

efile GRAPHIC print - DO NOT PROCESS

As Filed Data -

DLN: 93491262003149

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation
THE HENDERSON-WESSENDORFF FOUNDATION

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

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

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 287,494,057

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number
74-6047149

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue

1 Contributions, gifts, grants, etc , received (attach schedule)

2 Check ▶ ☒ If the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities . . .

5a Gross rents

b Net rental income or (loss) 91,275

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 89,845,038

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

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions) . . .

19 Depreciation (attach schedule) and depletion . . .

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses.
Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-) . . .

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

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	22,108	39,803	39,803
	2 Savings and temporary cash investments	15,614,903	14,171,513	14,171,513
	3 Accounts receivable ▶ <u>122,821</u>			
	Less allowance for doubtful accounts ▶ _____	101,072	122,821	122,821
	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>1,241,638</u>			
	Less allowance for doubtful accounts ▶ <u>0</u>	2,027,241	1,241,638	1,241,638
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	126,320	262,396	262,396
	10a Investments—U S and state government obligations (attach schedule)	27,638,106	21,795,774	21,716,818
	b Investments—corporate stock (attach schedule)	67,165,443	85,956,698	95,100,285
	c Investments—corporate bonds (attach schedule)	30,161,450	33,967,724	33,196,423
	11 Investments—land, buildings, and equipment basis ▶ <u>20,737,488</u>			
Less accumulated depreciation (attach schedule) ▶ <u>736,958</u>	20,071,326	20,000,530	50,065,852	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	40,578,196	25,060,085	25,215,227	
14 Land, buildings, and equipment basis ▶ <u>12,822,326</u>				
Less accumulated depreciation (attach schedule) ▶ <u>1,432,493</u>	8,740,925	11,389,833	12,361,281	
15 Other assets (describe ▶ _____)	4,356,139	4,126,867	34,000,000	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	216,603,229	218,135,682	287,494,057	
Liabilities	17 Accounts payable and accrued expenses		5,148	
	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	5,148	
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	216,603,229	218,130,534	
	30 Total net assets or fund balances (see instructions)	216,603,229	218,130,534	
	31 Total liabilities and net assets/fund balances (see instructions) .	216,603,229	218,135,682	

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	216,603,229
2 Enter amount from Part I, line 27a	2	1,527,305
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	218,130,534
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	218,130,534

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			

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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,022,762
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))
2017	10,279,630	279,135,097	0 036827
2016	11,249,836	247,487,098	0 045456
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
2 Total of line 1, column (d)			2 0 215002
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0 043000
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 283,817,613
5 Multiply line 4 by line 3			5 12,204,157
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 163,924
7 Add lines 5 and 6			7 12,368,081
8 Enter qualifying distributions from Part XII, line 4			8 17,317,467

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	163,924
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	163,924
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	163,924
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	416,320
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	416,320
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
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	252,396
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 252,396 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	Yes
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW HW-FOUNDATION COM	13	Yes	
14	The books are in care of BEN JONES Telephone no (281) 342-2044			

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

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2018, 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 the instructions for exceptions and filing requirements for FinCEN Form 114. 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. Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ 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 2018 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 2018).	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 2018?	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		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☒ Yes ☐ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b	No
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	☒ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ 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	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
OCTOBER SMITH 611 MORTON STREET RICHMOND, TX 77469	LAR OPERATIONS 40 00	92,050	36,854	0
PENNY MEEK 611 MORTON STREET RICHMOND, TX 77469	GRANTS/ OPS ADMIN 40 00	94,872	31,386	0
TODD MABRY 611 MORTON STREET RICHMOND, TX 77469	MANAGER 30 00	89,300	22,496	0
MARIA D CRUZ 611 MORTON STREET RICHMOND, TX 77469	ADM ASST 40 00	72,552	28,863	0
MARY ANN MCDONALD 611 MORTON STREET RICHMOND, TX 77469	OFFICE MGR 35 00	59,194	7,285	0
Total number of other employees paid over \$50,000.				11

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
WELLS FARGO PO BOX 95021 HENDERSON, NV 890095021	BANK & INVESTMENT FEES	509,426
MCGINNIS LOCHRIDGE 711 LOUISIANA ST HOUSTON, TX 77002	LEGAL	455,015
WILLIS GRAVES & ASSOCIATES INC 8140 N MOPAC BLDG 2 STE 250 AUSTIN, TX 78759	OIL & GAS CONSULTING	73,638

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 3,873 ATTENDEES FROM 75 EVENTS OR ORGANIZATIONS IN 2018	703,348
2 OPERATION OF LONG ACRES RANCH, WHICH IS USED AS A NATURE CENTER AND FOR OUTDOOR EDUCATIONAL ACTIVITIES FOR SCHOOL CHILDREN. THE PROPERTY AND FACILITIES ARE ALSO USED TO HOST OUTDOOR ACTIVITIES FOR BOY SCOUTS AND SIMILAR ORGANIZATIONS UTILIZED BY 5,086 ATTENDEES FROM 42 EVENTS OR ORGANIZATIONS IN 2018	1,005,697
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	188,856,763
b	Average of monthly cash balances.	1b	11,747,818
c	Fair market value of all other assets (see instructions).	1c	87,535,128
d	Total (add lines 1a, b, and c).	1d	288,139,709
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	288,139,709
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,322,096
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	283,817,613
6	Minimum investment return. Enter 5% of line 5.	6	14,190,881

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	14,190,881
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	163,924
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	163,924
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	14,026,957
4	Recoveries of amounts treated as qualifying distributions.	4	3,932
5	Add lines 3 and 4.	5	14,030,889
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	14,030,889

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	14,353,928
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	2,963,539
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	17,317,467
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	163,924
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	17,153,543

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				14,030,889
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			6,307,550	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>17,317,467</u>				
a Applied to 2017, but not more than line 2a			6,307,550	
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 2018 distributable amount.				11,009,917
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				3,020,972
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 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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 2018, enter the date of the ruling. ▶ | |
| b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5) | |

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information** (Complete this part only if the foundation 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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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 ONLINE BETWEEN FEBRUARY 15 AND NOVEMBER 15

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				
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				

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	
Enter gross amounts unless otherwise indicated				
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	1,685,933	
4 Dividends and interest from securities.		14	2,271,436	
5 Net rental income or (loss) from real estate				
a Debt-financed property.				
b Not debt-financed property.		16	91,275	
6 Net rental income or (loss) from personal property				
7 Other investment income.	900000	279	14	12,313,072
8 Gain or (loss) from sales of assets other than inventory		18	2,988,860	
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue				
a GRANT REFUNDED				3,932
b _____				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e). . .		279	19,350,576	3,932
13 Total. Add line 12, columns (b), (d), and (e).				19,354,787

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

[illegible]

Part XVII

		Yes	No
--	--	-----	----

--	--	--

1a(1)	Yes
-------	-----

1a(2)	No
-------	----

--	--	--

1b(1)	No
--------------	-----------

1b(2)	No
-------	----

1b(3)	No
-------	----

1b(4)	No
-------	----

1b(5)	No
-------	----

1b(6)	Yes	
-------	-----	--

1c	No
----	----

value
ue

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

described in section 501(c) (other than section 501(c)(3)) or in section 527? ☒ Yes ☐ No

b If "Yes," complete the following schedule

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

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

***** 2019-09-19 ***** May the IRS discuss this return with the preparer shown

Title

(see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	SU WAH				
	Firm's name ► MOHLE ADAMS LLP				Firm's EIN ► 74-1067601

P01321749

Firm's EIN ► 74-1067601

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)
1 APOLLO PARTNERSHIP GAIN / LOSS	P		
1 CAPITAL ROYALTY PARTNERSHIP GAIN/ LOSS	P		
CAPITAL GAIN ON JOHNSON DEV CORP SALE	P		
CAPIAL GAINS DIVIDENDS	P		
PUBLICLY TRADED SECURITIES	P		
WASH SALES - PUBLICLY TRADED SECURITIES	P		
GAIN ON RECOVERY OF LID AR	P		
T BILLS	P		
TRICADIA CREDIT STRATEGIES	P		
GAIN ON SALE OF FIXED ASSETS	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)
		3,600	-3,600
16,709			16,709
1,233,620			1,233,620
482,195			482,195
66,096,964		65,061,466	1,035,498
			0
123,378			123,378
16,068,000		15,961,107	106,893
5,785,972		5,794,541	-8,569
38,200	116,261	117,823	36,638

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-3,600
			16,709
			1,233,620
			482,195
			1,035,498
			0
			123,378
			106,893
			-8,569
			36,638

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	388,750	69,168	0
611 MORTON ST RICHMOND, TX 77469				
JACK H MOORE	SECRETARY / LEGAL 10 00	52,360	0	0
2116 THOMPSON ROAD SUITE 116 RICHMOND, TX 77469				
BEN JONES	CFO 40 00	268,000	63,536	0
611 MORTON ST RICHMOND, TX 77469				
LANE WARD	DIRECTOR 2 00	16,600	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	110,865	28,271	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>				
ABIGAIL'S PLACE 503 FM 359 SUITE 130 200 RICHMOND, TX 77406	NONE	PC	FOR GENERAL OPERATING SUPPORT	30,000
ACHIEVE FORT BEND COUNTY P O BOX 3322 SUGAR LAND, TX 77487	NONE	PC	FOR SUMMER READING PROGRAM FOR AT-RISK YOUNG READERS IN FORT BEND COUNTY	10,500
AMERICAN HEART ASSOCIATION 10060 BUFFALO SPEEDWAY HOUSTON, TX 77054	NONE	PC	LAMAR CISD CPR IN-SCHOOL TRAINING	25,000
Total ▶ 3a				11,721,411

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>				
ARMS WIDE ADOPTION SERVICES 6925 PORTWEST DRIVE SUITE 110 HOUSTON, TX 77024	NONE	PC	SUPPORT FORT BEND POST ADOPTION PROGRAM	30,000
ARTISTS IN CHRISTIAN TESTIMONY PO BOX 1649 BRENTWOOD, TN 37024	NONE	PC	TO SUPPORT LOVE PEOPLE NOT PIXELS	15,000
ASSOCIATION OF FORMER STUDENTS OF TEXAS A & M UNIVERSITY 505 GEORGE BUSH DR COLLEGE STATION, TX 77840	NONE	PC	CONTRIBUTION IN HONOR OF CHARLES L PENCE '51	1,000
Total ▶ 3a				11,721,411

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 POVERTYPO BOX 1509 RICHMOND, TX 77406	NONE	PC	OPERATING SUPPORT FOR FNR, FNRO, MERCY GOODS, BACK OFFICE, AUDIT	307,000
BLANCO EDUCATION FOUNDATION PO BOX 331 BLANCO, TX 78606	NONE	PC	FOR GENERAL OPERATING SUPPORT	1,000
BLANCO VOLUNTEER FIRE DEPARTMENT P O BOX 868 BLANCO, TX 78606	NONE	PC	FOR GENERAL OPERATING SUPPORT	500
Total ▶ 3a				11,721,411

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>				
BLESSED BE HOPE FOR THREE INC 12808 W AIRPORT BLVD STE 375 STAFFORD, TX 77478	NONE	PC	FOR OPERATING SUPPORT	63,750
BO'S PLACE10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	NONE	PC	GRIEF SUPPORT FOR FORT BEND COUNTY FAMILIES	10,000
BOY SCOUTS OF AMERICA 2225 NORTH LOOP WEST HOUSTON, TX 77008	NONE	PC	FOR SUPPORT OF SCOUTING PROGRAMS IN FORT BEND COUNTY	65,000
Total ▶ 3a				11,721,411

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>				
BOYS AND GIRLS CLUBS OF GREATER HOUSTON INC 815 CROSBY STREET HOUSTON, TX 77019	NONE	PC	SUPPORT THE BUILDING, OPERATIONS AND PROGRAMMING OF THE NEW CLUB IN RICHMOND	200,000
BRAZOS BEND GUARDIANSHIP SERVICES PO BOX 72 ROSENBERG, TX 77471	NONE	PC	OPERATING SUPPORT TO PROVIDE GUARDIANSHIP & ALTERNATIVE SERVICES FOR ADULTS	35,000
BUGGY BARN MUSEUMPO BOX 504 BLANCO, TX 78606	NONE	PC	GENERAL OPERATING SUPPORT	1,000
Total ► 3a				11,721,411

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>				
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	5,000
CANYON LAKE FIRE EMSP O BOX 2140 CANYON LAKE, TX 78133	NONE	PC	ANNUAL OPERATING FUND CONTRIBUTION	200
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF GALVESTON-HOUSTON 2900 LOUISIANA STREET HOUSTON, TX 77006	NONE	PC	PROGRAMS SUPPORTING FORT BEND COUNTY RESIDENTS	10,000
Total ▶ 3a				11,721,411

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>				
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF GALVESTON-HOUSTON 2900 LOUISIANA STREET HOUSTON, TX 77006	NONE	PC	PROGRAMS SUPPORTING FORT BEND COUNTY RESIDENTS	182,000
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
CALVARY EPISCOPAL SCHOOL INC 1201 AUSTIN RICHMOND, TX 77469	NONE	PC	TO ELIMINATE THE DEBT OF THE FAMILY CENTER	522,000
Total ▶ 3a				11,721,411

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	SUPPORT ENHANCEMENT & EXPANSION OF PROGRAMS	150,000
CAMP ALLEN-CAMP AND CONFERENCE CENTER 18800 FM 362 NAVASOTA, TX 77868	NONE	PC	CAPITAL IMPROVEMENTS & FORT BEND SCHOLARSHIPS	100,000
CASA DE ESPERANZA DE LOS NINOS INC P O BOX 66581 HOUSTON, TX 77266	NONE	PC	SUPPORT FOR FOSTER & ADOPTIVE RICHMOND CHILDREN & FAMILIES	25,000
Total ▶ 3a				11,721,411

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>				
CHILDREN AT RISK INC 2900 WESLAYAN SUITE 400 HOUSTON, TX 77027	NONE	PC	PARENT ENGAGEMENT, AFTER SCHOOL MEANS, SCHOL IMPROVEMENT PLAN RESEARCH	107,500
CHILDPROOF AMERICA 1351 BLACKHEATH CT KATY, TX 77494	NONE	PC	TO PROVIDE PUBLIC EDUCATION ON SEX TRAFFICKING TO PARENTS, GRANDPARENTS AND GUARDIANS	10,800
CHILDREN'S MUSEUM OF HOUSTON 1500 BINZ HOUSTON, TX 77004	NONE	PC	PROVIDE FAMILY LEARNING EVENTS & PARENT WORKSHOPS IN LCISD SCHOOLS	39,100
Total ▶ 3a				11,721,411

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>				
FAMILY LIFE AND COMMUNITY RESOURCE CENTER 2204 THOMPSON ROAD SUITE 200 RICHMOND, TX 77469	NONE	PC	FOR RESTORATIVE PRACTICES AND YOUNG LEADERSHIP PROGRAMS	25,000
CITY OF RICHMOND 402 MORTON STREET RICHMOND, TX 77469	NONE	GOV	FOR NORTH RICHMOND DRAINAGE AND SIDEWALK IMPROVEMENTS	2,200,000
COLLEGE COMMUNITY CAREER 11104 W AIRPORT BLVD STE 106 STAFFORD, TX 77477	NONE	PC	GENERAL EXPENSES & TO EXPAND LAMAR CISD PROGRAM	50,000
Total ▶ 3a				11,721,411

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>				
DEPELCHIN CHILDREN'S CENTER 4950 MEMORIAL DRIVE HOUSTON, TX 77007	NONE	PC	GENERAL OPERATING SUPPORT FOR DEPELCHIN RESIDENTIAL CENTER IN RICHMOND	25,000
EPISCOPAL THEOLOGICAL SEMINARY OF THE SOUTHWEST PO BOX 2247 AUSTIN, TX 78768	NONE	PC	TO SUPPORT RESEARCH AND EDUCATION IN THE INTEGRATION OF SPIRITUALITY AND COUNSELLING	500,000
FORT BEND COMMUNITY PARTNERS RAINBOW ROOM 1110 AVENUE G ROSENBERG, TX 77471	NONE	PC	FOR OPERATIONAL EXPENSES	50,000
Total ▶ 3a				11,721,411

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 COUNTY WOMEN'S CENTER P O BOX 183 RICHMOND, TX 77406	NONE	PC	TO PURCHASE PROPERTY TO DEVELOP A SUPPORTIVE COMMUNITY FOR SURVIVORS OF DOMESTIC ABUSE	2,000,000
FORT BEND COUNTY 301 JACKSON STREET RICHMOND, TX 77469	NONE	GOV	INFRASTRUCTURE IMPROVEMENTS AT KING-KENNEDY PARK	62,000
FORT BEND COUNTY WOMEN'S CENTER P O BOX 183 RICHMOND, TX 77406	NONE	PC	TO SUPPORT SURVIVORS OF DOMESTIC ABUSE	80,000
Total ► 3a				11,721,411

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 FAMILY HEALTH CENTER (DBA ACCESSHEALTH) 400 AUSTIN STREET RICHMOND, TX 77469	NONE	PC	FOR GENERAL OPERATING SUPPORT	500,000
FORT BEND FAMILY PROMISE 4645 CARTWRIGHT DRIVE MISSOURI CITY, TX 77459	NONE	PC	FOR GENERAL OPERATING SUPPORT	187,000
FORT BEND FORWARD INC 445 COMMERCE GREEN BLVD SUGAR LAND, TX 77478	NONE	PC	SCHOLARSHIPS FOR YIP PARTICIPANTS FROM LAMAR CISD, NEEDVILLE ISD, CALVARY	40,000
Total ► 3a				11,721,411

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 HABITAT FOR HUMANITY 13570 MURPHY ROAD STAFFORD, TX 77477	NONE	PC	FOR GENERAL OPERATING SUPPORT	75,000
FORT BEND HISTORY ASSOCIATION PO BOX 460 RICHMOND, TX 77406	NONE	PC	FOR GENERAL OPERATING SUPPORT	25,000
FORT BEND SENIORS MEALS ON WHEELS PO BOX 1488 ROSENBERG, TX 77471	NONE	PC	TO CONSTRUCT ADDITIONAL KITCHEN SPACE AND AN ADMINISTRATIVE BUILDING	100,000
Total ▶ 3a				11,721,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FORT BEND SENIORS MEALS ON WHEELS PO BOX 1488 ROSENBERG, TX 77471	NONE	PC	FOR GENERAL OPERATING SUPPORT	30,000
FRIENDS OF THE FORT BEND COUNTY HISTORICAL COMMISSION 301 JACKSON ST RICHMOND, TX 77469	NONE	PC	TO PURCHASE A GRADIOMETER	11,110
GIULIANA'S PLAYROOM 1507 BROOKS AVE ROSENBERG, TX 77471	NONE	PC	PROVIDE AGE-APPROPRIATE BOOK BUNDLES TO 1000 CHILDREN	2,500
Total ▶ 3a				11,721,411

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>				
GRACE AFTER FIRE2929 MCKINNEY ST HOUSTON, TX 77003	NONE	PC	TO PROVIDE WOMEN VETERANS AND THEIR FAMILY MEMBERS WITH PEER-TO-PEER SUPPORT SERVICES	25,000
GRATIA PLENA 10707 CORPORATE DRIVE SUITE 135 STAFFORD, TX 77477	NONE	PC	MENTAL HEALTH COUNSELING FOR RICHMOND, ROSENBERG, & FULSHEAR RESIDENTS	25,000
HOPE FORT BEND CLUBHOUSE 2718 BRIGHT TRAIL SUGAR LAND, TX 77479	NONE	PC	TO SUPPORT THE SALARY OF A FULL-TIME OPERATIONS MANAGER	30,000
Total ► 3a				11,721,411

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	TO PROVIDE HOSPICE CARE FOR RICHMOND, TX AREA PATIENTS	50,000
INSTITUTE FOR SPIRITUALITY AND HEALTH AT THE TEXAS MEDICAL CENTER 8100 GREENBRIAR 220 HOUSTON, TX 77054	NONE	PC	FOR GENERAL OPERATING EXPENSES	60,000
INTERFAITH CARE PARTNERS INC DBA CAREPARTNERS 701 NORTH POST OAK HOUSTON, TX 77024	NONE	PC	OPERATIONS & PROGRAMS IN RICHMOND & ROSENBERG, TX	25,000
Total ▶ 3a				11,721,411

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 INCP O BOX 787 WHARTON, TX 77488	NONE	PC	TO ASSIST IN THE OPERATIONS OF THE DAWSON COMMUNITY RESOURCE CENTER	30,000
LAMAR EDUCATIONAL AWARDS FOUNDATION 3911 AVE I ROSENBERG, TX 77471	NONE	PC	TO HELP LAMAR CONSOLIDATED HIGH SCHOOL CHOIR ATTEND TRIP TO DISNEY WORLD	20,000
LAMAR EDUCATIONAL AWARDS FOUNDATION 3911 AVE I ROSENBERG, TX 77471	NONE	PC	TO SEND FIFTH GRADE STUDENTS AND CHAPERONES ON AN OVERNIGHT SCIENCE CAMP	67,600
Total ▶ 3a				11,721,411

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>				
LAMAR EDUCATIONAL AWARDS FOUNDATION 3911 AVE I ROSENBERG, TX 77471	NONE	PC	TO PURCHASE SHIRTS AND TIES FOR THE TECHNOLOGY STUDENT ASSOCIATION	1,934
LAMAR EDUCATIONAL AWARDS FOUNDATION 3911 AVENUE I ROSENBERG, TX 77471	NONE	PC	TO PURCHASE BIKES FOR THE GROW PROJECT	18,860
LAMAR NATIONAL LITTLE LEAGUE PO BOX 1101 RICHMOND, TX 77406	NONE	PC	TO REPAIR LIGHTING ON THE LAMAR LITTLE LEAGUE FIELDS AT GEORGE PARK	35,000
Total ▶ 3a				11,721,411

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>				
LITERACY COUNCIL OF FORT BEND COUNTY 12530 EMILY COURT SUGAR LAND, TX 77478	NONE	PC	FOR GENERAL OPERATING SUPPORT	30,000
MORTON CEMETERY ASSOCIATION 900 MORTON STREET RICHMOND, TX 77469	NONE	NC	FOR GENERAL SUPPORT	60,000
MOUNT PILGRIM MISSIONARY BAPTIST CHURCH PO BOX 163 THOMPSON, TX 77481	NONE	PC	FOR THE RENOVATION OF THE CHURCH BUILDING	107,235
Total ▶ 3a				11,721,411

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>				
MOUNT PILGRIM MISSIONARY BAPTIST CHURCH PO BOX 163 THOMPSON, TX 77481	NONE	PC	TO PAY FOR THE ANNUAL FLOOD, FIRE, WINDSTORM INSURANCE	1,838
MOUNT PILGRIM MISSIONARY BAPTIST CHURCH PO BOX 163 THOMPSON, TX 77481	NONE	PC	TO PAY FOR THE ANNUAL FLOOD, FIRE, WINDSTORM INSURANCE	206
MOUNT PILGRIM MISSIONARY BAPTIST CHURCH PO BOX 163 THOMPSON, TX 77481	NONE	PC	TO PAY FOR THE ANNUAL FLOOD, FIRE, WINDSTORM INSURANCE	5,570
Total ▶ 3a				11,721,411

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>				
MOUNT PILGRIM MISSIONARY BAPTIST CHURCH PO BOX 163 THOMPSON, TX 77481	NONE	PC	TO PAY FOR THE ANNUAL FLOOD, FIRE, WINDSTORM INSURANCE	3,438
NEEDVILLE HIGH SCHOOL SCHOLARSHIP FUND INC P O BOX 93 NEEDVILLE, TX 77461	NONE	PC	FOR SCHOLARSHIPS TO STUDENTS GRADUATING FROM NEEDVILLE HIGH SCHOOL	25,000
OAKBEND MEDICAL CENTER 1705 JACKSON ST RICHMOND, TX 77469	NONE	PC	TO SUPPORT THE INDIGENT CARE PROGRAM	100,000
Total ▶ 3a				11,721,411

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>				
OUR LADY OF GUADALUPE CATHOLIC CHURCH 1600 AVENUE D ROSENBERG, TX 77471	NONE	PC	TO REPLACE THE ROOF AND FLOORING OF THE ST JOSEPH FOOD PANTRY	15,000
PEAK GRANTMAKING 1666 K STREET NW SUITE 440 WASHINGTON, DC 20006	NONE	PC	FOR AN ORGANIZATION MEMBERSHIP CONTRIBUTION	3,000
PRAYERS OF THE PEOPLE 1110 LOVETT BLVD HOUSTON, TX 77006	NONE	PC	TO SUPPORT THE DIRECTOR OF SPIRITUAL CARE	50,000
Total ▶ 3a				11,721,411

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>				
PRAYERS OF THE PEOPLE 1110 LOVETT BLVD HOUSTON, TX 77006	NONE	PC	TO SUPPORT PARTICIPATION IN THE LEADERSHIP FOR NONPROFIT EXCELLENCE COURSE	1,050
PREGNANCY RESOURCE MEDICAL CENTER OF FT BEND COUNTY 4411 AVENUE N ROSENBERG, TX 77471	NONE	PC	FOR THE SALARY OF THE MEDICAL STAFF	25,000
REMINDPO BOX 27607 HOUSTON, TX 77227	NONE	PC	FOR MENTAL HEALTH SUPPORT GROUPS IN RICHMOND, TX	25,750
Total ▶ 3a				11,721,411

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>				
RICHMOND OILERS FOOTBALL & CHEER PO BOX 1426 RICHMOND, TX 77406	NONE	PC	FOR GENERAL OPERATING SUPPORT	20,100
ROSENBERG RAILROAD MUSEUM PO BOX 369 ROSENBERG, TX 77471	NONE	PC	FOR GENERAL OPERATING SUPPORT	45,000
SCHOLARSHIP AMERICA C/O FIRST NATIONAL BANK MINNESOTA PO BOX 240 ST PETER, MN 56082	NONE	PC	SCHOLARSHIPS TO SENIOR STUDENTS PLACING IN BLANCO FFA CDE	18,000
Total ▶ 3a				11,721,411

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>				
SCHOLARSHIP AMERICA C/O FIRST NATIONAL BANK MINNESOTA PO BOX 240 ST PETER, MN 56082	NONE	PC	SCHOLARSHIPS TO SENIOR STUDENTS PLACING IN BLANCO FFA CDE	18,000
SCHOLARSHIP AMERICA C/O FIRST NATIONAL BANK MINNESOTA PO BOX 240 ST PETER, MN 56082	NONE	PC	SCHOLARSHIPS TO SENIOR STUDENTS PLACING IN BLANCO FFA CDE	1,500
SER-JOBS FOR PROGRESS 201 BROADWAY ST HOUSTON, TX 77012	NONE	PC	TO PROVIDE WORKFORCE DEVELOPMENT SERVICES IN RICHMOND & ROSENBERG, TX	50,000
Total			3a	11,721,411

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	TO SUPPORT PROGRAM EXPENSES AT SIRE'S FORT BEND THERAPEUTIC HORSEMANSHIP PROGRAM	50,000
ST JOHN'S UNITED METHODIST CHURCH 400 JACKSON STREET RICHMOND, TX 77469	NONE	PC	FOR ABATEMENT OF ASBESTOS IN THE ALIVE BUILDING	25,000
ST PAUL'S UNITED METHODIST CHURCH 5501 MAIN STREET HOUSTON, TX 77004	NONE	PC	TO RENOVATE THE SANCTUARY BUILDING, GIVEN IN HONOR OF MRS LOISE JACKSON HENDERSON	50,000
Total ▶ 3a				11,721,411

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 MENNINGER CLINIC FOUNDATION 12301 MAIN STREET HOUSTON, TX 77035	NONE	PC	SUPPORT CLINICAL OUTCOME SEGMENT OF MIND-MB DATA COLLECTION	25,000
THE ROSE 12700 N FEATHERWOOD DRIVE SUITE 260 HOUSTON, TX 77034	NONE	PC	MAMMOGRAPHY & TREATMENT NAVIGATION FOR UNINSURED / UNDERINSURED FORT BEND WOMEN	25,000
THE TSTC FOUNDATION 3801 CAMPUS DR WACO, TX 76705	NONE	PC	SCHOLARSHIPS FOR STUDENTS ATTENDING TSTC FORT BEND	500,000
Total ► 3a				11,721,411

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 TSTC FOUNDATION 3801 CAMPUS DR WACO, TX 76705	NONE	PC	TO SUPPORT THE STUDENT OPPORTUNITY FUND AT TSTC FORT BEND	25,000
UNITED WAY OF GREATER HOUSTON PO BOX 3247 HOUSTON, TX 77253	NONE	PC	COLLABORATIVE RELIEF EFFORTS FOLLOWING 2016 & 2017 FLOODS	300,000
UNITED WAY OF GREATER HOUSTON PO BOX 3247 HOUSTON, TX 77253	NONE	PC	COLLABORATIVE RELIEF EFFORTS FOLLOWING 2016 & 2017 FLOODS	595,000
Total ► 3a				11,721,411

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 SALVATION ARMY 1424 NORTHEAST ATLANTA EXPRESSWAY SOUTHERN TERRITORIAL HQ OF THE SALV ATLANTA, GA 30329	NONE	PC	HOUSING & UTILITY SUPPORT FOR RICHMOND AREA RESIDENTS WHO ARE HOMELESS OR FACING EVICTION	25,000
THE TSTC FOUNDATION 3801 CAMPUS DR WACO, TX 76705	NONE	PC	TO CONSTRUCT AN EDUCATION BUILDING FOR TSTC FORT BEND	914,870
UNDIES FOR EVERYONE 4019 S BRAESWOOD HOUSTON, TX 77025	NONE	PC	TO DISTRIBUTE UNDERWEAR TO SCHOOL NURSES IN LAMAR CISD	6,500
Total ▶ 3a				11,721,411

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>				
WHARTON COUNTY JUNIOR COLLEGE 911 BOLING HWY WHARTON, TX 77488	NONE	GOV	SCHOLARSHIPS TO STUDENTS GRADUATING FROM LAMAR CHS OR TERRY HS	25,000
WILDLIFE HABITAT FEDERATION PO BOX 75 CAT SPRING, TX 78933	NONE	PC	FOR GENERAL OPERATING SUPPORT	25,000
YMCA OF GREATER HOUSTONTW DAVIS 911 THOMPSON HWY RICHMOND, TX 77469	NONE	PC	TO CONTINUE THE EFFORTS OF THE TW DAVIS YMCA OUTREACH PROGRAM	87,000
Total ▶ 3a				11,721,411

TY 2018 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	45,250	42,973	0	2,277

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

TY 2018 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	2018-03-20	60,000	TO MAINTAIN HISTORICAL CEMETERY FOR HISTORICAL, CULTURAL, AND EDUCATIONAL PURPOSES	60,000	NONE	FEBRUARY 6, 2019		ALL EXPENSES USED AS INTENDED

TY 2018 Investments Corporate Bonds Schedule

Name: THE HENDERSON-WESSENDORFF FOUNDATION

EIN: 74-6047149

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	33,967,724	33,196,423

TY 2018 Investments Corporate Stock Schedule**Name:** THE HENDERSON-WESSENDORFF FOUNDATION**EIN:** 74-6047149**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK	42,286,650	48,801,222
MUTUAL FUNDS	43,670,048	46,299,063

TY 2018 Investments Government Obligations Schedule**Name:** THE HENDERSON-WESSENDORFF FOUNDATION**EIN:** 74-6047149**US Government Securities - End
of Year Book Value:**

21,795,774

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

21,716,818

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

0

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

0

TY 2018 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	228,189	698,848	282,126
AUTOMOBILE	35,360	35,360	0	6,000
LAND HELD FOR INVESTMENT	18,695,103	0	18,695,103	49,171,147
FURNITURE & FIXTURES	229,171	213,236	15,935	15,935
LAND IMPROVEMENTS	850,817	260,173	590,644	590,644

TY 2018 Investments - Other Schedule**Name:** THE HENDERSON-WESSENDORFF FOUNDATION**EIN:** 74-6047149**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PARTNERSHIPS	AT COST	4,220,383	3,868,148
REAL ESTATE FUNDS	AT COST	5,445,453	5,816,929
ALTERNATIVE INVESTMENTS	AT COST	15,394,249	15,530,150

TY 2018 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	194,255	133,395	60,860	60,860
WS BUILDING	4,815,493	812,478	4,003,015	2,983,353
WS AUTO & WATER PLANT	305,297	100,562	204,735	30,000
WS LAND	101,250	0	101,250	239,400
LAR FURNITURE & FIXTURES	354,529	96,067	258,462	258,462
LAR BUILDING	5,210,104	284,007	4,926,097	4,135,352
LAR LAND	1,781,560	0	1,781,560	4,600,000
LAR AUTO	59,838	5,984	53,854	53,854

TY 2018 Legal Fees Schedule**Name:** THE HENDERSON-WESSENDORFF FOUNDATION**EIN:** 74-6047149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	497,270	472,253	0	25,017

TY 2018 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	4,356,139	4,126,867	34,000,000

TY 2018 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	48,887	32,495	0	16,392
BANK & INVESTMENT MGMT FEES	659,491	658,046	0	1,445
CONTRACT SERVICES	153,192	9,167	0	144,025
DUES & SUBSCRIPTIONS	18,421	5,180	0	13,241
EXPENSE REIMBURSEMENTS	-17,793	-5,338	0	-12,455
INSURANCE	167,355	51,852	0	115,503
MAINTENANCE & REPAIR	328,327	74,442	0	253,885
JANITOR	16,262	4,879	0	11,383
UTILITIES	146,768	14,347	0	132,421
MAINTENANCE - WATER PLANT	11,002	0	0	11,002

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES	135,675	8,622	0	127,053
MISCELLANEOUS	29,952	8,404	0	21,548

TY 2018 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	12,058,004	12,058,004	
MISCELLANEOUS INCOME	6,037	6,037	
WELL SPRINGS INCOME	17,200	17,200	
K-1 CAPITAL ROYALTY	37,781	37,781	
K-1 TRICADIA CREDIT STRATEGIES	300,052	300,052	
K-1 CANYON BALANCED II ASP FUND	490	490	
K-1 GENIV CAPITAL PARTNERS II	-105,408	-105,408	
K-1 APOLLO CREDIT STRATEGIES ASP FUND	-1,084	-1,084	
APOLLO CREDIT K-1 UBTI	279	0	
GRANT REFUNDED	3,932		3,932

TY 2018 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	87,082	82,701	0	4,381

TY 2018 Taxes Schedule**Name:** THE HENDERSON-WESSENDORFF FOUNDATION**EIN:** 74-6047149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	163,924	0	0	0
AD VALOREM	260,920	260,920	0	0
PRODUCTION TAX	267,913	267,913	0	0
FOREIGN	68,037	68,037	0	0
PAYROLL	100,621	25,178	0	75,443