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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

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		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 ☐ Final return ☐ Address 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, col. (c), line 16) \$ 1,167,202		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,006	2,006		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,006	2,006		
	13 Compensation of officers, directors, trustees, etc	164,051			
	14 Other employee salaries and wages	132,833			
	15 Pension plans, employee benefits	82,718			
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	6,120			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	19,742			
	19 Depreciation (attach schedule) and depletion . . .	2,287			
	20 Occupancy				
	21 Travel, conferences, and meetings.	5,102			
	22 Printing and publications	1,241			
	23 Other expenses (attach schedule).	34,821			
	24 Total operating and administrative expenses. Add lines 13 through 23	448,915	0		0
	25 Contributions, gifts, grants paid	2,140,602			2,140,602
	26 Total expenses and disbursements. Add lines 24 and 25	2,589,517	0		2,140,602
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,587,511			
	b Net investment income (if negative, enter -0-)		2,006		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	149,686	9,584	9,584
	2	Savings and temporary cash investments	3,607,811	1,150,327	1,150,327
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans.			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 17,943 Less accumulated depreciation (attach schedule) ▶ 10,963	6,743	6,980	6,980
15	Other assets (describe ▶ _____)	300	311	311	
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	3,764,540	1,167,202	1,167,202	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)	16	0	
	23	Total liabilities(add lines 17 through 22)	16	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,764,524	1,167,202	
	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)	3,764,524	1,167,202	
31	Total liabilities and net assets/fund balances(see instructions)	3,764,540	1,167,202		

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	3,764,524
2	Enter amount from Part I, line 27a	2	-2,587,511
3	Other increases not included in line 2 (itemize) ▶ _____	3	2
4	Add lines 1, 2, and 3	4	1,177,015
5	Decreases not included in line 2 (itemize) ▶ _____	5	9,813
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,167,202

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1a				
b				
c				
d				
e				
(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))	
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)			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				

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	3,315,606	1,477,387	2 244237
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
2 Totalof line 1, column (d).			2 5 893987
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 1 178797
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.			4 2,763,304
5 Multiply line 4 by line 3.			5 3,257,374
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 20
7 Add lines 5 and 6.			7 3,257,394
8 Enter qualifying distributions from Part XII, line 4.			8 2,140,602
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 page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

c

All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

2

0

3

Add lines 1 and 2.

3

40

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

4

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

5

40

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

42

b

Exempt foreign organizations—tax withheld at source.

6b

c

Tax paid with application for extension of time to file (Form 8868).

6c

d

Backup withholding erroneously withheld.

6d

7

Total credits and payments. Add lines 6a through 6d.

7

42

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

2

11

Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 2 Refunded ☐

11

Part VII-A

Statements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b

No

c

Did the foundation file Form 1120-POL for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation ☐ \$ _____ (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

No

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

5

No

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions):
☐ TX _____

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.

8b

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)?
If "Yes," complete Part XIV.

9

No

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

10

No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶www.henrymidland.org	13	Yes	
14	The books are in care of ▶TERRY R CREECH CPA Located at ▶3525 Andrews Hwy Midland TX Telephone no ▶(432) 694-3000 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		
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ▶	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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 2015? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>) ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b

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

☐ Yes ☒ No

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).

6a

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

☐ Yes ☒ No

b

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

☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a

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

☐ Yes ☒ No

b

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

☐ Yes ☒ No

5b

6b

No

7b

Part VIII

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

1

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

2

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
LAEL CORDES-PITTS	Executive Director	164,051	7,812	0
2311 Culpepper Dr Midland, TX 79705	40 00			
AMANDA L EVRIDGE	Program Officer	82,138	3,828	0
1700 CR 122 Midkiff, TX 79755	40 00			

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

2

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Part VIII

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services.	0
--	---

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

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

Total. Add lines 1 through 3 ▶

Part X

Minimum Investment Return
(All domestic foundations must complete this part. Foreign foundations,see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	2,805,385
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,805,385
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,805,385
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	42,081
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,763,304
6	Minimum investment return. Enter 5% of line 5.	6	138,165

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	138,165
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	40
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	40
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	138,125
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	138,125
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	138,125

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,140,602
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,140,602
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,140,602

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				138,125
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.	315,919			
b From 2011.	10,193			
c From 2012.				
d From 2013.	2,817,126			
e From 2014.	3,241,753			
f Total of lines 3a through e.	6,384,991			
4 Qualifying distributions for 2015 from Part XII, line 4	\$ 2,140,602			
a Applied to 2014, 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 2015 distributable amount.				138,125
e Remaining amount distributed out of corpus	2,002,477			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,387,468			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 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 2010 not applied on line 5 or line 7 (see instructions).	315,919			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	8,071,549			
10 Analysis of line 9				
a Excess from 2011.	10,193			
b Excess from 2012.				
c Excess from 2013.	2,817,126			
d Excess from 2014.	3,241,753			
e Excess from 2015.	2,002,477			

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

		Tax year	Prior 3 years			(e) Total
		(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	2,140,602
b Approved for future payment See Additional Data Table				
Total			3b	1,675,575

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		14	2,006	
4	Dividends and interest from securities.					
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).				2,006	
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		2,006

[illegible]

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JAMES C HENRY	President 0	0	0	0
3525 Andrews Hwy Ste 200 Midland,TX 79703				
PAULA A HENRY	Vice Pres 0	0	0	0
3525 Andrews Hwy Ste 200 Midland,TX 79703				
TERRY CREECH	Vice Pres 0	0	0	0
3525 Andrews Hwy Ste 200 Midland,TX 79703				
RONALD D SCOTT	Vice Pres 0	0	0	0
5612 Drexel Court Midland,TX 79705				
TERRY CREECH	Secretary 0	0	0	0
3525 Andrews Hwy Ste 200 Midland,TX 79703				
STEVE PRUETT	Director 0	0	0	0
3525 Andrews Hwy Midland,TX 79703				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
United Way of Midland 1209 W Wall Street Midland,TX 79701		PC	Campaign Support	7,200
Big Brothers Big Sisters of Midland Inc 714 W Louisiana Midland,TX 79701		PC	Program support	10,000
Teen Challenge PO Box 251 Midland,TX 79702		PC	program support,Operating andChapel renovation	50,000
Boys and Girls Club of Midland Inc PO Box 284 Midland,TX 79702		PC	for after school,Program support	30,000
Bynum School PO Box 80175 Midland,TX 79708		PC	support, SMASHGeneral operatingEvent	20,000
Community Children's Clinic PO Box 3328 Midland,TX 79702		PC	support RX andGeneral operatingstaff	40,000
Midland Tennis Center Inc PO Box 4914 Midland,TX 79704		PC	funds andGeneral operatingprograms, annual campaign	50,000
Mission Health Care Inc 3500 North A Street Ste 1300 Midland,TX 79705		PC	Program support	35,000
Sharing Hands A Respite Experience Inc PO Box 10991 Midland,TX 79702		PC	parents with specialRespite care forneeds children	25,000
Teen FLOW PO Box 733 Midland,TX 79702		PC	Program support	25,000
Unlock Ministries Inc PO Box 5562 Midland,TX 79701		PC	Operating support	40,000
Agape Christian Services 3500 North A Street 2400 Midland,TX 79705		PC	Operating support	10,000
Aphasia Center of West Texas Inc 5214 Thomason Drive Midland,TX 79703		PC	program support Operating and	25,000
Casa de Amigos of Midland TX Inc 1101 E Garden Lane Midland,TX 79701		PC	Operating support	56,000
Communities in Schools of the Permian Basin Inc PO Box 60594 Midland,TX 79711		PC	Operating support	20,000
Total			3a	2,140,602

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Community and Senior Servies of Midland 3301 Sinclair Ave Midland, TX 79707		PC	Meals on WheelsSupport for theprogram	25,000
High Sky Children's Ranch 8701 West County Road 60 Midland, TX 79707		PC	parents program Parnering with	25,000
Hispanic Culture Center of Midland PO Box 51404 Midland, TX 79710		PC	Program Ballet Folklorico	7,500
Midland Children's Rehabilitation Center 802 Ventura Midland, TX 79705		PC	Operating support	56,000
Midland Need to Read 1709 W Wall Street Midland, TX 79701		PC	Operating support	12,000
Midland Odessa Symphony and Chorale PO Box 60658 Midland, TX 79711		PC	performances Youth outreach	15,000
NonProfit Management Center 3500 North A St Ste 2300 Midland, TX 79705		PC	Program support	30,000
Safe Place of the Permian Basin PO Box 11331 Midland, TX 79702		PC	Operating support	56,000
Midland ISD Education Foundation 615 West Missouri Midland, TX 79701		PC	for rental andSupport staff grantutility assistance	167,238
Permian Basin Public Telecommunications PO Box 8940 Midland, TX 79708		PC	of Western PerspectivesProduction/BroadcastDocumentary, Episode 5	25,000
MidlandOdessa Area AIDS Support Inc 214 West Texas Ave Midland, TX 79701		PC	Program support	20,000
Midland Shared Spaces 3500 North A Street 1100 Midland, TX 79705		PC	and renovationBuilding purchase	50,000
Midland Teen Court Inc 615 West Missouri 226 Midland, TX 79701		PC	and program supportGeneral operating	20,000
Mission Agape PO Box 3419 Midland, TX 79702		PC	(Backpack Program)Food for success	5,000
American Society for the Prevention of Cruelty to Animals 520 8th Avenue New York, NY 10018		PC	Program support	5,000
Total				2,140,602

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Angel Acres Horse Haven Rescue Inc PO Box 62 Glenville,PA 17329		PC	Program support	5,000
Animal Trustees of Austin PO Box 14542 Austin,TX 78761		PC	Program support	5,000
Austin Animal Center 7201 Levander Look Bldg A Austin,TX 78702		PC	Program support	5,000
Austin Pets Alive PO Box 6247 Austin,TX 78762		PC	Program support	5,000
Austin Zoo PO Box 91808 Austin,TX 78709		PC	Program support	8,600
Castleton Ranch Horse Rescue Inc 28581 Old Ranch Drive Valley Center,CA 92082		PC	Program support	5,000
Central Texas Animal Sanctuary PO Box 1555 Dripping Springs,TX 78620		PC	Program support	5,000
Girls on the Run Utah PO Box 58337 Salt Lake City,UT 84158		PC	Program support	20,000
Austin Humane Society 124 W Anderson Lane Austin,TX 78752		PC	Program support	5,000
Midland Christian School 2001 Culver Midland,TX 79705		PC	FundCampus Improvement	5,000
Midland Classical Academy 5711 Whitman Drive Midland,TX 79705		PC	Program support	5,281
Midland Humane Coalition Inc PO Box 53213 Midland,TX 79710		PC	Program support	5,000
National Wildlife Federation 1100 Wildlife Center Drive Reston,VA 20190		PC	program supportGeneral operating/	5,000
Ocean Conservancy Inc 1300 19th Street NW 8th Floor Washington,DC 20036		PC	Program support	5,000
Smile Train Inc 41 Madison Avenue 28th Floor New York,NY 10010		PC	Program support	5,000
Total			3a	2,140,602

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Texas Tech Foundation Inc Box 42013 Lubbock, TX 79409		PC	Annual campaign	5,000
The Genesis Center of the Permian Basin 2800 W Louisiana Ave Midland, TX 79701		PC	Program support	10,000
PAWS Shelter and Humane Society PO Box 695 Dripping Springs, TX 78620		PC	Program support	5,000
Midland Tennis Center dba Bush Tennis Center PO Box 4914 Midland, TX 79704		PC	Program Support	38,262
Midland Habitat for Humanity PO Box 2555 Midland, TX 79702		PC	of home constructionOne half the cost813 S Jackson	32,000
Buckner Children and Family Services Inc 700 N Pearl St Suite 1200 Dallas, TX 75201		PC	Program Support	10,000
Fellowship of Christian Athletes 8701 Leeds Road Kansas City, MO 64129		PC	Program Support	11,000
Boy Scouts of America Buffalo Trail Council 1101 W Texas Avenue Midland, TX 79701		PC	Program Support	45,000
Family Promise of Midland 3500 North A Suite 1400 Midland, TX 79705		PC	Program Support	26,621
Manor Park Inc 2208 N Loop 250 West Midland, TX 79707		PC	Mabee and RehabRefurbish theCenter	25,000
Midland Young Life Building Foundation 808 W Wall Midland, TX 79701		PC	Building Fund	200,000
Philanthropy Southwest 624 N Good-Latimaer Expressway Suit Dallas, TX 75204		PC	Program Support	500
The Rosser Foundation ICM 1901 North Armistead Avenue Hampton, VA 23666		PC	Program Support	30,000
Midland Chamber of Commerce Foundation Inc 109 N Main St Midland, TX 79701		PC	Program Support	100,000
Junior Achievement of the Permian Basin 306 W Wall Suite 827 Midland, TX 79701		PC	Program Support	25,000
Total			3a	2,140,602

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Palmer Drug Abuse Program 1208 W Wall Midland,TX 79701		PC	Program Support	30,000
Sibley Nature Center 1307 E Wadley Ave Midland,TX 79705		PC	Program Support	10,000
West Texas Public Radio 2000 E 42nd St Ste C-193 Odessa,TX 79762		PC	O perations Support	15,000
First Presbyterian Church of Midland 800 West Texas Ave Midland,TX 79701		PC	Program Support	5,000
MARC 2701 North A Street Midland,TX 79705		PC	Program Support	50,000
Any Baby Can 6207 Sheridan Avenue Austin,TX 78723		PC	O perating Support	5,000
Heifer International 1 World Avenue Little Rock,AR 72202		PC	Program Support	5,000
National Parks Conservation Association 777 6th Street NM Suite 700 Washington,DC 20001		PC	Program Support	3,400
Noah's Lost Ark Exotic Animal Sanctuary 8424 Bedell Rd Berlin Center,OH 44401		PC	O perations Support	5,000
PETA 1536 16th St NW Washington,DC 20036		PC	Program Support	10,000
World Wildlife Fund 1520 24th St NW Washington,DC 20037		PC	Program Support	5,000
CASA of Denton County 614 N Bell Avenue Denton,TX 76209		PC	Program Support	6,778
Children's Advocacy Center for Denton County 1208 Bent Oaks Court Denton,TX 76210		PC	Program Support	6,778
Christian Community Action 200 S Mill St Lewisville,TX 75057		PC	Program Support	6,777
Communities In Schools of North Texas PO Box 295543 Lewisville,TX 75029		PC	Program Support	6,777
Total			3a	2,140,602

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
The Rotary Foundation One Rotary Center 1560 Sherman Ave Evanston,IL 60201		PC	Program Support	10,000
Flower Mound United Methodist Church 3950 Bruton Orand Blvd Flower Mound,TX 75022		PC	Program Support	5,000
Habitat of Humanity of Denton County PO Box 425 Denton,TX 76202		PC	Program Support	6,778
Hearts For Homes 826 East McKinney St Denton,TX 76209		PC	Program Support	6,778
Journey to Dream 250 N Mill Street Ste 2 Lewisville,TX 75057		PC	Program Support	6,778
Lewisville ISD Education Foundation 400 West Main Street Lewisville,TX 75057		PC	Program Support	6,778
Liberty Christian School 1301 S Highway 377 Argyle,TX 76226		PC	Program Support	10,000
Ranch Hand Rescue 8827 Highway 377 South Argyle,TX 76226		PC	Operations Support	6,778
June Shelton School and Evaluation Center 15720 Hillcrest Road Dallas,TX 75248		PC	Program Support	10,000
Kenya Widows & Orphans Ministries 3500 W Golf Course Rd Midland,TX 79703		PC	Program Support	10,000
Kaleidoscope Ministries PO Box 51601 Midland,TX 79710		PC	Program Support	3,000
Polwarth Ministries 3512 Sturgis Ln Waco,TX 76708		PC	Program Support	3,000
Vietnamese Bible Inc PO Box 61 Midland,TX 79702		PC	Program Support	4,000
Midland Memorial Foundation 400 Rosalind Redfern Grover Parkway Midland,TX 79701		PC	Program Support	6,000
Trinity School 3500 West Wadley Midland,TX 79707		PC	Capital Campaign	6,000
Total				2,140,602

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Way Retreat Center PO Box 51694 Midland,TX 79710		PC	Capital Campaign	250,000
Total				3a 2,140,602

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

TY 2015 Depreciation Schedule

Name: The Henry Foundation

EIN: 20-5861163

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Furniture and Equipment	2012-02-28	12,177	6,852	200DB	7 00	1,521			
Phone System	2012-04-04	3,242	1,824	200DB	7 00	405			
Phone System 2015	2015-04-21	2,524		200DB	7 00	361			

**TY 2015 Land, Etc.
Schedule****Name:** The Henry Foundation**EIN:** 20-5861163

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Equipment	12,177	8,373	3,804	
Phone System	3,242	2,229	1,013	
Phone System 2015	2,524	361	2,163	

TY 2015 Other Decreases Schedule

Name: The Henry Foundation

EIN: 20-5861163

Description	Amount
Non-Deductible Tax Expense	50
Prior Period Adjustment	9,763

TY 2015 Other Expenses Schedule

Name: The Henry Foundation

EIN: 20-5861163

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Business Registrations	239			
Employee Training	1,994			
Facilities expense				
Supplies	120			
Telephone,Telecommunications	4,107			
Insurance Liability	3,187			
Workers Compensation Insurance	537			
Miscellaneous				
Advantage Payroll Fees	1,552			
Rounding				
Software Expense	13,949			
Dues and Subscriptions	154			
Bank Charges	182			
Website Expense	7,000			
Professional Memebership	1,800			

TY 2015 Other Increases Schedule

Name: The Henry Foundation

EIN: 20-5861163

Description	Amount
Rounding	2

TY 2015 Other Liabilities Schedule

Name: The Henry Foundation

EIN: 20-5861163

Description	Beginning of Year - Book Value	End of Year - Book Value
Payroll liability - EE PD Dental Insurance	16	

TY 2015 Other Liabilities Schedule

Name: The Henry Foundation

EIN: 20-5861163

Description	Beginning of Year - Book Value	End of Year - Book Value
Payroll liability - EE PD Dental Insurance	16	

TY 2015 Taxes Schedule

Name: The Henry Foundation

EIN: 20-5861163

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Tax Expense	19,742			