



HENRY

FOUNDATION

2015 ANNUAL REPORT

Focusing Resources to Change Lives

FOUNDING DONORS



Jim and Paula Henry of Midland, Texas, established The Henry Foundation on August 9, 2006, to serve as a vehicle for carrying out their philanthropic interests and charitable endeavors.

FOUNDERS AND LIFETIME MEMBERS

James C. and Paula A. Henry

BOARD OF DIRECTORS

Terry R. Creech Steven H. Pruett Ronnie D. Scott

OFFICERS

James C. Henry, President/CEO

Paula A. Henry, Vice President

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Dinah S. Doggett, Administrative Assistant

CERTIFIED PUBLIC ACCOUNTANT

Janet L. Bender, CPA



PERSONAL BACKGROUND



James Cruce Henry (Jim) was born in Andagoya, Colombia, on September 23, 1934. His father, a mining engineer, graduated from the University of Kentucky and worked in Colombia for the South American Gold and Platinum Company. His mother, born on Staten Island, New York, grew up in the Panama Canal Zone where her father was a pilot throughout the area. In 1939, at age 5, Jim's family moved back to the United States, living in Marion, Kentucky.

While Jim's father worked for the Navy during World War II, the family moved to Evansville, Indiana. When the war ended in 1945, they moved to Oklahoma City where his father started his own farming equipment business. Jim graduated from Classen High School in 1952. Working summers and part-time during the school year, he paid for his own education at the University of Oklahoma, earning both a Bachelor's and Master's Degree in Petroleum Engineering by 1958. While at OU, Jim was president of Pi Epsilon Tau, a national honorary Petroleum Engineering

Society. He was elected to the Student Senate and was listed as one of 16 "Campus Personalities."

Jim briefly began his career with Humble Oil & Refining Company in McCamey, Texas, in 1958 before serving as a Lieutenant in the Air Force for the remainder of 1958 and 1959. Upon rejoining Humble, he worked in Monahans, Houston, Midland, and Andrews, Texas. Jim changed employment to Skelly Oil Company in 1964 and transferred to Tulsa, Oklahoma. Returning to Midland in 1969, he began working as Chief Engineer for Solar Oil Company. When Solar closed down, Jim formed H & L Consultants with Bob Landenberger, Chief Geologist, on November 1 of that year. In 1971, they renamed their company Henry & Landenberger, Inc. Jim bought out Mr. Landenberger in 1977 and founded Henry Petroleum LP, turning over company operations to Dennis Johnson in 1986. Jim did this so he would have more time for community involvement in charitable activities while remaining as CEO. When the company was sold to Concho Resources in 2008, Dennis formed Summit Petroleum and Jim started Henry Resources LLC, where he continues as Chairman. The company was sold again in 2010 to Linn Energy of Houston, Texas, retaining its name as Henry Resources LLC.

"Jim is a caring, giving, optimistic, funny and hardworking family man."

Comments of friends and associates in a video tribute prepared by Tom Hoskins, former neighbor and friend, for the National MS Society Dinner of Champions honoring Jime with the HOPE Award for outstanding philanthropic generosity and community service, 9.9.2001.

Paula Annette Hargrove Henry was born on July 26, 1943 in Brownfield, Texas, and raised in Carlsbad, New Mexico. The oldest of seven children, she moved to Midland immediately after graduating from high school in 1961. She was employed with Phillips Petroleum before marrying Jim on January 11, 1964 in Midland, Texas. The couple moved to Tulsa, Oklahoma, for the first years of their marriage and after returning to Midland, raised their three children: daughters, Jamie and Beverly, and son, David in the community. They have eleven grandchildren: 6 girls and 5 boys.



Paula earned an Associate's Degree from Midland College, graduating Summa Cum Laude. She earned her Bachelor's Degree in History from the University of Texas of the Permian Basin, and a Master's Degree in History from Texas Tech University, also graduating Summa Cum Laude both times. She taught history courses at Midland College for nine years, one year at UTPB and one year at Texas Tech. Paula served on the Laura Bush Women's Initiative for the George W. Bush Presidential Library and was elected to serve on the Board of Governors for the Midland Hospital Foundation in 2012. Through the years, Paula has actively supported other nonprofit groups and civic organizations in the community.

"And his wife, Paula, has assisted him and been right behind him in all of these activities. She has been generous with her time. After they married and raised their family, she went back and got her Masters and taught at Midland College for number of years. They've both been generous to Midland College."

Jim White, friend, "Opportunity Knocked," Permian Basin Oil & Gas, May 2012, page 30.

DONOR INTENT

VISION: Improving the quality of life for citizens of Midland, Texas through giving which will have a lasting effect.

PURPOSE: “To support charitable, benevolent, religious, eleemosynary (defined as generous assistance to the poor), literary, patriotic, civic and scientific and educational purposes and support other qualified organizations or entities engaged in such purposes.” (*Articles of Incorporation, August 9, 2006*)

CORE VALUES:

- Share Christian charity with excellence, i.e., to “live it,” focusing on problem solving and self-help for others.
- Teach family giving for the second generation and beyond.
- Encourage Company giving of time and financial resources through employee involvement and investment back into the community.
- Improve community life, i.e., to be visionary and inspire quality, to think “outside the box,” and promote opportunities for all people in communities (primarily Midland) where the Henrys have been connected during their lifetimes.

OBJECTIVES:

- 1) To make Midland a better place by supporting quality of life for all community residents,
- 2) To identify key projects to address community focus and direction,
- 3) To collaborate (partner and invest) with other non-profit organizations in order to address issues within the community which impede quality of life for all community residents, and
- 4) To invite other foundations and community groups to join in thoughtful giving which addresses root causes and “builds fences” rather than “band-aids” issues for the community.

FOUNDATION GIVING

2015 Grants:

Agape Christian Services (dba Agape Counseling Services of West Texas)..... \$10,000

Mission: To empower individuals, families, churches and communities by promoting wellness through Christian counseling, education, consultation and mediation.

Website: www.agapewesttexas.org

Grant Purpose: Operating Support

Aphasia Center of West Texas, Inc..... \$25,000

Mission: To repair communication and hope for individuals and families coping with aphasia through adaptive communication techniques, education and public awareness.

Website: www.aphasiaWTX.org

Grant Purpose: Operating and Program Support

Big Brothers Big Sisters of Midland, Inc..... \$10,000

Mission: To provide children facing adversity with professionally supported one-to-one mentoring relationships that change their lives for the better, forever.

Website: www.bbbsmidland.org

Grant Purpose: Program Support

Boys and Girls Club of Midland, Inc \$30,000

Mission: To enhance the quality of life for young people as participating members of a richly diverse society, with a special concern for disadvantaged youth, helping to develop the qualities they need to become responsible citizens and leaders.

Website: www.basinkids.org

Grant Purpose: Program Support (After School)

Buckner Children & Family Services, Inc..... \$10,000

Mission: To transform the lives of vulnerable children and build strong families.

Website: www.buckner.org

Grant Purpose: Program Support

Buffalo Trail Council, Boy Scouts of America..... \$45,000

Mission: To prepare young people to make ethical and moral choices over their lifetimes by instilling in them the values of the Scout Oath & Scout Law.

Website: www.buffalotrailbsa.org

Grant Purpose: Construction of new Program Areas and Shelters at Camp

Bynum School \$20,000+

Mission: To provide educational services for children and young adults with various disabilities.

Website: www.bynumschool.org

Grant Purpose: General Operating Support

Casa de Amigos of Midland, Texas, Inc..... \$50,000

Mission: To improve the quality of life throughout the community by helping people help themselves.

Website: www.casadeamigosmidland.org

Grant Purpose: General Operating Support

Communities in Schools of the Permian Basin, Inc..... \$20,000

Mission: To help young people of the Permian Basin stay in school, successfully learn and prepare for life by coordinating the connection of community resources in the school setting.

Website: www.cispb.org

Grant Purpose: Operating Support

Community and Senior Services of Midland, Inc. (dba Senior Link Midland) \$25,000

Mission: To improve the quality of life of Midland County residents by providing an array of services to help them maintain health, independence and dignity as they grow older.

Website: www.cssmidland.org

Grant Purpose: Support for Meals on Wheels Program

Community Children's Ministry (dba Children's Community Clinic)..... \$40,000

Mission: To provide compassionate, affordable healthcare to the children of Midland County families experiencing income challenges.

Website: www.communitychildrensclinic.org

Grant Purpose: General Operating Support (Rx/Staff)

Family Promise of Midland, Texas, Inc..... \$26,621

Mission: To end homelessness one family at a time.

Website: www.familypromiseofmidland.com

Grant Purpose: Purchase New People Mover Vehicle

Fellowship of Christian Athletes \$5,000

Mission: To present to coaches and athletes, and all whom they influence, the challenge and adventure of receiving Jesus Christ as Savior and Lord, serving Him in their relationships and in the fellowship of the Church.

Website: www.permianbasinfca.org

Grant Purpose: General Operating Support

First Presbyterian Church, Midland \$5,000

Mission: Loving and leading all people to deeper life in Jesus Christ.

Website: www.fpcmid.org

Grant Purpose: Deywa Ministries Uganda (Support of Medical Mission Work by Dr. Greg Bartha)

High Sky Children's Ranch \$25,000

Mission: Dedicated to healing abused children and promoting family wholeness.

Website: www.highsky.org

Grant Purpose: Partnering with Parents Program

Hispanic Cultural Center of Midland \$7,500

Mission: To preserve the Hispanic culture through the education of the arts for our youth.

Website: www.hccmidland.org

Grant Purpose: Ballet Folklorico Program

Junior Achievement of the Chisholm Trail (dba Junior Achievement of the Permian Basin) \$25,000

Mission: To inspire and prepare young people to succeed in a global economy.

Website: www.juniorachievement.org/web/japermianbasin

Grant Purpose: Program Support

MARC, Inc.....\$50,000*

Mission: To identify and meet the community needs of persons with developmental disabilities including integration in all aspects of community life - socially and in the workplace, and to provide housing, vocational training and rehabilitative services.

Website: www.marctexas.org

Grant Purpose: Neurotherapy Services (Contract with Archway Neurotherapy, LLC)

2015 Grants (continued):

Manor Park, Inc \$25,000

Mission: To offer a full range of retirement living, social and recreational activities and nursing care.

Website: www.manorparkinc.org

Grant Purpose: Mabee Center Nursing Home & Rehab Center Refurbishing

Marfa Public Radio Corporation (dba West Texas Public Radio) \$15,000

Mission: To provide radio that unites the community and promotes cultural enrichment through presentation and focus on the importance of art, education, science, quality of life and the local economy.

Website: www.kxwt.org

Grant Purpose: Operating Support

Midland Area AIDS Support Inc. (dba Midland/Odessa Area AIDS Support, Inc.) [MAAS] \$20,000

Mission: Ministers, through education and compassionate care, to all persons living with or at high risk of contracting HIV/AIDS.

Website: www.ribbonsflight.org

Grant Purpose: Program Support

Midland Chamber of Commerce Foundation, Inc \$100,000

Mission: To provide resources and services to promote and foster business growth and success of its members.

Website: www.midlandtexaschamber.org

Grant Purpose: Educate Texas Consultant

Midland Children's Rehabilitation Center, Inc \$50,000

Mission: To care and treat children diagnosed as having neurological or orthopedically handicapping conditions through physical therapy, occupational therapy, speech therapy, aquatic therapy, and hippotherapy.

Website: www.midlandchildrens.org

Grant Purpose: Operating Support

Midland Habitat for Humanity \$32,000

Mission: To eliminate poverty housing and homelessness in our community and to make decent shelter a matter of conscience and action.

Website: www.habitatmidland.org

Grant Purpose: Sponsorship of House (1/2)

Midland ISD Educational Foundation \$110,575**

Mission: To generate and distribute resources to students and Midland Independent School District employees to enrich, maintain and expand opportunities for pursuing excellence in education.

Website: www.midlandisd.net

Grant Purpose: Teacher Incentives

Midland ISD Educational Foundation \$56,663@

Mission: To generate and distribute resources to students and Midland Independent School District employees to enrich, maintain and expand opportunities for pursuing excellence in education.

Website: www.midlandisd.net

Grant Purpose: Support Services (Rent/Utility Assistance)

Midland Need to Read, Inc \$12,000

Mission: To improve literacy and enhance the productivity of Midland County adults.

Website: www.midlandneedtoread.org

Grant Purpose: Operating/Program Support

Midland Odessa Symphony and Chorale, Inc \$15,000

Mission: To enhance the quality of life in the Permian Basin by providing outstanding symphonic, choral & chamber music performances and music education programs.

Website: www.mosc.org

Grant Purpose: Youth Outreach Performances
(Mozart's Magnificent Voyage)

Midland Shared Spaces \$50,000

Mission: To provide affordable workspace and back office services and to foster collaborations that better serve the nonprofits and people of Midland County.

Website: www.midlandsharedspaces.org

Grant Purpose: General Operating Support

Midland Teen Court, Inc \$20,000

Mission: Provides an alternative system of justice for youth to promote accountability and community engagement.

Website: www.midlandteencourt.org

Grant Purpose: General Operating/Program Support

Midland Tennis Center, Inc (dba Bush Tennis Center) \$50,000

Mission: To provide everyone the opportunity to experience the game of tennis regardless of physical, financial or geographical barriers.

Website: www.bushtenniscenter.com

Grant Purpose: General Operating/Program Funds

Midland Tennis Center, Inc (dba Bush Tennis Center) \$8,261.79

Mission: To provide everyone the opportunity to experience the game of tennis regardless of physical, financial or geographical barriers.

Website: www.bushtenniscenter.com

Grant Purpose: Donor Appreciation Sign

Midland Young Life Building Foundation \$200,000

Mission: To own and operate a youth center in Midland, Texas used to introduce adolescents to Jesus Christ and help them grow in their faith.

Website: www.younglifemidland.org

Grant Purpose: New Young Life Building

Mission Agape \$5,000

Mission: To show the love of God in action by providing for the basic physical needs of others.

Website: www.missionagapewtx.org

Grant Purpose: Food for Success (Backpack Program)

Mission Health Care, Inc. (dba Mission Center Adult Day Services) \$35,000

Mission: To prevent premature or unnecessarily prolonged placement in residential institutions for eligible clients whose primary residence is in Midland, Ector and Martin counties of West Texas.

Website: www.missioncads.com

Grant Purpose: Program Support

Nonprofit Management Center of the Permian Basin \$30,000

Mission: To provide consulting, training and information to support the effectiveness of nonprofit organizations; offers leadership development, strategic planning, fund-raising, volunteer recruitment and retention, public relations and other capacity building challenges for area nonprofit organizations.

Website: www.nmc-pb.org

Grant Purpose: Program Support (Generations Training, National Executive Leadership Certification and Consultant Services)

2015 Grants (continued):

**Palmer Drug Abuse Program
Midland, Texas, Inc. (PDAP)..... \$30,000**
Mission: To offer counseling rehabilitation, intervention and prevention services to adolescent substance abusers and their families.
Website: www.pdapmidland.org
Grant Purpose: Program Support

**Permian Basin Public Telecommunications, Inc.
(dba Basin PBS) \$25,000**
Mission: To use telecommunication and broadcast media to advance education, culture and community throughout the Permian Basin by providing free thought-provoking, noncommercial programming and education services.
Website: www.basinpbs.org
Grant Purpose: Production/Broadcast of Western Perspectives Documentary (Episode 5)

**Philanthropy Southwest (formerly
Conference of Southwest Foundations).....\$500**
Mission: To provide a forum for Grantmaking Foundations, which encourages the exchange of information about the administration of giving programs as well as trends and needs in the Southwest region.
Website: www.philanthropysouthwest.org
Grant Purpose: Annual Fund

Safe Place of the Permian Basin..... \$50,000
Mission: To break the cycle of family violence by empowering individuals to make safe and healthy choices through awareness, advocacy, counseling and shelter while promoting hope, healing and dignity.
Website: www.safeplacenow.com
Grant Purpose: Operating Support

**Sharing Hands A Respite
Experience Inc. (SHARE) \$25,000**
Mission: To partner with all members of families where there are children with special needs, supporting their efforts to establish and maintain strong and successful families.
Website: www.sharewtx.org
Grant Purpose: Respite Care for Parents with Special Needs Children

**Sibley Environmental Learning Center
Foundation, Inc..... \$10,000**
Mission: To create understanding and appreciation of the nature and history of our region through a broad range of educational programs and personal experience.
Website: www.sibleynaturecenter.org
Grant Purpose: Operating Support

Teen Challenge of the Permian Basin, Inc \$30,000
Mission: To evangelize people who have life-controlling problems and initiate the Christian discipleship training so an individual can function as a Christian in society, applying spiritually motivated Biblical principles to relationships in the family, local church, chosen vocation and community.
Website: www.teenchallengepb.com
Grant Purpose: Operating Support

Teen Challenge of the Permian Basin, Inc \$20,000
Mission: To evangelize people who have life-controlling problems and initiate the Christian discipleship training so an individual can function as a Christian in society, applying spiritually motivated Biblical principles to relationships in the family, local church, chosen vocation and community.
Website: www.teenchallengepb.com
Grant Purpose: Chapel Renovations

**Teen F.L.O.W.
(Faithful Leaders of the Word) \$25,000**
Mission: To reach youth with the message of Jesus Christ and to equip them for a godly, productive life.
Website: www.teenflow.com
Grant Purpose: Program Support

The Way Retreat Center \$250,000
Mission: To create an environment that promotes spiritual and personal growth for individuals, families and groups on life's journey toward Christ.
Website: www.emmauscenter.org
Grant Purpose: Build Retreat Center (Challenge Grant)

United Way of Midland, Inc..... \$7,200
Mission: To raise funds for charitable entities within the community by consolidating fund-raising efforts of those organizations.
Website: www.uwmidland.org
Grant Purpose: 2014-15 Campaign Support

Unlock Ministries Inc..... \$30,000
Mission: To provide Christian ministry to at-risk children in order to develop leaders who will positively impact the community for Christ's Kingdom through a meaningful summer camp experience and discipleship through mentoring and positive peer leadership training.
Website: www.opcamp.com
Grant Purpose: Operating Support

TOTAL.....\$1,766,321

+ \$500,000 pledged for Capital Campaign by year end 2016.

***Includes \$30,000 additional funding contributed by the Lee M. & Edith Kidd Foundation in 2014.**

****Additional \$110,575 funding pledged for payment in 2016.**

@Repaid \$64,935 unspent funds at year end.



A house at 813 South Jackson Street was built by Henry Resources' employees together with Ortloff Engineers for the Cloverdale Addition sponsored by Midland Habitat for Humanity.

SECOND GENERATION GIVING:

American Society for the Prevention of Cruelty to Animals (ASPCA).....\$5,000

Mission: Rescue neglected, unwanted homeless dogs and cats; nurture and provide shelter until they are placed with a forever family; strive to reduce animal overpopulation; prevent cruelty to animals; teach responsible pet ownership through an outreach of humane education and a network of resources.

Website: www.asPCA.org

Grant Purpose: Program Support

Angel Acres Horse Haven Rescue, Inc\$5,000

Mission: Dedicated to saving horses bound for slaughter for human consumption; also assists in cases of equine abuse, neglect and abandonment.

Website: www.angelacreshorsehavenrescue.com

Grant Purpose: Program Support

Animal Trustees of Austin.....\$5,000

Mission: To serve the animals of the community by providing affordable, humane treatment with compassion and respect for all.

Website: www.animaltrustees.org

Grant Purpose: Program Support

Any Baby Can, Austin, Inc\$5,000

Mission: To empower families so children can succeed by providing education, therapy and family support services largely through evidence-based home visitation programs.

Website: www.anybabycan.org

Grant Purpose: General Operating Funds/Program

Austin Animal Center (City of Austin).....\$5,000

Mission: A non-profit organization dedicated to improving the quality of life for animals both inside and outside the center.

Website: www.austinanimalcenter.org

Grant Purpose: Program Support

Austin Pets Alive!\$5,000

Mission: Dedicated to keeping Austin no-kill.

Website: www.austinpetsalive.org

Grant Purpose: Program Support

Austin Zoo, Inc\$8,600

Mission: Assists animals in need through rescue, rehabilitation and education

Website: www.austinzoo.org

Grant Purpose: Handheld & Full Scan X-ray for on-site Veterinary Clinic

Casa de Amigos of Midland, Texas, Inc.....\$6,000

Mission: To improve the quality of life throughout the community by helping people help themselves.

Website: www.casadeamigosmidland.org

Grant Purpose: Annual Campaign (Challenge Grant)

Castleton Ranch Horse Rescue, Inc\$5,000

Mission: Provide rescue, rehabilitation adoption and retirement for horses from many different situations of abuse/neglect.

Website: www.castleranchhorserescue.com

Grant Purpose: Program Support

Central Texas Animal Sanctuary (dba Thundering Paws Animal Sanctuary)\$5,000

Mission: To offer a safe haven for animals of all kinds, with an emphasis on domestic animals who are homeless, neglected, injured or abused.

Website: www.thunderingpaws.org

Grant Purpose: Program Support

Children's Advocacy Center for Denton County, Inc\$6,777.77

Mission: To provide justice and healing for abused children through interagency collaboration and community education.

Website: www.cacdc.org

Grant Purpose: General Operating Funds/Program

Christian Community Action.....\$6,777.78

Mission: In the name of Jesus Christ, Christian Community Action ministers to the poor by providing comprehensive services that alleviates suffering, brings hope and changes lives.

Website: www.ccahelps.org

Grant Purpose: General Operating Funds/Program

Communities in Schools of North Texas, Inc.....\$6,777.77

Mission: To surround students with a community of support, empowering them to stay in school and achieve in life.

Website: www.cisnt.org

Grant Purpose: General Operating Funds/Program

Court Appointed Special Advocates of Denton County, Inc. (aka CASA of Denton County).....\$6777.78

Mission: To provide trained community volunteers, to advocate for the best interests of abused and neglected children and to promote community awareness about child abuse issues.

Website: www.casadenton.org

Grant Purpose: General Operating Funds/Program

Flower Mound United Methodist Church\$5,000

Mission: To make disciples of Jesus Christ for the transformation of the world by proclaiming the good news of God's grace and by exemplifying Jesus' command to love God and our neighbor in all we do.

Website: www.fmumc.org

Grant Purpose: "Opening Doors" Capital Campaign

Girls on the Run Salt Lake (Utah), Inc\$20,000

Mission: To inspire girls to be joyful, healthy and confident using a fun experience – based curriculum which creatively integrates running.

Website: www.girlsontherunutah.org

Grant Purpose: Program Support

Habitat for Humanity of Denton, Inc.....\$6,777.78

Mission: To eliminate substandard housing and homelessness worldwide and to making adequate, affordable shelter a matter of conscience and action.

Website: www.hfhdentoncounty.org

Grant Purpose: General Operating Funds/Program

Hearts for Homes.....\$6,777.78

Mission: Improving the living conditions of low-income senior homeowners in Denton County.

Website: www.heartsforhomes.org

Grant Purpose: General Operating Funds/Program

Heifer Project International, Inc\$5,000

Mission: To end hunger and poverty and to care for the Earth using gifts of livestock, seeds, trees and training in sustainable agriculture community development projects to help millions of people become self-reliant.

Website: www.heifer.org

Grant Purpose: General Operating Funds/Program

Humane Society of Austin & Travis County, Inc.....\$5,000
Mission: Offers comprehensive, humane, life-saving animal services, transforming the lives of animals and those who love them.
Website: www.austinhumanesociety.org
Grant Purpose: Program Support

Journey To Dream Foundation\$6,777.78
Mission: To see lives transformed by God through equipping and empowering youth to overcome adversity and live purposeful lives.
Website: www.journeytodream.com
Grant Purpose: General Operating Funds/Program

June Shelton School and Evaluation Center \$10,000
Mission: A school and resource center dedicated to making a difference by serving and empowering the lives of students who learn differently Because Not All Great Minds Think Alike.
Website: www.shelton.org
Grant Purpose: General Operating Funds/Program

Lewisville Education Foundation, Inc\$6,777.78
Mission: Providing financial support to the Lewisville Independent School District teachers and students.
Website: www.lisdef.org
Grant Purpose: General Operating Funds/Program

Liberty Educational Ministries, Inc. (aka Liberty Christian School) \$10,000
Mission: To fulfill our vision of empowering students to embrace a lifestyle that stands firmly for all values consistent with God's word, by working in concert with families who profess faith in Jesus Christ by providing a college preparatory education based on God's Holy Word.
Website: www.libertychristian.com
Grant Purpose: General Operating Funds/Program

Midland Christian School.....\$5,000
Mission: To lead students, preschool through 12th grade, to love God and seek truth by training them in a Christ-centered environment that emphasizes moral and academic excellence and inspires them to develop their God-given talents for lives of Christian leadership and service.
Website: www.midlandchristianschool.org
Grant Purpose: 'Pave the Way' Capital Campaign

Midland Classical Academy\$5,281
Mission: Academic education for grades K-12 which provides all mandated courses plus offers sports and other extra-curricular activities for 500 students.
Website: www.mcaknights.org
Grant Purpose: Literacy/Dysculia Training for STRIVE Reading with Educational Staff

Midland Humane Coalition, Inc.....\$5,000
Mission: To end euthanasia in the Permian Basin by finding homes for healthy, adoptable pets.
Website: www.midlandhumane.org
Grant Purpose: General Operating Funds/Program

Midland Tennis Center, Inc (dba Bush Tennis Center)..... \$30,000
Mission: To provide everyone the opportunity to experience the game of tennis regardless of physical, financial or geographical barriers.
Website: www.bushtenniscenter.com
Grant Purpose: Annual Campaign

National Parks Conservation Association\$3,400
Mission: To protect and enhance America's National Park System for present and future generations.
Website: www.npca.org
Grant Purpose: General Operating Funds/Program

National Wildlife Federation\$5,000
Mission: To inspire Americans to protect wildlife for our children's future.
Website: www.nwf.org
Grant Purpose: General Operating Funds/Program

Noah's Lost Ark, Inc.....\$5,000
Mission: To care for endangered and abused animals.
Website: www.noahslostark.org
Grant Purpose: General Operating/Program Support

Ocean Conservancy, Inc.....\$5,000
Mission: Educate and empower people to take action on behalf of the ocean.
Website: www.oceanconservancy.org
Grant Purpose: Program Support

People for Ethical Treatment of Animals (aka PETA)..... \$10,000
Mission: Dedicated to establishing and protecting the rights of all animals.
Website: www.peta.org
Grant Purpose: General Operating Funds/Program (Vanguard Society)

Ranch Hand Rescue.....\$6,777.78
Mission: To save abused and neglected farm animals with special focus on animals requiring critical care, to adopt out rehabilitated animals, to provide a caring sanctuary for the animals that have ongoing needs and to help people with personal, mental and psychological challenges to change and better their lives through Equine/Animal Assisted Counseling.
Website: www.ranchhandrescue.com
Grant Purpose: Capital Grant (HVAC Unit and Electrical/Lighting for New Location)

Smile Train, Inc.....\$5,000
Mission: To provide free cleft surgery for millions of children in developing countries suffering from clefts and to provide free cleft-related training for doctors and medical personnel.
Website: www.smiletrain.org
Grant Purpose: General Operating Funds/Program

Texas Tech Foundation, Inc.....\$5,000
Mission: To accept, invest and distribute gifts for the benefit of the Texas Tech University (TTU) System.
Website: www.give2tech.com/foundation
Grant Purpose: Annual Campaign (Fund for Excellence)

The Genesis Center of the Permian Basin (assumed name of Cedar Creek Non-Profit Housing, Inc.) \$10,000
Mission: To help women and their children in crises to have a place to come without fear of cost to get their lives back on track and become productive and successful once again.
Website: www.genesiscentermidland.com
Grant Purpose: General Operating Funds/Program

**The Public for Animal Welfare, Inc.
(dba PAWS Shelter & Humane Society) \$5,000**
Mission: To provide care and love to homeless, abandoned and abused animals in Central Texas.
Website: www.pawsshelter.org
Grant Purpose: Program Support

**The Rotary Foundation of Rotary International
(designated for Cross Timbers Rotary Club) ... \$10,000**
Mission: To bring together business and professional leaders in order to provide humanitarian services, encourage high ethical standards in all vocations, and to advance goodwill and peace around the world.
Website: www.crosstimbersrotary.com
Grant Purpose: Program Support

World Wildlife Fund, Inc..... \$5,000
Mission: Conservation of nature.
Website: www.worldwildlife.org
Grant Purpose: Program Support

TOTAL..... \$284,281

(NOTE: Giving is per the recommendation of Second Generation family members to support organizations and needs in communities where they live and to support personal interests for specific causes which align with the vision and mission of the foundation; gifts are unrestricted donations unless otherwise noted.)

BOARD DISCRETIONARY GIVING:

Fellowship of Christian Athletes \$6,000
Mission: To present to coaches and athletes, and all whom they influence, the challenge and adventure of receiving Jesus Christ as Savior and Lord, serving Him in their relationships and in the fellowship of the Church.
Website: www.permianbasinfca.org
Grant Purpose: Operations/Scholarships

Kaleidoscope Ministries..... \$3,000*
Mission: To mentor at-risk children living in generational poverty, introduce them to the Gospel and encourage them to be all God created them while meeting their educational and physical needs.
Website: www.midlandkm.com
Grant Purpose: General Operating Support

Kwo Ministries..... \$10,000
Mission: To raise funds to support orphans and widows in Kenya, East Africa.
Website: www.kwoministries.org
Grant Purpose: Program Support

**Midland Children's Rehabilitation
Center Fund, Inc. \$6,000**
Mission: To oversee and manage dollars gifted to Midland Children's Rehabilitation Center, Inc. and held in endowment.
Website: midlandchildrens.org
Grant Purpose: Endowment

Midland Memorial Foundation \$6,000
Mission: 1) Helping friends of the hospital reach their own goals through philanthropic giving to Midland Memorial Hospital, 2) working with physicians and hospital administration to identify projects which lend themselves to philanthropic fund raising, and 3) aiding the volunteer Board of Governors to build a significant Endowment Fund which will ensure that quality health care continues to be available to the people of Midland County.
Website: www.midland-memorial.com
Grant Purpose: Memorial Gift for Mrs. Dorcus Hulsey, Paula Henry's Mother.

Polwarth Ministries \$3,000*
Mission: To pastor individuals involved in Christian organizations by providing mentoring relationships, spiritual retreats and the practicing of spiritual discipline in prayer and general life issues.
Website: www.polwarthministries.com
Grant Purpose: Program Support

**The Rosser Foundation A Pure
Charitable Trust and Public Charity
(aka International Cooperating Ministries) \$30,000**
Mission: Restoring lives, transforming communities and changing nations through Jesus Christ and His Church by nurturing believers and assisting church growth worldwide.
Website: www.icm.org
Grant Purpose: Program Support

Safe Place of the Permian Basin..... \$6,000
Mission: To break the cycle of family violence by empowering individuals to make safe and healthy choices through awareness, advocacy, counseling and shelter, while promoting hope, healing and dignity.
Website: www.safeplacenow.com
Grant Purpose: Capital Campaign

Trinity School of Midland, Texas..... \$6,000
Mission: To be a college preparatory community that provides a nurturing environment to enrich the mind, strengthen the body, enliven the soul and inspire servant leadership.
Website: www.trinityschool.org
Grant Purpose: Capital Campaign (2 Chairs in the Commons designated with Jim and Paula Henry's names)

Unlock Ministries, Inc..... \$10,000
Mission: To minister to at-risk kids in our city in order to develop leaders who will positively impact our community.
Website: www.opcamp.org
Grant Purpose: Program Support

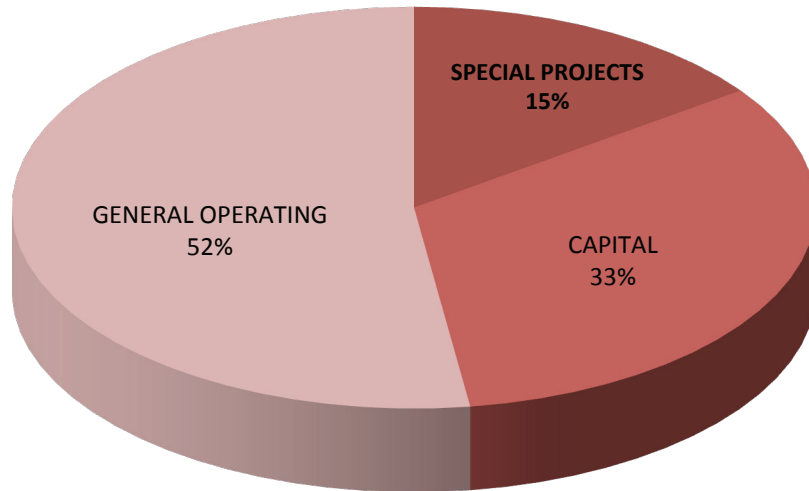
Vietnamese Bible, Inc..... \$4,000*
Mission: To make the New Vietnamese Bible available in today's language of Vietnam.
Website: www.nvbible.org
Grant Purpose: Program Support

TOTAL..... \$90,000

*Match giving by David C. Bledsoe, Henry Resources' employee

(NOTE: Giving is per the recommendation of Board Directors to support personal interests for specific causes which align with the vision and mission of the foundation; gifts are unrestricted donations unless otherwise noted.)

AREAS OF GRANTS AND GIVING BY SUPPORT AREA



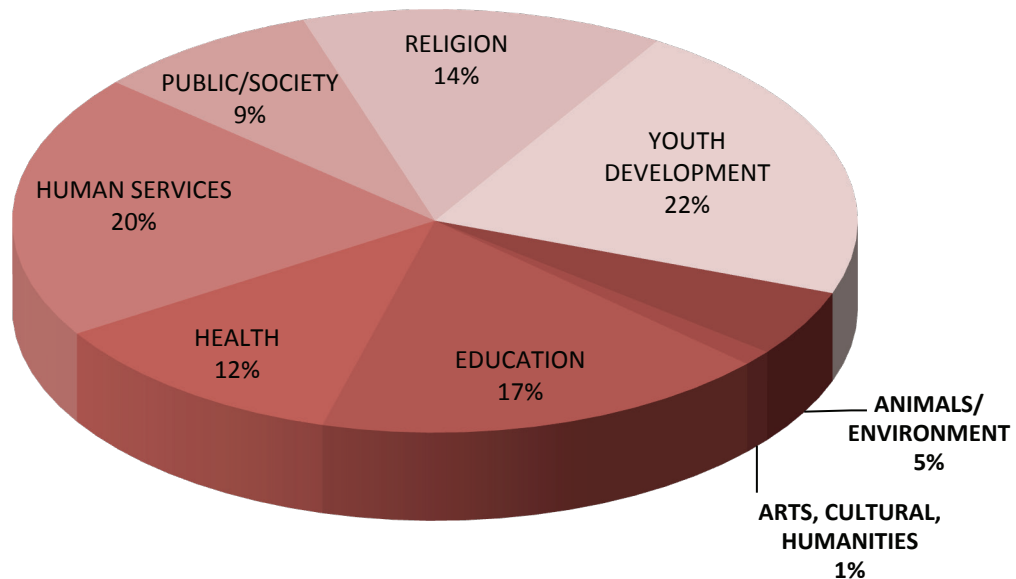
GENERAL OPERATING- \$1,118,103

SPECIAL PROJECTS- \$323,238

CAPITAL- \$699,261

TOTAL \$2,140,602

AREA OF GRANTS AND GIVING BY PROGRAM AREA



AREAS OF GIVING

| | | | |
|-----------------------------------|------------------|--------------------------|------------------|
| ANIMALS/ENVIRONMENT | \$108,778 | HUMAN SERVICES | \$434,710 |
| ARTS, CULTURAL, HUMANITIES | \$25,000 | PUBLIC/SOCIETY | \$183,762 |
| EDUCATION | \$374,074 | RELIGION | \$297,000 |
| HEALTH | \$252,000 | YOUTH DEVELOPMENT | \$465,278 |

TOTAL \$2,140,602

Grant Making at a Glance

| GRANTS | 2015 General | 2015 Second Generation | 2015 Board Discretionary | 2015 TOTAL | TOTAL SINCE INCEPTION |
|----------------|-----------------|------------------------------|--------------------------------|---------------|--------------------------|
| Total Number | 48 | 39 | 11 | 98 | 230 |
| Total Amount | \$1,766,321 | \$284,281 | \$90,000 | \$2,140,602@ | \$8,832,230 |
| Average Amount | \$36,798 | \$7,289 | \$8,182 | \$21,843 | \$38,401 |
| Smallest Gift | \$500 | \$3,400 | \$3,000 | \$500 | \$250 |
| Largest Gift | \$250,000* | \$30,000 | \$30,000 | \$250,000* | \$500,000@ |

* @ Additional pledge amounts total \$635,575,
\$500,000 to Bynum School for new facility,
\$110,575 for MISD teacher incentives,
and \$25,000 to University of Texas M.D. Anderson Cancer Center for Education Awareness Luncheon.

Gift Analysis

(combined totals since inception without pledge amounts included)

SIZE

- 39 (17%) of all gifts were above \$50,000 and totaled \$6,218,402, or 76% of all giving

TOP PROGRAM GIFTS

- 1 at \$150,000
- 1 at \$50,664
- 16 at \$50,000

GEOGRAPHY

- 173 gifts were contributed to Midland organizations, including 36 who also serve the broader Permian Basin area
- 57 gifts were given outside the Midland area, including 34 in Texas, 20 in the United States and 3 providing International services.

TOP CAPITAL GIFTS

- 1 at \$1,110,500+
- 1 at \$610,500+
- 3 at \$500,000@
- 1 at \$405,000 (inkind)
- 1 at \$350,000
- 1 at \$200,000
- + Over 2 years

TYPE

- 45 Capital & Special Project gifts totaled \$5,584,825 (63%) of all giving, or \$124,107 average per gift
- 185 program gifts totaled \$3,247,405 (37%) of all giving, or \$17,554 average per gift

Impact of Grantee Programs*

66,608 individuals in the Permian Basin had access to food, education, counseling, shelter, and other services that will improve their lives and our community in 2015.

Hot meals served
to senior citizens



260,910

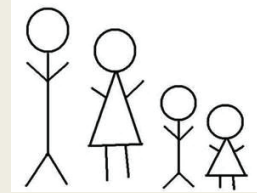
3,144

families strengthened through counseling and support

419

forever changed

Young lives protected from abuse and neglect



The Henry Foundation

Focusing Resources to Change Lives.

Priority Areas

- Education
- Youth Development
- Families

Grants made
68

Funding for programs serving youth in Midland

89%

13,822

Critical **medical visits** made possible to children in need



6

Programs funded to increase academic success of children in Midland.

13

building projects currently underway or recently completed

*Based on 2014 Reported Outcomes

THE HENRY FOUNDATION

GUIDELINES:

Geographic: 80% Midland [plus 20% giving recommended by Board of Directors and Second Generation family members; may be out of area.]

Giving Focus: Education (20%), Social Services (18%), Health (11%), Civic (11%), Arts (8%), Industry (9%), Youth (7%), Religious (7%), Environment/Animals (1%), Miscellaneous (1%), Public (5%), and National (2%)*

**Source: Master Spreadsheet of all Personal, Company and Major Gifts: 2008-2012.*

PROCEDURE:

- 1) A Pre-Application Summary Form (found on the Pre-Application Page under the Grants heading at www.henrymidland.org) is initially due on or before the 15th of any month.
- 2) Once reviewed and the organization's IRS 501(c)(3) status is verified, full proposals (as appropriate) are requested by a given deadline using an online application link provided to grantees.
- 3) Upon receipt of a full proposal, a Due Diligence Review, including reverification of IRS 501(c)(3) status is completed by staff for presentation and consideration of funding by the Foundation's Board of Directors.
- 4) Semi-annual Board of Director's meetings are scheduled in the Spring and Fall to review recommendations and approve funding.

NOTE: The Foundation's schedule remains flexible and each organization requesting funding bears sole responsibility for submitting a completed application in a timely manner. Incomplete applications will be delayed until the next Board of Director's meeting.

- 5) Grantees are notified of funding and asked to sign a Grant Agreement plus submit an evaluation/outcome report by a designated date.

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