Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending ,

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 ► ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 3,764,540.

J Accounting method ☒ Cash ☐ Accrual ☐ 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 ► ☐

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)	6,899,564.			
	2 Ck ► ☐ if the foundn is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	717.	717.		
	4 Dividends and interest from securities	51.	51.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	23,113.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 23,114.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total** Add lines 1 through 11	6,923,445.	768.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	369,501.			
	14 Other employee salaries and wages	134,327.			
	15 Pension plans, employee benefits	51,817.			
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	2,400			
	c Other prof fees (attach sch)	1,200			
	17 Interest				
	18 Taxes (attach schedule)(see instrs) Payroll Tax Expense	24,741.			
	19 Depreciation (attach sch) and depletion L-19 Stmt	2,697.			
	20 Occupancy				
	21 Travel, conferences, and meetings	8,270.			
	22 Printing and publications	1,534.			
	23 Other expenses (attach schedule) See Line 23 Stmt	35,641.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	632,128.			
	25 Contributions, gifts, grants paid	3,315,614.			3,315,614.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,947,742.			3,315,614.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	2,975,703.			
	b **Net investment income** (if negative, enter -0-)		768.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing		149,686.	149,686.
	2	Savings and temporary cash investments	802,472.	3,607,811.	3,607,811.
	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 sch) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	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 ► 15,419.			
		Less accumulated depreciation (attach schedule) . . . L-14. Stmt ► 8,676.	9,440.	6,743.	6,743.
	15	Other assets (describe ► Employee receivable-United Way)		300.	300.
	16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	811,912.	3,764,540.	3,764,540.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► Payroll Tax)	196.	16.	
	23	**Total liabilities** (add lines 17 through 22)	196.	16.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	811,716.	3,764,524.	
	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)	811,716.	3,764,524.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	811,912.	3,764,540.	

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	811,716.
2	Enter amount from Part I, line 27a	2	2,975,703.
3	Other increases not included in line 2 (itemize) ► Income Tax Refund	3	218.
4	Add lines 1, 2, and 3	4	3,787,637.
5	Decreases not included in line 2 (itemize) ► See Other Decreases Stmt	5	23,113.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,764,524.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a				
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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 does not 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 (column (b) divided by column (c))
2013	2,863,005.	917,948.	3.118919
2012	4,800.	898,626.	0.005341
2011	50,000.	800,766.	0.062440
2010	453,071.	978,449.	0.463050
2009	4,981.	985,916.	0.005052

2	**Total** of line 1, column (d)	2	3.654802
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.730960
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,477,387.
5	Multiply line 4 by line 3	5	1,079,911.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8.
7	Add lines 5 and 6	7	1,079,919.
8	Enter qualifying distributions from Part XII, line 4	8	3,315,614.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 — see instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter 'N/A' on line 1. Date of ruling or determination letter _______ (attach copy of letter if necessary — see instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	8.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	8.
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	8.
6	Credits/Payments			
a	2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a		
b	Exempt foreign organizations — tax withheld at source	6 b		
c	Tax paid with application for extension of time to file (Form 8868)	6 c 50.		
d	Backup withholding erroneously withheld	6 d		
7	Total credits and payments. Add lines 6a through 6d		7	50.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	42.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 42. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1 b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX - Texas			
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*	8 b	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 2014 or the taxable year beginning in 2014 (see 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 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)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.henrymidland.org

14 The books are in care of ► Terry R. Creech CPA Telephone no. ► (432) 694-3000
Located at ► 3525 Andrews Hwy Midland TX ZIP + 4 ► 79703

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here ► ☐
and enter the amount of tax-exempt interest received or accrued during the year ► 15

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). 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
1 a	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1 c		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement — see instructions)	2 b		
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__ .			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2014 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 2014.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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 2014?	4 b		X

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

5 a 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)? **5 b**

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

6 a 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? **6 b** No: X

If 'Yes' to 6b, file Form 8870

7 a 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? **7 b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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.
Terry Creech 3525 Andrews Hwy, Ste 200 Midland TX 79703	Vice Pres. 0.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		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
Lael Cordes-Pitts 2311 Culpepper Dr. Midland TX 79705	Executive Director 40.00	369,501.	7,812.	0.
Dinah Doggett Box 722 Stanton TX 79782	Executive Assistant 40.00	112,462.	1,010.	0.

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 ▶		None

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 ▶	None

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	1 a	
b	Average of monthly cash balances	1 b	1,499,885.
c	Fair market value of all other assets (see instructions)	1 c	
d	**Total** (add lines 1a, b, and c)	1 d	1,499,885.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1 e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,499,885.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	22,498.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,477,387.
6	**Minimum investment return.** Enter 5% of line 5	6	73,869.

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	73,869.
2 a	Tax on investment income for 2014 from Part VI, line 5 — 2 a	8.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2 b			
c	Add lines 2a and 2b		2 c	8.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	73,861.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	73,861.
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	73,861.

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	1 a	3,315,614.
b	Program-related investments — total from Part IX-B	1 b	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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,315,614.
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	8.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,315,606.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				73,861.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2014				
a From 2009 ...... 0.				
b From 2010 ...... 315,919.				
c From 2011 ...... 10,193.				
d From 2012 ...... 0.				
e From 2013 ...... 2,817,126.				
f Total of lines 3a through e	3,143,238.			
4 Qualifying distributions for 2014 from Part XII, line 4. ► $ 3,315,614.				
a Applied to 2013, 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 2014 distributable amount				73,861.
e Remaining amount distributed out of corpus	3,241,753.			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,384,991.			
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 2013 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				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 2009 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	6,384,991.			
10 Analysis of line 9:				
a Excess from 2010 .. 315,919.				
b Excess from 2011 .. 10,193.				
c Excess from 2012 .. 0.				
d Excess from 2013 .. 2,817,126.				
e Excess from 2014 .. 3,241,753.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: **a** 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year — see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

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 (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

The Henry Foundation
3525 Andrews Hwy
Midland TX 79703 (432) 522-2285

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

www.henrymidland.org

c Any submission deadlines:

www.henrymidland.org

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

www.henrymidland.org

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
United Way of Midland 1209 W. Wall Street Midland TX 79701		PC	Campaign Support	22,200.
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 support and men's shelter renovation	60,000.
Boys and Girls Club of Midland, Inc. P.O. Box 284 Midland TX 79702		PC	Program support for after school, replace flooring	35,100.
Bynum School P.O. Box 80175 Midland TX 79708		PC	General operating support, SMASH Event	30,000.
Community Children's Clinic P.O. Box 3328 Midland TX 79702		PC	General operating support. RX and staff.	40,000.
Midland Tennis Center, Inc. P.O. Box 4914 Midland TX 79704		PC	General operating funds and programs, annual campaign	75,000.
Mission Health Care, Inc. 3500 North A Street, Ste 1300 Midland TX 79705		PC	Program support.	35,000.
Sharing Hands A Respite Experience, Inc. P.O. Box 10991 Midland TX 79702		PC	Respite care for parents with special needs children.	25,000.
See Line 3a statement				2,983,314.
Total ► **3a**				3,315,614.
***b** Approved for future payment*				
Bynum School P.O. Box 80175 Midland TX 79708		PC	Capital campaign	500,000.
Midland College Foundation Inc. 3600 N. Garfield Midland TX 79705		PC	Partnerships and progress capital campaign	1,000,000.
Midland ISD Education Foundation 615 W. Missouri Midland TX 79701		PC	Program support	135,400.
Total ► **3b**				1,635,400.

Part XVI-A Analysis of Income-Producing Activities

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	717.	14		
4 Dividends and interest from securities	522100	51.	14		
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					23,113.
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)		768.			23,113.
13 **Total.** Add line 12, columns (b), (d), and (e) — 13					23,881.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
3	Investment earnings used to increase value of amounts for the purpose of funding charitable organizations.
4	Dividend earnings used to increase value of amounts for the purpose of funding charitable organizations.
8	Gain is being reported only on the distribution/donation of property received and in turn donated to Midland Tennis Center. This property will be developed into a special needs park which furthers the objective of the foundation "to make Midland a better place by supporting quality of life for all residents".

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) of the Code (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	1 a (1)		X
(2)	Other assets	1 a (2)		X
b	Other transactions.			
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3)	Rental of facilities, equipment, or other assets	1 b (3)		X
(4)	Reimbursement arrangements	1 b (4)		X
(5)	Loans or loan guarantees	1 b (5)		X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Terry R. Creech — 05/28/2015 — Vice President + Secretary

Signature of officer or trustee | Date | 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Janet Bender	Janet Bender	5/27/15		P00406563

Firm's name ► JANET BENDER CPA, P.C. — Firm's EIN ► 26-2910181

Firm's address ► PO BOX 4845, MIDLAND TX 79704-4845 — Phone no (432) 682-9996

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2014

Name of the organization	Employer identification number
The Henry Foundation	20-5861163

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . . . . ► $ ________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
The Henry Foundation	20-5861163

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Jim and Paula Henry 3525 Andrews Hwy Midland TX 79703	$ 6,846,450.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	Kidd Family Foundation P.O. Box 1359 Denver City TX 79323	$ 30,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	Henry Energy LP 3525 Andrews Hwy Midland TX 79703	$ 23,114.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
The Henry Foundation	20-5861163

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	3.31 Acres within Section 24, Block 40-T1S in Midland County, Texas	$ 23,114.	10/24/14
		$	
		$	
		$	
		$	
		$	

Form **4562**

Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► Attach to your tax return.

► Information about Form 4562 and its separate instructions is at *www.irs.gov/form4562*.

OMB No 1545-0172

2014

Attachment Sequence No 179

Name(s) shown on return: The Henry Foundation

Identifying number: 20-5861163

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

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 2013 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2015. Add lines 9 and 10, less line 12 ►	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II — Special Depreciation Allowance and Other Depreciation (**Do not** 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 (**Do not** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2014	17	2,697.
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 ► ☐		

Section B — Assets Placed in Service During 2014 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
19 a 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			27.5 yrs	MM	S/L	
property			27.5 yrs	MM	S/L	
i Nonresidential real			39 yrs	MM	S/L	
property				MM	S/L	

Section C — Assets Placed in Service During 2014 Tax Year Using the Alternative Depreciation System

20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 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	2,697.
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	

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A – Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.*)

24 a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If 'Yes,' is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use:								
27 Property used 50% or less in a qualified business use:								
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: *If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles*

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2014 tax year (see instructions):					
43 Amortization of costs that began before your 2014 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

Supporting Statement of:

Form 990-PF, p1/Line 1(a)

Description	Amount
Sch B - Number 1	6,846,450.
Sch B - Number 2	30,000.
Land at FMV	23,114.
Total	6,899,564.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Business Registrations	229.			
Employee Training	1,118.			
Facilities and Equiptment	805.			
Supplies	3,473.			
Telephone, Telecommunications	3,514.			
Insurance Liability	3,332.			
Workers Compensation Insurance	423.			
Miscellaneous	53.			
Advantage Payroll Fees	1,298.			
Rounding				
Software Expense	21,396.			
Total	35,641.			

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person . . ☐ Business . ☐ Ronald D. Scott 5612 Drexel Court Midland TX 79705	Vice Pres. 0.00	0.	0.	0.
Person . . ☐ Business . ☐ Terry Creech 3525 Andrews Hwy, Ste 200 Midland TX 79703	Secretary 0.00	0.	0.	0.
Total		0.	0.	0.

Form 990-PF, Page 2, Part III, Line 5
Other Decreases Stmt

Book/Tax diff of FMV of donated land	23,113.
Total	23,113.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a 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	Person or Business Checkbox / Amount
a *Paid during the year*				
Teen F.L.O.W. P.O. Box 733 Midland TX 79702		PC	Program support.	Person or Business 20,000.
Unlock Ministries, Inc. P.O. Box 5562 Midland TX 79701		PC	Operating support.	Person or Business 30,000.
Agape Christian Services 3500 North A Street #2400 Midland TX 79705		PC	Operating support.	Person or Business 10,000.
Aphasia Center of West Texas, Inc. 5214 Thomason Drive Midland TX 79703		PC	Operating and program support.	Person or Business 25,000.
Casa de Amigos of Midland TX, Inc. 1101 E. Garden Lane Midland TX 79701		PC	Operating support.	Person or Business 50,000.
Centers for Children and Families, Inc. 1004 N. Big Spring, Suite 325 Midland TX 79701		PC	Purchase and renovate facility	Person or Business 350,000.
Communities in Schools of the Permian Basin, Inc. P.O. Box 60594 Midland TX 79711		PC	Operating support.	Person or Business 18,000.
Community and Senior Servies of Midland 3301 Sinclair Ave. Midland TX 79707		PC	Support for the Meals on Wheels program.	Person or Business 25,000.
High Sky Children's Ranch 8701 West County Road 60 Midland TX 79707		PC	Parnering with parents program.	Person or Business 25,000.
Hispanic Culture Center of Midland P.O. Box 51404 Midland TX 79710		PC	Ballet Folklorico Program.	Person or Business 7,500.
Midland Children's Rehabilition Center 802 Ventura Midland TX 79705		PC	Operating support.	Person or Business 50,000.
Midland Need to Read 1709 W. Wall Street Midland TX 79701		PC	Operating support.	Person or Business 10,000.
Midland Odessa Symphony and Chorale P.O. Box 60658 Midland TX 79711		PC	Youth outreach performances.	Person or Business 15,000.
NonProfit Management Center 3500 North A St., Ste 2300 Midland TX 79705		PC	Program support.	Person or Business 50,000.
Safe Place of the Permian Basin P.O. Box 11331 Midland TX 79702		PC	Operating support.	Person or Business 50,000.

Form 990-PF, Page 11, Part XV, line 3a Continued
Line 3a 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	Person or Business Checkbox / Amount
***a** Paid during the year*				
Midland ISD Education Foundation 615 West Missouri Midland TX 79701		PC	Teacher incentive pay, new stage curtain San Jacinto Jr. High School	Person or Business 505,000.
Permian Basin Public Telecommunications P.O. Box 8940 Midland TX 79708		PC	Production/Broadcast of Western Perspectives Documentary, Episode 4.	Person or Business 25,000.
CASA of West Texas 1611 W. Texas Midland TX 79701		PC	Renovate existing offices, build volunteer training center	Person or Business 50,000.
COM Aquatics, Inc 3003 North A Street Midland TX 79705		PC	Scholarships	Person or Business 10,000.
Friends of Midland Soccer 1405 W. Illinois Midland TX 79701		PC	Beal Park Soccer Complex (Phase 1)	Person or Business 50,000.
Hillcrest School 2800 North A Street Midland TX 79705		PC	Build gymnasium and upper level classrooms	Person or Business 200,000.
I-20 Wildlife Preserves & Jenna Welch Nature Study Center P.O. Box 2906 Midland TX 79702		PC	Education project for youth, Underwriting special event	Person or Business 20,000.
Midland/Odessa Area AIDS Support, Inc. 214 West Texas Ave. Midland TX 79701		PC	Program support	Person or Business 20,000.
Midland College Foundation, Inc. 3600 N. Garfield Midland TX 79705		PC	Partnerships & progress capital campaigns	Person or Business 500,000.
Midland Community Theatre, Inc. 2000 W. Wadley Midland TX 79705		PC	Yucca Theatre renovations	Person or Business 25,000.
Midland Shared Spaces 3500 North A Street #1100 Midland TX 79705		PC	Building purchase and renovation	Person or Business 610,500.
Midland Teen Court, Inc 615 West Missouri #226 Midland TX 79701		PC	General operating and program support	Person or Business 15,000.
Mission Agape P.O. Box 3419 Midland TX 79702		PC	Food for success (Backpack Program)	Person or Business 4,200.
American Society for the Prevention of Cruelty to Animals 424 E. 92nd St New York NY 10128		PC	Program support	Person or Business 5,000.
Angel Acres Horse Haven Rescue, Inc. P.O. Box 62 Glenville PA 17329		PC	Program support	Person or Business 6,500.

Form 990-PF, Page 11, Part XV, line 3a Continued
Line 3a 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	Person or Business Checkbox / Amount
a Paid during the year				
Animal Trustees of Austin P.O. Box 14542 Austin TX 78761		PC	Program support	Person or Business 6,500.
Austin Animal Center 7201 Levander Look Bldg A Austin TX 78702		PC	Program support	Person or Business 6,500.
Austin Pets Alive! P.O. Box 6247 Austin TX 78762		PC	Program support	Person or Business 6,500.
Austin Zoo P.O. Box 91808 Austin TX 78709		PC	Program support	Person or Business 5,000.
Castleton Ranch Horse Rescue, Inc. 28581 Old Ranch Drive Valley Center CA 92082		PC	Program support	Person or Business 6,500.
Central Texas Animal Sanctuary P.O. Box 1555 Dripping Springs TX 78620		PC	Program support	Person or Business 6,500.
First United Methodist Church 300 N. Main Midland TX 79701		PC	"Connecting: capital campaign	Person or Business 20,000.
Girls on the Run Utah P.O. Box 58337 Salt Lake City UT 84158		PC	Program support	Person or Business 20,000.
Austin Humane Society 124 W. Anderson Lane Austin TX 78752		PC	Program support	Person or Business 6,500.
Midland Christian School 2001 Culver Midland TX 79705		PC	Campus Improvement Fund	Person or Business 10,000.
Midland Classical Academy 5711 Whitman Drive Midland TX 79705		PC	Teacher compensation, development	Person or Business 30,000.
Midland Humane Coalition, Inc. P.O. Box 53213 Midland TX 79710		PC	Program support	Person or Business 7,000.
National Wildlife Federation 1100 Wildlife Center Drive Reston VA 20190		PC	General operating/ program support	Person or Business 6,500.
Ocean Conservancy, Inc. 1300 19th Street NW, 8th Floor Washington DC 20036		PC	Program support	Person or Business 6,500.
Smile Train, Inc. 41 Madison Avenue, 28th Floor New York NY 10010		PC	Program support	Person or Business 6,500.

Form 990-PF, Page 11, Part XV, line 3a Continued
Line 3a 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	Person or Business Checkbox / Amount
a *Paid during the year*				
Texas Tech Foundation, Inc. Box 42013 Lubbock TX 79409		PC	Annual campaign	Person or Business 6,500.
The Genesis Center of the Permian Basin 2800 W. Louisiana Ave. Midland TX 79701		PC	Program support	Person or Business 10,000.
PAWS Shelter and Humane Society P.O. Box 695 Dripping Springs TX 78620		PC	Program support	Person or Business 6,500.
Wildlife Rescue, Inc. P.O. Box 806 Austin TX 78767		PC	Program Support	Person or Business 5,000.
Midland Tennis Center dba Bush Tennis Center P.O. Box 4914 Midland TX 79704		PC	Program Support	Person or Business 23,114.
Total				2,983,314.

Form 990-PF, Line 19
Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
Furniture and Equipment	02/28/12	12177	4722	200DB	7.00	2130		
Phone System	04/04/12	3242	1257	200DB	7.00	567		
Total								

Form 990-PF, Page 2, Part II, Line 14
L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Furniture and Equipment	12,177.	6,852.	5,325.
Phone System	3,242.	1,824.	1,418.
Total	15,419.	8,676.	6,743.

Form 990-PF, Page 2, Part II, Line 22
Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Payroll Liability - EE PD Dental Insurance	-4.	16
Payroll Liability - Employee United Way	200.	
Total	196.	16

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2014

Name: The Henry Foundation

Employer Identification Number: 20-5861163

Asset Information:

Description of Property: 3.31 acres within Section 24, Block 40 T-1-S, Midland County TX
Date Acquired: 10/24/14 How Acquired: Donated
~~Date Sold~~ Donated 10/24/14 Name of Buyer: No buyer - This land was donated to Midland Tennis Center, Inc.
Sales Price: 23,114. Cost or other basis (do not reduce by depreciation): 1.
Sales Expense: Valuation Method: Fair Market Value (See Distribution of Property Schedule)
Total Gain (Loss): 23,113. Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Distributions of Property Valued at Fair Market Value

Organization: The Henry Foundation

TIN: 20-5861163

Tax Year Ended: December 31, 2014

Form 990-PF, Part I, Line 25, Column (a)

Distributions of property valued at fair market value at date of distribution:

1. **Date of Distribution:** October 24, 2014 (See attached General Warranty Deed)

2. **Description of property:** 3.31 acres within Section 24, Block 40, T-1-S, T & P, Ry. Co Survey, Midland County, Texas. (See attached Warranty Deed.)

3. **Book Value:** $1. This property was received as a charitable gift from Henry Energy LP on October 24, 2014. Carryover basis is being used as book value, since the property was received as a gift.

4. **Fair market value:** $23,114

   Method for determining book value: Fair market value listed by the Midland Central Appraisal District website. Total parcel of land owned by previous owner was 39.110 acres.

Current gift	3.31 acres	
		=11.82% x 195,550= $23,114
Total parcel owned by Henry Energy	39.11 acres	

MIDLAND CENTRAL

Property Year 2014

Information Updated 5/21/2014

Property ID R000206984 Geo ID 00004010 024 0210

** Property Alert ** This property's 2014 value(s) are preliminary and un-certified

Property Details

Ownership	Available Actions
HENRY ENERGY LP 3525 ANDREWS HWY MIDLAND, TX 79703 Ownership Interest 1 0000000 K37	* Protest is date sensitive Please refer to the protest deadline on the Notice of Appraised Value

Qualified Exemptions

Not Applicable

BEFORE DONATION

Legal Information

Legal Acres 39 110 E/PT, SEC 24, BLK 40-T1S

Situs HOLIDAY HILL RD 0

Property Valuation History

Values by Year		2014	2013	2012	2011	2010	n/a
Improvements	+	$0	$0	$0	$0	$0	$0
Land	+	$195,550	$195,550	$195,550	$195,550	$195,550	$0
Production Market	+	$0	$0	$0	$0	$0	$0
Personal	+	$0	$0	$0	$0	$0	$0
Mineral	+	$0	$0	$0	$0	$0	$0
Total Market	=	$195,550	$195,550	$195,550	$195,550	$195,550	$0
Agricultural Loss	-	$0	$0	$0	$0	$0	$0
Homestead Cap Loss	-	$0	$0	$0	$0	$0	$0
Total Assessed	=	$195,550	$195,550	$195,550	$195,550	$195,550	$0

$\frac{3.31}{39.11}$ = 11.82% of \$195,550, or \$23,114

MIDLAND CENTRAL

Home Return to Search Print

Property Year 2015 Tax Summary Information Updated 5/12/2015

Property ID R000206984 Geo ID 00004010 024 0210

**** Property Alert ** This property's 2015 value(s) are preliminary and un-certified.**

Property Details

Ownership

HENRY ENERGY LP

3525 ANDREWS HWY
MIDLAND, TX 79703

Ownership Interest 1 0000000

K37

Available Actions

File Notice of Protest for this Property
* Protest is date sensitive Please refer to the protest deadline on the Notice of Appraised Value

Qualified Exemptions

Not Applicable

AFTER DONATION

Legal Information

Legal Acres 32 490, E/PT, SEC 24, BLK 40-T1S

Situs HOLIDAY HILL RD 0

Property Valuation History

Values by Year		2015	2014	2013	2012	2011	n/a
Improvements	+	$0	$0	$0	$0	$0	$0
Land	+	$162,450	$195,550	$195,550	$195,550	$195,550	$0
Production Market	+	$0	$0	$0	$0	$0	$0
Personal	+	$0	$0	$0	$0	$0	$0
Mineral	+	$0	$0	$0	$0	$0	$0
Total Market	=	$162,450	$195,550	$195,550	$195,550	$195,550	$0
Agricultural Loss	-	$0	$0	$0	$0	$0	$0
Homestead Cap Loss	-	$0	$0	$0	$0	$0	$0
Total Assessed	=	$162,450	$195,550	$195,550	$195,550	$195,550	$0

Improvement / Buildings	*Improvement Value $0*				
Group Sequence	Code	Building Description	Year Built	Square Footage	Perimeter Footage

Land Details *Market Value $162,450* *Production Market Value $0* *Production Value $0*

Land Code	Acres	Sq Ft	Front Ft	Rear Ft	Depth	Mkt Value	Prd Value
LTE	32 490	1,415,264	0	0		162,450	0

Deed History

Sold By	Volume	Page	Deed Date	Instrument
BARRON SURFACE ESTATES LLC			3/29/2010	2010-5636

Property Tax Estimation by Entity / Jurisdiction

Code	Description	Taxable Value	Tax Rate per $100	Tax Factor applied to Taxable Value	Estimated Tax
165	MIDLAND COUNTY	162,450	$0 1265228	0 001265228	$205 54
HOS	MIDLAND HOSPITAL	162,450	$0 1183	0 001183	$192 18
RDC	MIDLAND COLLEGE	162,450	$0 12439	0 0012439	$202 07
SCM	MIDLAND ISD	162,450	$1 14005	0 0114005	$1,852 01
	Total Estimation		**$1.5092628**	**0.015092628**	**$2,451.80**

The above property tax estimation is not a tax bill. Do not pay.
Click here to view actual Property Tax Bill.

NOTICE OF CONFIDENTIALTY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

GENERAL WARRANTY DEED

STATE OF TEXAS §
§
COUNTY OF MIDLAND §

KNOW ALL MEN BY THESE PRESENTS THAT:

THE HENRY FOUNDATION, a Texas non-profit corporation, having an address of 3525 Andrews Highway, Midland, Texas 79703 ("Grantor"), for and in consideration of the sum of TEN AND NO/100 DOLLARS ($10.00), and other good and valuable consideration paid by **MIDLAND TENNIS CENTER, INC. dba BUSH TENNIS CENTER,** a Texas non-profit corporation, having an address of 5700 Briarwood Ave., Midland, Texas 79707 ("Grantee"), the receipt and sufficiency of which are hereby acknowledged and confessed, subject to the exceptions, liens, encumbrances, terms and provisions hereinafter set forth and described, has GRANTED, BARGAINED, SOLD and CONVEYED, and by these presents does hereby GRANT, BARGAIN, SELL and CONVEY, unto Grantee all of that certain lot, tract or parcel of land situated in Midland County, Texas, and being more particularly described in Exhibit A attached hereto and incorporated herein by reference for all purposes, together with, all and singular, the rights, benefits, privileges, easements, tenements, hereditaments, appurtenances and interests thereon or in anywise appertaining thereto and with all improvements located thereon (said land, rights, benefits, privileges, easements, tenements, hereditaments, appurtenances, improvements and interests being hereinafter referred to as the "Property").

For the same consideration recited above, Grantor hereby BARGAINS, SELLS and TRANSFERS, without warranty, express or implied, all interest, if any, of Grantor in (i) strips or gores, if any, between the Property and abutting or immediately adjacent properties, and (ii) any land lying in or under the bed of any street, alley, road or right-of-way, opened or proposed, abutting or immediately adjacent to the Property.

This conveyance is made subject and subordinate to all encumbrances and exceptions, if any, , but only to the extent they affect or relate to the Property, and without limitation or expansion of the scope of the special warranty herein contained. It is expressly understood and agreed that Grantee has not assumed and shall not be liable for the payment or performance of any covenants or conditions which are contained in any of the encumbrances and exceptions.

TO HAVE AND TO HOLD the Property, subject to the aforementioned reservation and the Permitted Exceptions as aforesaid, unto Grantee, and Grantee's successors and assigns, forever; and Grantor does hereby bind itself, and its successors, heirs and assigns, to WARRANT and

FOREVER DEFEND, all and singular, the Property, subject to the Permitted Exceptions, unto Grantee, and Grantee's successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof.

EXCEPT FOR THE WARRANTIES OF TITLE CONTAINED HEREIN, THE CONVEYANCE OF THE PROPERTY IS MADE ON AN "AS IS" BASIS.

Grantee, by its acceptance hereof, does hereby assume and agree to pay any and all ad valorem taxes and special assessments pertaining to the Property for calendar year 2014 and subsequent years, there having been a prior allocation of tax liability between the parties. Grantee, by its acceptance hereof, does further assume and agree to pay any and all ad valorem taxes relating to a subsequent change in the usage or ownership of the Property, whether by reason of this conveyance or hereafter.

EXECUTED as of the day set forth in the acknowledgement below, to be effective, however, as of October 24, 2014 (the "Effective Date").

THE HENRY FOUNDATION

Terry R. Creech

Terry R. Creech, Vice-President

STATE OF TEXAS §
§
COUNTY OF MIDLAND §

This instrument was acknowledged before me, on the 24th day of October, 2014 by Terry R. Creech, Vice-President of THE HENRY FOUNDATION.

BRENDA A. HARKNESS
Notary Public
STATE OF TEXAS
My Comm. Exp. Apr. 25, 2015

Brenda Harkness

Notary Public, State of Texas

When recorded, return to

Henry Resources LLC
3525 Andrews Highway
Midland, Texas 79703
Attn: Rick Fletcher

EXHIBIT A

A 3.31 acre tract of land situated within Section 24, Block 40, T-1-S, T. & P. Ry. Co. Survey, Midland County, Texas, said 3.31 acre tract being out of and a part of a tract of land described in a deed Henry Energy LP recorded by Document No. 2010-5636, Official Public Records, Midland County, Texas, being more particularly described by metes and bounds as follows:

Beginning at a ½" rebar rod with survey cap stamped LCA ODESSA (control monument) found for a common corner between said Henry Energy LP tract and a 27.04 acre tract of land, located in Section 24, Block 40, T-1-S, T. & P. RR. Company Survey, Midland County, Texas platted as Lot 1, Block 1, Bush Tennis Center, according to the plat or map thereof recorded in Cabinet 1, Page 91, Plat Records, Midland County, Texas, same being the Southeast corner of this described tract, said point being located in the North line of Briarwood Ave.;

Thence S 75° 20' 10" W, 424.00 feet along the common line between said Henry Energy LP tract and Briarwood Ave., same being the South line of this described tract, to a ½" rebar rod set with survey cap stamped ALS 6224 6332 for the Southwest corner of this described tract; from which a 4" pipe post (control monument) found for the Southwest corner of said Henry Energy LP tract bears S 75° 20' 10" W, a distance of 393.15 feet;

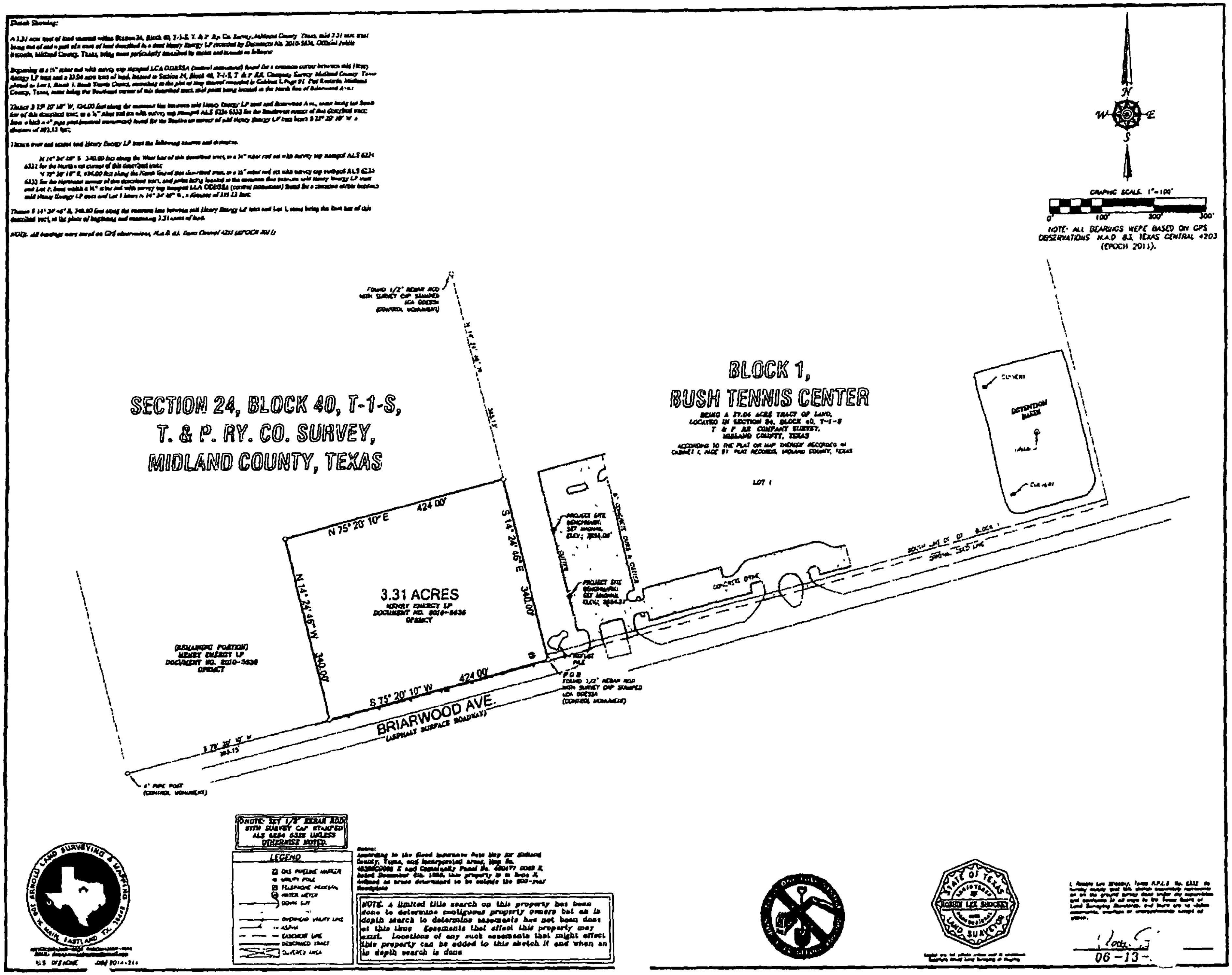
Thence over and across said Henry Energy LP tract the following courses and distances:

N 14° 24' 46" W, 340.00 feet along the West line of this described tract, to a ½" rebar rod set with survey cap stamped ALS 6224 6332 for the Northwest corner of this described tract;

N 75° 20' 10" E, 424.00 feet along the North line of this described tract, to a ½" rebar rod set with survey cap stamped ALS 6224 6332 for the Northeast corner of this described tract, said point being located in the common line between said Henry Energy LP tract and Lot 1; from which a ½" rebar rod with survey cap stamped LCA ODESSA (control monument) found for a common corner between said Henry Energy LP tract and Lot 1 bears N 14° 24' 46" W, a distance of 395.13 feet;

Thence S 14° 24' 46" E, 340.00 feet along the common line between said Henry Energy LP tract and Lot 1, same being the East line of this described tract, to the place of beginning and containing 3.31 acres of land.

NOTE: All bearings were based on GPS observations, N.A.D. 83, Texas Central 4203 (EPOCH 2011)


SECTION 24, BLOCK 40, T-1-S,
T. & P. RY. CO. SURVEY,
MIDLAND COUNTY, TEXAS
BLOCK 1,
BUSH TENNIS CENTER
LOT 1
3.31 ACRES
N 75° 20' 10" E
424.00'
S 14° 24' 46" E
340.00'
N 14° 24' 46" W
340.00'
S 75° 20' 10" W
424.00'
BRIARWOOD AVE.
(ASPHALT SURFACE ROADWAY)
(REMAINING PORTION)
DETENTION BASIN
CONCRETE DRIVE
P.O.B.
N
S
E
W
GRAPHIC SCALE 1"=100'
0'
100'
200'
300'
NOTE: ALL BEARINGS WERE BASED ON GPS OBSERVATIONS N.A.D 83, TEXAS CENTRAL 4203 (EPOCH 2011).
NOTE: SET 1/2" REBAR ROD WITH SURVEY CAP STAMPED ALS 6234 6332 UNLESS OTHERWISE NOTED.
LEGEND
NOTE: A limited title search on this property has been done to determine contiguous property owners but an in depth search to determine easements has not been done at this time. Easements that affect this property may exist. Locations of any such easements that might affect this property can be added to this sketch if and when an in depth search is done
06-13-

29001

Sketch Showing

A 3.31 acre tract of land situated within Section 24, Block 40, T-1-S, T & P Ry. Co. Survey, Midland County, Texas, said 3.31 acre tract being out of and a part of a tract of land described in a deed to Henry Energy LP recorded by Document No. 2010-5636, Official Public Records, Midland County, Texas, being more particularly described by metes and bounds as follows:

Beginning at a ½" rebar rod with survey cap stamped LCA ODESSA (control monument) found for a common corner between said Henry Energy LP tract and a 27.84 acre tract of land, located in Section 24, Block 40, T-1-S, T & P RR. Company Survey, Midland County, Texas [illegible] Lot 1, Block 1, Bush Tennis Center, according to the plat or map thereof recorded in Cabinet [illegible], Page 91, Plat Records, Midland County, Texas, same being the Southeast corner of this described tract, said point being located in the North line of Briarwood Ave.;

Thence S 75° 20' 10" W, 424.00 feet along the common line between said Henry Energy LP tract and Briarwood Ave., same being the South line of this described tract, to a ½" rebar rod set with survey cap stamped ALS 6224 6332 for the Southwest corner of this described tract, from which a 4" pipe post (control monument) found for the Southwest corner of said Henry Energy LP tract bears S 75° 20' 10" W, a distance of 383.15 feet;

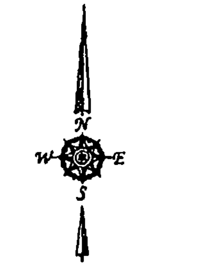
Thence over and across said Henry Energy LP tract the following courses and distances:

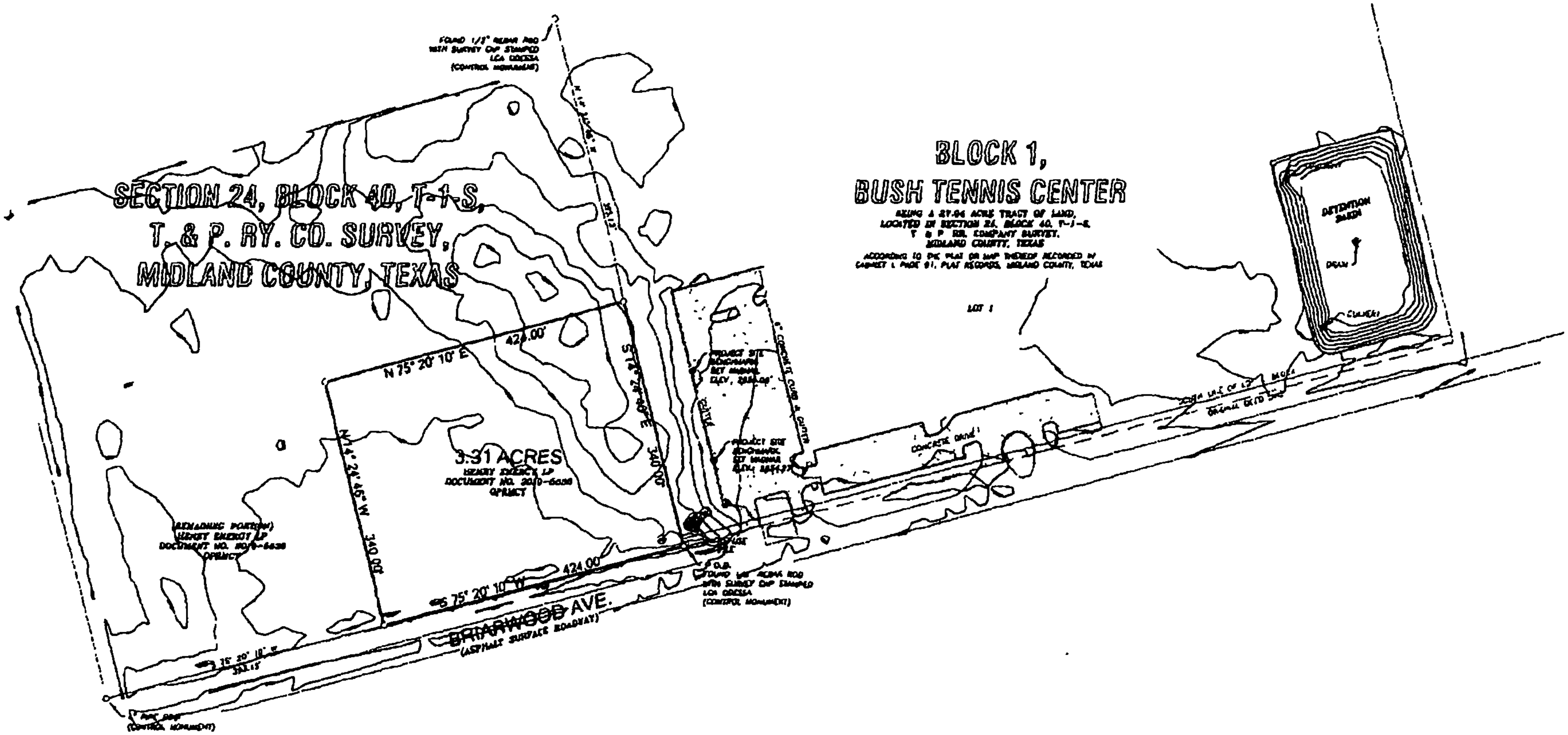
N 14° 24' 46" W, 340.00 feet along the West line of this described tract, to a ½" rebar rod set with survey cap stamped ALS 6224 6332 for the Northwest corner of this described tract;

N 75° 20' 10" E, 424.00 feet along the North line of this described tract, to a ½" rebar rod set with survey cap stamped ALS 6224 6332 for the Northeast corner of this described tract, said point being located in the common line between said Henry Energy LP tract and Lot 1, from which a ½" rebar rod with survey cap stamped LCA ODESSA (control monument) found for a common corner between said Henry Energy LP tract and Lot 1 bears N 14° 24' 05" W, a distance of 395.13 feet;

Thence S 14° 24' 46" E, 340.00 feet along the common line between said Henry Energy LP tract and Lot 1, same being the East line of this described tract, to the place of beginning and containing 3.31 acres of land.

NOTE: All bearings were based on GPS observations, N.A.D. 83, Texas Central 4203 (EPOCH 2011)





GRAPHIC SCALE 1"=100'

0 100' 200' 300

NOTE: ALL BEARINGS WERE BASED ON GPS OBSERVATIONS. N.A.D. 83 TEXAS CENTRAL 4203 (EPOCH 2011)

○ NOTE: SET 1/2" REBAR ROD WITH SURVEY CAP STAMPED ALS 6224 6332 UNLESS OTHERWISE NOTED.

LEGEND

- GAS PIPELINE MARKER
- UTILITY POLE
- TELEPHONE PEDESTAL
- WATER METER
- DOWN GUY
- OVERHEAD UTILITY LINE
- ASPHALT
- EASEMENT LINE
- DESCRIBED TRACT
- COVERED AREA

Notes:
According to the Flood Insurance Rate Map for Midland County, Texas, and Incorporated Areas, Map No. [illegible] E and Community Panel No. [illegible] E, Dated December [illegible], 1998, this property is in Zone X, defined as areas determined to be outside the 500-year floodplain.

NOTE: A limited title search on this property has been done to determine contiguous property owners but an in depth search to determine easements has not been done at this time. Easements that affect this property may exist. Locations of any such easements that might affect this property can be added to this sketch if and when an in depth search is done.

ARNOLD LAND SURVEYING & MAPPING
[illegible] N. MAIN, EASTLAND, TX. 76448

FILE [illegible] 2014-214

STATE OF TEXAS
[illegible]
LAND SURVEYOR

I, [illegible], Texas R.P.L.S. No. [illegible], do hereby certify that the survey [illegible]

06-13-[illegible]

Midland County
Cheryl Becker
County Clerk
Midland, Texas 79702

70 2014 00029001

Instrument Number: 2014-29001
As
Recording after Aug 2005

Recorded On: December 09, 2014

Billable Pages: 5

Number of Pages: 6

Comment: WD HENRY FOUNDATION THE

(Parties listed above are for Clerks reference only)

**** Examined and Charged as Follows: ****

Recording after Aug 2005	42.00
Total Recording:	42.00

*************** DO NOT REMOVE. THIS PAGE IS PART OF THE INSTRUMENT ***************

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY because of color or race is invalid and unenforceable under federal law

File Information:

Document Number: 2014-29001
Receipt Number: 454250
Recorded Date/Time: December 09, 2014 01:39.23P
User / Station: C Gonzalez - CC208d

Record and Return To:

HENRY RESOURCES LLC
ATTN. RICK FLETCHER
3525 ANDREWS HWY
MIDLAND TX 79703

COUNTY CLERK ★ COUNTY OF MIDLAND ★ TEXAS

State of Texas
County of Midland
I hereby certify that this instrument was FILED on the date and at the time stamped hereon by me and was duly RECORDED in the volume and page of the named RECORDS of Midland County, Texas as stamped hereon.

Cheryl Becker County Clerk
Midland County, Texas

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
The Henry Foundation	20-5861163
Number, street, and room or suite number. If a P.O box, see instructions	Social security number (SSN)
3525 Andrews Hwy	
City, town or post office, state, and ZIP code For a foreign address, see instructions	
Midland TX 79703	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Terry R. Creech CPA

Telephone No. ▶ (432) 694-3000 Fax No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 17, 20 15, to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 20 14 or

▶ [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**3 a**	$ 50.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3 b**	$ 0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3 c**	$ 50.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.