

Return of Private Foundation

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

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

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning		, 2018, and ending		, 20	
Name of foundation The Henry Foundation		A Employer identification number 20-5861163			
Number and street (or P.O. box number if mail is not delivered to street address) 3525 Andrews Hwy		Room/suite	B Telephone number (see instructions) (432) 522-2285		
City or town, state or province, country, and ZIP or foreign postal code Midland TX 79703		C If exemption application is pending, check here ▶ <input type="checkbox"/>			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here . . . ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation . . . ▶ <input type="checkbox"/>			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here . . . ▶ <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 230,240.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . ▶ <input type="checkbox"/>	

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)	4,650,000.			
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	155.	155.		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	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)				
	12 Total. Add lines 1 through 11	4,650,155.	155.		
	13 Compensation of officers, directors, trustees, etc.	363,540.			
	14 Other employee salaries and wages	204,084.			
	15 Pension plans, employee benefits	14,600.			
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,420.			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) See Stmt.	28,875.			
	19 Depreciation (attach schedule) and depletion L-19 Stmt	1,691.			
	20 Occupancy				
	21 Travel, conferences, and meetings	6,107.			
	22 Printing and publications	1,091.			
	23 Other expenses (attach schedule) See Stmt.	114,841.			
	24 Total operating and administrative expenses. Add lines 13 through 23	740,249.			
	25 Contributions, gifts, grants paid	3,454,352.			3,454,352.
	26 Total expenses and disbursements. Add lines 24 and 25	4,194,601.			3,454,352.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	455,554.			
	b Net investment income (if negative, enter -0-) .		155.		
	c Adjusted net income (if negative, enter -0-) . .				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	464,182.	1,065,983.	196,523.
	2 Savings and temporary cash investments	173,699.	23,854.	23,854.
	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 ▶	600.		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		5,889.	5,889.
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	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 ▶	17,943.			
Less: accumulated depreciation (attach schedule) ▶	16,469.	3,168.	1,474.	
15 Other assets (describe ▶ L-15 Stmt.)	2,500.	2,500.	2,500.	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	644,149.	1,099,700.	230,240.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	644,149.	1,099,700.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	644,149.	1,099,700.		
31 Total liabilities and net assets/fund balances (see instructions)	644,149.	1,099,700.		

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	644,149.
2 Enter amount from Part I, line 27a	2	455,554.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,099,703.
5 Decreases not included in line 2 (itemize) ▶ 2017 Tax Paid	5	3.
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,099,700.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2 .
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	2 .
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	2 .
6 Credits/Payments:		
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	
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	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2 .
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0 .
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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	x
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the 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	x
c Did the foundation file Form 1120-POL for this year?	1c	x
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? If "Yes," attach a detailed description of the activities.	2	x
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	x
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	x
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	x
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	x
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	x
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	x
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 tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	x
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	x

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
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 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 doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the 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	2,447,946.	965,201.	2.536203
2016	2,600,323.	753,688.	3.450132
2015	2,140,602.	2,763,304.	0.774653
2014	3,315,606.	1,477,387.	2.244237
2013	2,863,005.	917,948.	3.118919
2 Total of line 1, column (d)			2 12.124144
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 2.424829
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 692,099.
5 Multiply line 4 by line 3			5 1,678,222.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2.
7 Add lines 5 and 6			7 1,678,224.
8 Enter qualifying distributions from Part XII, line 4 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.			8 3,454,352.

Part VII-A Statements Regarding Activities *(continued)*

	Yes	No
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		X
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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ▶ <u>www.henrymidland.org</u>		
14 The books are in care of ▶ <u>Brenda Harkness</u> Telephone no. ▶ <u>(432) 694-3000</u>		
Located at ▶ <u>3525 Andrews Hwy Midland TX</u> ZIP+4 ▶ <u>79703</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here ▶ <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
16 At any time during calendar year 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	
Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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	X

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

5a

During the year, did the foundation pay or incur any amount to:

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes

☒ No

(2)

Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes

☒ No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes

☒ No

(4)

Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes

☒ No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes

☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

5b

☐

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes

☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes

☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

☐

x

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes

☒ No

b

If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

☐

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(s) 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, and 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
James C. Henry 3525 Andrews Hwy, Ste 200 Midland TX 79703	President 0.00	0.	0.	0.
Paula A. Henry 3525 Andrews Hwy, Ste 200 Midland TX 79703	Vice Pres. 0.00	0.	0.	0.
Steve Pruett 3525 Andrews Hwy Midland TX 79703	Vice Pres 0.00	0.	0.	0.
See Statement	0.00	0.	0.	0.

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Available upon request				

Total number of other employees paid over \$50,000

NONE

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 **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 None		
		0.
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 None		
		0.
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	0.
b	Average of monthly cash balances	1b	702,639.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	702,639.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	702,639.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	10,540.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	692,099.
6	Minimum investment return. Enter 5% of line 5	6	34,605.

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	34,605.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	2.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	34,603.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	34,603.
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	34,603.

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	3,454,352.
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	
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	3,454,352.
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	2.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,454,350.

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				34,603.
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018:				
a From 2013	2,817,126.			
b From 2014	3,241,753.			
c From 2015	2,002,477.			
d From 2016	2,562,644.			
e From 2017	2,399,694.			
f Total of lines 3a through e	13,023,694.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 3,454,352.				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2018 distributable amount				34,603.
e Remaining amount distributed out of corpus	3,419,749.			
5 Excess distributions carryover applied to 2018 (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	16,443,443.			
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				
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				0.
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 2013 not applied on line 5 or line 7 (see instructions)	2,817,126.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	13,626,317.			
10 Analysis of line 9:				
a Excess from 2014	3,241,753.			
b Excess from 2015	2,002,477.			
c Excess from 2016	2,562,644.			
d Excess from 2017	2,399,694.			
e Excess from 2018	3,419,749.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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 foundation 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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).)

James C. Henry

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.

None

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 email address of the person to whom applications should be addressed:

See Supplementary Information Statement

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
United Way of Midland 1209 W. Wall Street Midland TX 79701		PC	Campaign Support	32,440.
Big Brothers Big Sisters of Midland, Inc. 714 W. Louisiana Midland TX 79701		PC	Program support	10,000.
Teen Challenge P.O. Box 251 Midland TX 79702		PC	Operating and program support, septic system replacement	30,000.
Boys and Girls Club of Midland, Inc. P.O. Box 284 Midland TX 79702		PC	Program support for after school, Project Learn	35,000.
ASPCA 520 8th Ave New York NY 10018		PC	General operating	5,000.
Best Friends Animal Society 5001 Angel Canyon Rd Kanab UT 84741		PC	General operating	5,000.
Midland Tennis Center, Inc. P.O. Box 4914 Midland TX 79704		PC	General operating funds and programs, annual campaign	664,180.
Boy Scouts of America Buffalo Tr. Council 1101 W. Texas Ave. Midland TX 79701		PC	Program support.	52,750.
Churches in Covenant International 2644 Trinity Mills Rd Carrollton TX 75006		PC	Washington, DC Center	25,000.
See Statement				2,594,982.
Total			3a	3,454,352.
b Approved for future payment				
University of Texas Foundation PO Box 250 Austin TX 78767		PC	UTPB Engineering Building	166,000.
Midland Tennis Center, Inc P.O Box 4914 Midland TX 79704		PC	Chris Davidson Opportunity Park	250,000.
IDEA Charter Schools 2115 W. Pike BLVD Weslaco TX 78596		PC	Permian Basin Launch	2,000,000.
Total			3b	2,416,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments	522100	155.	14		
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		155.			
13	Total. Add line 12, columns (b), (d), and (e)				13	155

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

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.

**Sign
Here**

TAXPAYER COPY

Signature of officer or trustee

Date

President

Title

May the IRS discuss this return with the preparer shown below?
See instructions. ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Janet Bender

Preparer's signature

Ans

Date _____

5

Check ☐ if self-employed

PTIN	
------	--

U.S. EIN ► 26-2910181

File no. (432) 682-9996

BAA

MIDLAND

TX 79704-4845

Form **990-PF** (2018)

Form 990-PF: Return of Private Foundation

Part XV, Line 2: Supplementary Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc.

Continuation Statement

Name and Address Information	Form Information	Submission Information	Restrictions
The Henry Foundation 3525 Andrews Hwy Midland, TX 79703 432-522-2285	www.henrymidland.org	www.henrymidland.org	www.henrymidland.org

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

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
<i>a. Paid during the year</i>				
Teen F.L.O.W. P.O. Box 733 Midland, TX 79702		PC	Program support.	15,000.
Unlock Ministries, Inc. P.O. Box 5562 Midland, TX 79701		PC	Operating support.	30,000.
Univ Ave Church of Christ 1903 University Ave. Austin, TX 78705		PC	Operating support.	2,167.
Aphasia Center of West Texas, Inc. 5214 Thomason Drive Midland, TX 79703		PC	Operating and program support.	20,000.
Casa de Amigos of Midland TX, Inc. 1101 E. Garden Lane Midland, TX 79701		PC	Operating support	60,000.
Communities in Schools of the Permian Basin, Inc. P.O. Box 60594 Midland, TX 79711		PC	Operating support.	15,000.
Senior Link Midland P.O. Box 80519 Midland, TX 79708		PC	Support for the Meals on Wheels program.	25,000.
High Sky Children's Ranch 8701 West County Road 60 Midland, TX 79707		PC	Partnering with parents program.	20,000.
Hispanic Culture Center of Midland P.O. Box 51404 Midland, TX 79710		PC	Ballet Folklorico Program.	10,000.
Midland Children's Rehabilitation Center 802 Ventura Midland, TX 79705		PC	Operating support.	30,000.
Midland Need to Read 1709 W. Wall Street Midland, TX 79701		PC	Operating support.	15,000.
Midland Odessa Symphony and Chorale P.O. Box 60658 Midland, TX 79711		PC	Youth outreach performances.	10,000.
NonProfit Management Center 3500 North A St., Ste 2300 Midland, TX 79705		PC	Program support.	30,000.
Safe Place of the Permian Basin P.O. Box 11331 Midland, TX 79702		PC	Family Violence Progam	35,000.
Community in Schools of North Texas P.O Box 295543 Lewisville, TX 75029		PC	Academic and Social Services	10,217.
Redirection Outreach Program Efforts 3500 Golf Course Rd. Midland, TX 79703		PC	Program Support	5,000.

Form 990-PF: Return of Private Foundation**Part XV, Line 3a: Grants and Contributions Paid During the Year****Continuation Statement**

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
<i>a. Paid during the year</i>				
Midland Shared Spaces 3500 North A Street #1100 Midland, TX 79705		PC	Operating Budget	40,000.
Midland Teen Court, Inc 615 West Missouri #226 Midland, TX 79701		PC	General operating and program support	15,000.
Soi Dog Foundation USA 2010 15th Street San Francisco, CA 94114		PC	Shelter Expansion	5,000.
Safe Place of the Permian Basin P.O. Box 11331 Midland, TX 79702		PC	Program support	2,500.
Austin Animal Center 7201 Levander Look Bldg A Austin, TX 78702		PC	Program support	5,000.
Austin Pets Alive! P.O. Box 6247 Austin, TX 78762		PC	Program support	10,000.
Austin Zoo P.O. Box 91808 Austin, TX 78709		PC	Zoo Public Building, Accessibility Project	5,000.
Castleton Ranch Horse Rescue, Inc. 28581 Old Ranch Drive Valley Center, CA 92082		PC	Program support	5,000.
Central Texas Animal Sanctuary P.O. Box 1555 Dripping Springs, TX 78620		PC	Program support	5,000.
Texas Assn of the Education of Young Children P.O. Box 4997 Austin, TX 78765		PC	Conference	10,000.
Community Children's Ministry PO Box 3328 Midland, TX 79702		PC	Program support	22,500.
Free the Oppressed PO Box 912938 Denver, CO 80291		PC	General operating/program support	2,500.
Ocean Conservancy, Inc. 1300 19th Street NW, 8th Floor Washington, DC 20036		PC	Program support	3,500.
Smile Train, Inc. 41 Madison Avenue, 28th Floor New York, NY 10010		PC	Program support	5,000.
Texas Tech Foundation, Inc. Box 42013 Lubbock, TX 79409		PC	Fund for Excellence	5,000.
Junior Achievement of the Permian Basin 306 W. Wall St Suite 827 Midland, TX 79701		PC	Program Support	15,000.

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

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
<i>a. Paid during the year</i>				
Junior League of Midland 902 W Dengar Av Midland, TX 79705		PC	Program Support	5,000.
Fellowship of Christian Athletes 8701 Leeds Road Kansas City, MO 64129		PC	Camp Scholarships	10,000.
Family Promise of Midland 3500 North A, Suite 1400 Midland, TX 79705		PC	Program Support	406,281.
MARC 2701 North A Street Midland, TX 79705		PC	Program Support	50,000.
Any Baby Can 6207 Sheridan Avenue Austin, TX 78723		PC	Operating Support	5,000.
National Park Foundation 1110 Vermont Ave, NW Suite 200 Washington, DC 20005		PC	Operating Support	5,000.
Noah's Lost Ark Exotic Animal Sanctuary 8424 Bedell Rd. Berlin Center, OH 44401		PC	Medical Building	5,000.
PETA 1536 16th St. N.W. Washington, DC 20036		PC	Program Support	10,000.
National Wildlife Federation 11100 Wildlife Center Drive Reston, VA 20190		PC	Program Support	5,000.
Partners Relief and Development PO Box 912418 Denver, CO 80291		PC	Program Support	2,500.
The Rotary Foundation One Rotary Center 1560 Sherman Ave Evanston, IL 60201		PC	Designated for Cross Timbers Rotary Club, Flower Mound, TX	35,000.
Flower Mound United Methodist Church 3950 Bruton Orand Blvd. Flower Mound, TX 75022		PC	Operating	15,000.
Hearts For Homes 826 East McKinney St. Denton, TX 76209		PC	Program Support	10,000.
Prestonwood Academy 6801 W Park Blvd Plano, TX 75093		PC	PCA Fund and Capital Campaign	25,000.
Lewisville ISD Education Foundation 400 West Main Street Lewisville, TX 75057		PC	Program Support Teacher Grants	10,450.
Ranch Hand Rescue 8827 Highway 377 South Argyle, TX 76226		PC	Operations Support	7,000.

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

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
<i>a. Paid during the year</i>				
June Shelton School and Education Center 15720 Hillcrest Road Dallas, TX 75248		PC	Program Support	30,000.
Midland Memorial Foundation 400 Rosalind Redfern Grover Parkway Midland, TX 79701		PC	MBHI, Pharmacy and Cholarship	535,000.
Trinity School 3500 West Wadley Midland, TX 79707		PC	Tennis Program Facility	10,000.
The University of Texas Foundation P.O. Box 250 Austin, TX 78767		PC	Univ. of Business Scholarship Fund	3,000.
The Nature Conservancy 4245 North Fairfax Drive Suite 10 Arlington, VA 22203		PC	Program Support	3,500.
The Public for Animal Welfare, Inc. 500 FM 150 Kyle, TX 78620		PC	A "Paw Up" program	5,000.
Samaritan Counseling Center P.O. Box 60312 Midland, TX 79711		PC	Operating Support	15,000.
Centers for children and families 1004 N. Big Spring, Ste 325 Midland, TX 79701		PC	Capital campaign	10,000.
The Springboard Center 200 Corporate Drive Midland, TX 79705		PC	Scholarship Fund	7,500.
Toys for Tots 18251 Quantico Gateway Dr Triangle, VA 22172		PC	program support	3,500.
CASA of West Texas 1611 W. Texas Ave. Midland, TX 79701		PC	Operating Support	10,000.
Young Life PO Box 52 Colorado Springs, CO 80901		PC	General Operations	15,000.
Buckner Children and Family Services 700 N. Pearl ST. STE. 1200 Dallas, TX 75201		PC	Apartment Renovations	30,000.
City of Midland Aquatics 3003 N. A Street Midland, TX 79705		PC	Physical Therapy Expansion	100,000.
Educate Midland 3500 N. A ST. STE 2700 Midland, TX 79705		PC	Operating Support	135,000.
Marfa Public Radio P.O BOX 238 Marfa, TX 79843		PC	Operating Support	10,000.

Form 990-PF: Return of Private Foundation**Part XV, Line 3a: Grants and Contributions Paid During the Year****Continuation Statement**

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
<i>a. Paid during the year</i>				
Covenant Church 2660 E. Trinity Mills Rd. Carrollton, TX 75006		PC	Camp Freedom	15,000.
Midland College Foundation, Inc. 3600 N. Garfield Midland, TX 79705		PC	Midland Young Leaders Challenge	10,000.
Global Renewal P.O. Box 112416 Carrollton, TX 75011		PC	Selah House,	20,000.
Restored Hope Ministries P.O. Box 710127 Dallas, TX 75371		PC	Medical and Dental Care for Women & Operations Support	31,667.
Midland Historical Society 200 N. Main Midland, TX 79701		PC	World War II Exhibit	10,000.
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001		PC	Program support	5,000.
Emancipet 7010 Easy Wind Drive, Suite 260 Austin, TX 78752		PC	Program Support	5,000.
Mission Health Care Inc 3500 N. A St. #1300 Midland, TX 79705		PC	Operating Support	30,000.
Pedi Place 502 S. Old Orchard Lane, Suite 126 Lewisville, TX 75067		PC	Operating Support	5,000.
Permian Basin Women's Resource Center 2101 W. Wall St. Midland, TX 79701		PC	General Operating STI/STD Testing and treatment Program	10,000.
Recording Library of West Texas 3500 N. A St. Ste. 2800 Midland, TX 79705		PC	Program Support Operating	5,000.
Fellowship of Christian Athletes- Latin America 8701 Leeds Road Kansas City, MO 64129		PC	Ministry Support	5,000.
Millenium Relief & Development Services 5233 Bellaire Blvd. Bellaire, TX 77401		PC	Operating Support	5,000.
University of Texas of the Permian Basin 4901 E. University Odessa, TX 79762		PC	UTPB Engineering Building	167,000.
The Salvation Army 300 S. Baird Midland, TX 79701		PC	Operations	3,500.

Form 990-PF: Return of Private Foundation**Part XV, Line 3a: Grants and Contributions Paid During the Year****Continuation Statement**

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
<i>a. Paid during the year</i>				
Sibley Environmental Learning Center Foundation, Inc. 1307 E. Wadley Ave. Midland, TX 79705		PC	Pond Restoration	16,200.
University of Texas Foundation MD Anderson Cancer Center P.O Box 301439 Houston, TX 301439		PC	Luncheon and Education Seminar	15,000.
Allys Wish PO box 270935 Flower Mound, TX 75027		PC	Program Support	5,000.
Boy Scouts of America, 662 Longhorn Council 850 Cannon Dr. Hurst, TX 76054		PC	Operations Support	3,000.
Boyers Pond-Shekinah Ministries P.O BOX 131 Central City, PA 15926		PC	Operating Support	3,500.
Christ's haven for Children 4200 Keller Haslet RD Keller, TX 76244		PC	Care Program Counseling & Services	5,000.
El Pollo Loco Charities 3535 Harbor BLVD STE. 100 Costa Mesa, CA 926296		PC	Fall Meal Program	5,000.
Grand Companions Humane Society P.O BOX 1156 Fort Davis, TX 79734		PC	Program and Operating Support	3,500.
Humane Heros 10930 E. Crystal Falls PKWY Leander, TX 78641		PC	Mission Admission Project	3,500.
Journey to Dream Foundation 1960 Archer AVE. Lewesville, TX 75077		PC	Homeless teen transitional living program	5,000.
Midland Humane Coalition, Inc. P.O BOX 53213 Midland, TX 78710		PC	Wellness and Treatment Center	5,000.
National Parks Conservation Association 777 6TH ST. NW STE. 700 Washington, DC 20001-3723		PC	Protecting the National Parks of Texas	5,000.
Polo Pony Rescue Inc. 11239 Davenport RD Santa Clarita, CA 91390		PC	Equine Retirement Program Support	8,750.
Southwestern Medical Foundation 3889 Maple AVE. STE. 100 Dallas, TX 75219		PC	Clinical Trial	10,000.
Wildlife Rescue, Inc. P.O BOX 302695 Austin, TX 78703		PC	Wildlife Rehabilitation	10,000.
WTF - Winning the Fight P.O BOX 27-1661 Flower Mound, TX 75027-1661		PC	Operating Support	3,000.

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

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. Paid during the year				
Your Home Team Cares P.O Box 270191 Flower Mound, TX 75027		PC	Community Member Support	3,000.
Buckner Children and Family Services, Inc. 700 N. Pearl ST. STE. 1200 Dallas, TX 75201		PC	Midland Ministries Family Pathways	10,000.
Buckner International 700 N. Pearl ST. STE. 1200 Dallas, TX 75201		PC	Operating Support	10,000.
Christ Church (Anglican) Midland 5501 N. Midkiff RD. Midland, TX 79705		PC	Hogan park	5,000.
Educate Midland 3500 N. A. ST. STE. 2700 Midland, TX 79705		PC	Program Promotion	2,500.
Girl Scouts of the Desert Southwest Southern, New Mexico, and West Texas, Inc. 9700 GIRL SCOUT WAY, EL PASO, TX 79924		PC	Midland Program Center	15,000.
Habitat for Humanity International 305 E. Texas Midland, TX 79702		PC	Partial House Sponsorship	5,000.
His Voice (aka His Voice Global) P.O BOX 10651 Midland, TX 79702		PC	Retreat Center	6,550.
Lake Brownwood Retreat, Inc. 9030 RETREAT ROAD BROWNWOOD, TX 76801		PC	Swimming pool maintenance	22,750.
La Promesa Foundation 1406 E. Garden Lane Midland, TX 79701		PC	Operating Support	500.
Midland Fair Havens, Inc 2400 Whitmire BLVD STE. 100 Midland, TX 79705		PC	Operating Support	2,500.
Parish Fair Area Foundation (City of Midland Parks and Recreation Endowment Fund) 3312 Andrews HWY Midland, TX 79703		PC	Nutrition Center Youth Program	5,000.
St. Ann's Parish Educational Endowment Fund, Inc. 1906 W. Texas AVE. Midland, TX 79701		PC	Youth Activity Center Capital Campaign	10,000.
Stonegate Fellowship - a Southern Baptist Church 6000 W. Wadley AVE Midland, TX 79707		PC	Special Offering	9,900.
Story Community Library, Inc P.O BOX 188 Story, WY 82842		PC	Library Expansion	10,000.
T4 Global Inc. 12655 N. Central EXPY STE. 600 Dallas, TX 75243		PC	Program Support	6,550.
West Texas Food Bank 411 S. Pagewood AVE. Odessa, TX 79761		PC	Food to Kids Program	5,000.

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

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. Paid during the year				
Wilderness Trek Christian Camp 6000 W. Wadley AVE. Midland, TX 79707		PC	Scholarships	5,000.
World Golf Foundation Inc. 425 South Legacy Trail ST. Augustine, FL 32092		PC	In school Equipment	10,000.
				2,594,982.

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
Ronald D. Scott 3525 Andrews Hwy, Ste 200 Midland, TX 79703	Vice Pres.	0.	0.	0.
	0.00			
Michel Curry 3525 Andrews Hwy, Ste 200 Midland, TX 79703	Sec/Treas	0.	0.	0.
	0.00			
		0.	0.	0.

Additional information from your Form 990-PF: Return of Private Foundation

Form 990-PF: Return of Private Foundation

TaxesContinuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Payroll Tax Expense	28,875.			
Total	28,875.			

Form 990-PF: Return of Private Foundation

Other ExpensesContinuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Miscellaneous	1,070.			
Employee Training	2,014.			
Supplies	967.			
Telephone, Telecommunications	4,037.			
Health insurance expense	77,614.			
Liability insurance	3,226.			
Workers compensation ins	307.			
Advantage Payroll Fees	1,725.			
Business Meals	1,310.			
Software Expense	17,841.			
Dues and Subscriptions	530.			
Website Expense	360.			
Professional Membership	3,840.			
Total	114,841.			

Employer Identification No.
20-5861163

[illegible]

[illegible]

Depreciation and Amortization
(Including Information on Listed Property)

▶ **Attach to your tax return.**
▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

Name(s) shown on return
The Henry Foundation

Business or activity to which this form relates
Form 990-PF page 1

Identifying number
20-5861163

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2017 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5. See instructions	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2019. Add lines 9 and 10, less line 12	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property. See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year. See instructions	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Don't include listed property. See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2018	17	1,691.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2018 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2018 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 30-year			30 yrs.	MM	S/L	
d 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	1,691.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Additional information from your 2018 Federal Exempt Tax Return

Form 990-PF: Return of Private Foundation

Line 1(b)

Itemization Statement

Description	Amount
Checking Account	196,523.
Checking Account	869,457.
Rounding	3.
Total	1,065,983.