AZ 85282	None	Public	general operations	6,000
American Cancer Society 212 Gene Samford Dr Lufkin, TX 75901	None	Public	Cattle Barons Ball	10,000
Total 3a				705,825

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>				
Christian Info Svc Crt PO Box 2621 lufkin, TX 75902	None	Public	general operations	7,500
East Texas Area Council Boy Scouts 1331 E 5th street tyler, TX 75701	None	Public	general operations	800
Wounded Warriors 4899 Belfort Road 300 jacksonville, FL 32256	None	Public	general operations	6,500
Dallas Children's Advocacy Center 5351 Samuell Blvd Dallas, TX 75228	None	Public	General Operations	3,000
East Texas Down Syndrome Group PO Box 6604 Longview, TX 75608	None	Public	General Operations	1,000
Total ▶ 3a				705,825

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>				
The Rise School of Dallas 5923 Royal Lane Dallas, TX 75230	None	Public	General Operations	10,000
Habitat for Humanity PO Box 522 Lufkin, TX 75902	None	Public	General Operations	5,000
Goldman Sachs Philanthropy Fund PO Box 15203 Albany, NY 12212	None	N/A	Donor Advised Fund	200,000
Angelina Arts Alliance 3500 1st Street Lufkin, TX 75901	None	N/A	General Operations	2,000
Down Home Ranch 20250 FM Road 619 Elgin, TX 78621	None	N/A	General Operations	2,000
Total 3a				705,825

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>				
Texas Game Warden Association 4363 FM Road 1047 Hamilton, TX 76531	None	N/A	Lufkin Game Wardens	2,000
Alcohol Drug Abuse Cncl-Deep East T 304 N Raguet St Lufkin, TX 75904	None	PC	General Operations	5,000
Bradfield PTA 4300 Southern Ave Dallas, TX 75205	None	PC	Carnival Sponsorship	2,500
First Baptist Church Lufkin 106 E Bremond Ave Lufkin, TX 75904	None	PC	Memorial	500
LISD Education Foundation PO Box 153307 Lufkin, TX 75915	None	PC	Charitable Donation	3,200
Total ▶ 3a				705,825

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>				
Park Cities YMCA 601 N Akard St Dallas, TX 75201	None	PC	Classroom in honor of House Henderson	37,500
St Jude Children's Hospital 262 Danny Thomas Place Memphis, TN 38105	None	PC	Charitable Donation	5,000
Texas Forestry Association PO Box 1488 Lufkin, TX 75902	None	PC	Education and Upper Neches Woodlands Project	10,000
Adventure Academy 201 W Smith St Cleburne, TX 76033	None	PC	Charitable Donations	3,000
The Joseph House 5783 Farm-To-Market 841 Lufkin, TX 75901	None	PC	Charitable Donations	5,000
Total 3a				705,825

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>				
East Texas Fun Bunch Inc 1305 Tulane Drive Lufkin, TX 75901	None	PC	Charitable Donation	7,500
First Presbyterian Church Lufkin 607 Jane Way Lufkin, TX 75901	None	Public	P E L C	5,000
Pregnancy Help Center of Lufkin PO Box 111 Lufkin, TX 75902	None	Public	General Operations	5,000
Lufkin High School 309 S Medford Lufkin, TX 75901	None	PC	Fishing Team	6,000
Concerned Black Men of Lufkin PO Box 903 Lufkin, TX 75902	None	N/A	General Operations	125
Total ▶ 3a				705,825

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>				
Crime Stoppers of East Texas PO Box 456 Lufkin, TX 75901	None	PC	General Operations	1,000
Volunteer Services Council 374 Circle Drive Pollok, TX 75969	None	PC	General Operations	5,000
Texas Forest Country Partnership PO Box 747 Lufkin, TX 75902	None	PF	General Operations	10,000
MD Anderson Cancer Center PO Box 4486 Houston, TX 77210	None	PC	General Operations	500
Southern Methodist University PO Box 750402 Dallas, TX 75275	None	PC	General Operations	500
Total ▶ 3a				705,825

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>				
Huntington ISD 925 South Gibson Huntington, TX 75949	None	PC	General Operations	1,600
Total ▶ 3a				705,825

TY 2016 Accounting Fees Schedule**Name:** Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AXLEY & RODE LLP	17,587	8,794	0	8,793

TY 2016 Other Decreases Schedule**Name:** Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 16000303**Software Version:** 2016v3.0

Description	Amount
Grants set aside from 2013	50,000
Prior Year Prepaid Expense Adjustment	2,300

TY 2016 Other Expenses Schedule**Name:** Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	15	8		7

TY 2016 Other Income Schedule**Name:** Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 16000303**Software Version:** 2016v3.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	62	62	

TY 2016 Other Increases Schedule**Name:** Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 16000303**Software Version:** 2016v3.0

Description	Amount
Decrease in Grants Payable	65,123

TY 2016 Other Professional Fees Schedule**Name:** Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BARCLAYS-MANAGEMENT FEES	70	70	0	0
Stifel-MANAGEMENT FEES	129,782	129,832	0	0

TY 2016 Taxes Schedule**Name:** Simon & Louise Henderson Foundation**EIN:** 75-6022769**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	863			
FOREIGN TAX	9,380	9,380		