2949116002002 8

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

OMB No. 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation: The Henry Foundation

A Employer identification number: 20-5861163

Number and street (or P O box number if mail is not delivered to street address): 3525 Andrews Hwy | Room/suite:

B Telephone number (see instructions): (432)522-2285

City or town, state or province, country, and ZIP or foreign postal code: Midland TX 79703

C If exemption application is pending, check here ▶ ☐

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, col. (c), line 16) ▶ $ 644,149.

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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	2,700,000.			
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	373.	373.		
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) See Stmt	42,000.			
	12	**Total.** Add lines 1 through 11	2,742,373.	373.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	146,163.			
	14	Other employee salaries and wages	59,775.			
	15	Pension plans, employee benefits	9,786.			
	16a	Legal fees (attach schedule)	762.			
	b	Accounting fees (attach schedule)	1,850.			
	c	Other professional fees (attach schedule)	7,623.			
	17	Interest				
	18	Taxes (attach schedule) (see instructions) See Stmt	14,039.			
	19	Depreciation (attach schedule) and depletion L-19 Stmt	1,818.			
	20	Occupancy				
	21	Travel, conferences, and meetings	7,316.			
	22	Printing and publications	1,038.			
	23	Other expenses (attach schedule) See Stmt	81,518.			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	331,688.			
	25	Contributions, gifts, grants paid	2,447,950.			2,447,950.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,779,638.			2,447,950.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-37,265.			
	b	**Net investment income** (if negative, enter -0-)		373.		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED MAY 31 2018 OGDEN, UT IRS-OSC

SCANNED JUL 19 2018

For Paperwork Reduction Act Notice, see instructions. BAA REV 01/03/18 PRO Form **990-PF** (2017)

3

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	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	456,759.	464,182.	464,182.
2	Savings and temporary cash investments	218,410.	173,699.	173,699.
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) ▶ 600.			
	Less: allowance for doubtful accounts ▶		600.	600.
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) ▶ L-14 Stmt 14,775.	4,986.	3,168.	3,168.
15	Other assets (describe ▶ L-15 Stmt)	1,259.	2,500.	2,500.
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	681,414.	644,149.	644,149.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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	681,414.	644,149.	
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)	681,414.	644,149.	
31	**Total liabilities and net assets/fund balances** (see instructions)	681,414.	644,149.	

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	681,414.
2	Enter amount from Part I, line 27a	2	-37,265.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	644,149.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	644,149.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8 . . . **3**

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2016	2,600,323.	753,688.	3.450132
2015	2,140,602.	2,763,304.	0.774653
2014	3,315,606.	1,477,387.	2.244237
2013	2,863,005.	917,948.	3.118919
2012	4,800.	898,626.	0.005341

2	**Total** of line 1, column (d)	2	9.593282
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	1.918656
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	965,201.
5	Multiply line 4 by line 3	5	1,851,889.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4.
7	Add lines 5 and 6	7	1,851,893.
8	Enter qualifying distributions from Part XII, line 4	8	2,447,950.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary—see instructions)		N/A
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	4.
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	4.
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	4.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	4.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0.
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax ▶** ______ **Refunded ▶**	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction* G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part 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 ▶ Brenda Harkness 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			
16	At any time during calendar year 2017, 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. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year, did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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	1b		
	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 2017?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		X

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

			Yes	No
5a	During the year, did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b		
	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?	6b		X
	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?	7b		

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
James C. Henry 3525 Andrews Hwy, Ste 200 Midland TX 79703	President 0.00	0.	0.	0.
Paula A. Henry 3525 Andrews Hwy, Ste 200 Midland TX 79703	Vice Pres. 0.00	0.	0.	0.
Steve Pruett 3525 Andrews Hwy Midland TX 79703	Vice Pres 0.00	0.	0.	0.
Ronald D. Scott 3525 Andrews Hwy, Ste 200 Midland TX 79703	Vice Pres. 0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lael Cordes-Pitts 3525 Andrews Hwy Midland TX 79703	Executive Director 40.00	146,163.	7,416.	0.

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 None	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	979,900.
c	Fair market value of all other assets (see instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	979,900.
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	979,900.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	14,699.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	965,201.
6	**Minimum investment return.** Enter 5% of line 5	6	48,260.

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	48,260.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	4.		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	48,256.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	48,256.
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	48,256.

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	2,447,950.
b	Program-related investments—total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8; and Part XIII, line 4	4	2,447,950.
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	4.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,447,946.

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 2016	(c) 2016	(d) 2017
1	Distributable amount for 2017 from Part XI, line 7					48,256.
2	Undistributed income, if any, as of the end of 2017:					
a	Enter amount for 2016 only				1.	
b	Total for prior years: 20___,20___,20___					
3	Excess distributions carryover, if any, to 2017					
a	From 2012	0.				
b	From 2013	2,817,126.				
c	From 2014	3,241,753.				
d	From 2015	2,002,477.				
e	From 2016	2,562,644.				
f	**Total** of lines 3a through e		10,624,000.			
4	Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 2,447,950.					
a	Applied to 2016, 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 2017 distributable amount					48,256.
e	Remaining amount distributed out of corpus		2,399,694.			
5	Excess distributions carryover applied to 2017 (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		13,023,694.			
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 2016. Subtract line 4a from line 2a. Taxable amount—see instructions				1.	
f	Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018					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 2012 not applied on line 5 or line 7 (see instructions)		0.			
9	**Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a		13,023,694.			
10	Analysis of line 9:					
a	Excess from 2013	2,817,126.				
b	Excess from 2014	3,241,753.				
c	Excess from 2015	2,002,477.				
d	Excess from 2016	2,562,644.				
e	Excess from 2017	2,399,694.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

James C. Henry

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

See Supplementary Information Statement

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

c Any submission deadlines.

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

Part XV Supplementary Information *(continued)*

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

Recipient 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	32,200.
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 and program support, septic system replacement	30,000.
Boys and Girls Club of Midland, Inc. P.O. Box 284 Midland TX 79702		PC	Program support for after school, Project Learn	30,000.
ASPCA 520 8th Ave New York NY 10018		PC	General operating	8,750.
Best Friends Animal Society 5001 Angel Canyon Rd Kanab UT 84741		PC	General operating	5,000.
Midland Tennis Center, Inc. P.O. Box 4914 Midland TX 79704		PC	General operating funds and programs, annual campaign	70,000.
Boy Scouts of america Buffalo Tr. Counsil 1101 W. Texas Ave. Midland TX 79701		PC	Program support.	30,000.
Sharing Hands A Respite Experience, Inc. P.O. Box 10991 Midland TX 79702		PC	Respite care	15,000.
See Statement				2,217,000.
Total			▶ **3a**	2,447,950.
***b** Approved for future payment*				
University of Texas Foundation PO Box 250 Austin TX 78767		PC	UTPB Engineering Building	333,000.
Total			▶ **3b**	333,000.

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		14	373.	
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)				373.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 373.

(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)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

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

Signature of officer or trustee | Date: 5/15/18 | Title: Secretary/Treasurer

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	5/14/18		P00406563

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

Firm's address ► PO BOX 4845 | Phone no. (432) 682-9996

MIDLAND TX 79704-4845

Form 990-PF: Return of Private Foundation

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

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

Form 990-PF: Return of Private Foundation

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

Continuation Statement

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Teen F.L.O.W. P.O. Box 733 Midland, TX 79702		PC	Program support.	15,000.
Unlock Ministries, Inc. P.O. Box 5562 Midland , TX 79701		PC	Operating support.	30,000.
Agape Christian Services 3500 North A Street #2400 Midland, TX 79705		PC	Operating support.	30,000.
Aphasia Center of West Texas, Inc. 5214 Thomason Drive Midland, TX 79703		PC	Operating and program support.	20,000.
Casa de Amigos of Midland TX, Inc. 1101 E. Garden Lane Midland, TX 79701		PC	Operating support .	50,000.
Communities in Schools of the Permian Basin, Inc. P.O. Box 60594 Midland, TX 79711		PC	Operating support.	15,000.
Senior Link Midland P.O. Box 80519 Midland, TX 79708		PC	Support for the Meals on Wheels program.	25,000.
High Sky Children's Ranch 8701 West County Road 60 Midland, TX 79707		PC	Parnering with parents program.	20,000.
Hispanic Culture Center of Midland P.O. Box 51404 Midland, TX 79710		PC	Ballet Folklorico Program.	7,500.
Midland Children's Rehabilition Center 802 Ventura Midland, TX 79705		PC	Operating support.	30,000.
Midland Need to Read 1709 W. Wall Street Midland, TX 79701		PC	Operating support.	15,000.
Midland Odessa Symphony and Chorale P.O. Box 60658 Midland, TX 79711		PC	Youth outreach performances.	10,000.
NonProfit Management Center 3500 North A St., Ste 2300 Midland, TX 79705		PC	Program support.	30,000.
Safe Place of the Permian Basin P.O. Box 11331 Midland, TX 79702		PC	Family Violence Progam	35,000.
Campfire West Texas 3500 N A St #1200 Midland, TX 79705		PC	program support	5,000.
Midland/Odessa Area AIDS Support, Inc. 214 West Texas Ave., Ste 903 Midland, TX 79701		PC	Program support	15,000.

Form 990-PF: Return of Private Foundation

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

Continuation Statement

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Midland Shared Spaces 3500 North A Street #1100 Midland, TX 79705		PC	Operating Budget	50,000.
Midland Teen Court, Inc 615 West Missouri #226 Midland, TX 79701		PC	General operating and program support	15,000.
Children's Advocacy Ctr for Denton Cty 1854 Cain Dr Lweisville, TX 75077		PC	program support	10,000.
Chrismas in Action, Inc. 500 S Lee St Midland, TX 79701		PC	Program support	2,500.
Austin Animal Center 7201 Levander Look Bldg A Austin, TX 78702		PC	Program support	3,750.
Austin Pets Alive! P.O. Box 6247 Austin, TX 78762		PC	Program support	8,750.
Austin Zoo P.O. Box 91808 Austin , TX 78709		PC	Zoo Public Building, Accessibility Project	3,750.
Castleton Ranch Horse Rescue, Inc. 28581 Old Ranch Drive Valley Center, CA 92082		PC	Program support	3,750.
Central Texas Animal Sanctuary P.O. Box 1555 Dripping Springs , TX 78620		PC	Program support	3,750.
Girls on the Run Utah P.O. Box 58337 Salt Lake City, UT 84158		PC	Program support	10,000.
Community Children's Ministry PO Box 3328 Midland, TX 79702		PC	Program support	20,000.
Farm Sanctuary, Inc. PO Box 150 Watkins Glen, NY 14891		PC	Program support	3,750.
Free the Oppressed PO Box 912938 Denver, CO 80291		PC	General operating/ program support	2,500.
Ocean Conservancy, Inc. 1300 19th Street NW, 8th Floor Washington, DC 20036		PC	Program support	3,750.
Smile Train, Inc. 41 Madison Avenue, 28th Floor New York , NY 10010		PC	Program support	3,750.
Texas Tech Foundation, Inc. Box 42013 Lubbock, TX 79409		PC	Fund for Excellence	3,750.

Form 990-PF: Return of Private Foundation

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

Continuation Statement

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Health Services of North Texas 4401 N. I-35 Suite 312 Denton, TX 76207		PC	Program support	10,000.
Humane Society of Austin and Travis Count 124 W Anderson Ln Austin, TX 78752		PC	Program Support	3,750.
Junior Achievement of the Permain Basin 306 W. Wall St Suite 827 Midland, TX 79701		PC	Program Support	15,000.
Junior League of Midland 902 W Dengar Av Midland, TX 79705		PC	Program Support	5,000.
Fellowship of Christian Athletes 8701 Leeds Road Kansas City, MO 64129		PC	Camp Scholarships	5,000.
Family Promise of Midland 3500 North A, Suite 1400 Midland, TX 79705		PC	Program Support	5,000.
The Rosser Foundation, ICM 1901 North Armistead Avenue Hampton, VA 23666		PC	Program Support	30,000.
Midland Chamber of Commerce - Educate Texas 109 N. Main St. Midland, TX 79701		PC	Program Support	250,000.
Palmer Drug Abuse Program 1208 W. Wall Midland, TX 79701		PC	Program Support	15,000.
MARC 2701 North A Street Midland, TX 79705		PC	Program Support	160,000.
Any Baby Can 6207 Sheridan Avenue Austin, TX 78723		PC	Operating Support	3,750.
Manor Park, Inc 2208 N Loop 250 W Midland, TX 79707		PC	Program Support	35,000.
National Park Foundation 1110 Vermont Ave, NW Suite 200 Washington, DC 20005		PC	Program Support	3,750.
Noah's Lost Ark Exotic Animal Sanctuary 8424 Bedell Rd. Berlin Center, OH 44401		PC	Operations Support	3,750.
PETA 1536 16th St. N.W. Washington, DC 20036		PC	Program Support	5,000.
World Wildlife Fund 1520 24th St. NW Washington, DC 20037		PC	Program Support	3,750.

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

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid dunng the year				
National Wildlife Federation 11100 Wildlife Center Drive Reston, VA 20190		PC	Program Support	3,750.
Partners Relief and Development PO Box 912418 Denver, CO 80291		PC	Program Support	2,500.
The Rotary Foundation One Rotary Center 1560 Sherman Ave Evanston, IL 60201		PC	Designated for Cross Timbers Rotary Club, Flower Mound, TX	37,500.
Flower Mound United Methodist Church 3950 Bruton Orand Blvd. Flower Mound, TX 75022		PC	Program Support partial cost of lighting for Chancel	8,000.
Hearts For Homes 826 East McKinney St. Denton, TX 76209		PC	Program Support	17,000.
Prestonwood Academy 6801 W Park Blvd Plano, TX 75093		PC	PCA Fund	10,000.
Lewisville ISD Education Foundation 400 West Main Street Lewisville, TX 75057		PC	Program Support	10,000.
Ranch Hand Rescue 8827 Highway 377 South Argyle, TX 76226		PC	Operations Support	7,000.
June Shelton School and Evaluation Center 15720 Hillcrest Road Dallas, TX 75248		PC	Program Support	8,000.
St. Jude Children's Hospital 262 Danny Thomas Place Memphis, TN 38105		PC	Program Support	5,000.
Midland Memorial Foundation 400 Rosalind Redfern Grover Parkway Midland, TX 79701		PC	Paula and Jim Henry Scholarship Fund	2,500.
Trinity School 3500 West Wadley Midland, TX 79707		PC	Learning Differences and the Shelton Scholarships	10,000.
The University of Texas Foundation P.O. Box 250 Austin, TX 78767		PC	UTPB Engineering Building	167,000.
The Nature Conservancy 4245 North Fairfax Drive Suite 10 Arlington, VA 22203		PC	Program Support	3,750.
The Plantrician Project PO Box 266 New Canaan, CT 06840		PC	Plantrician Program for Drs.	100,000.
The Public for Animal Welfare, Inc. 500 FM 150 Kyle, TX 78620		PC	Operating Support	3,750.

Form 990-PF: Return of Private Foundation

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

Continuation Statement

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Samaritan Counseling Center P.O. Box 60312 Midland, TX 79711		PC	Operating Support	15,000.
The Refuge PO Box 90804 Austin, TX 78709		PC	Operating support	10,000.
Centers for children and families 1004 N. Big Spring, Ste 325 Midland, TX 79701		PC	Capital campaign	10,000.
The Springboard Center 200 Corporate Drive Midland, TX 79705		PC	Capital campaign for client fitness center	250,000.
The Way Retreat Center 4014 N County Rd 1160 Midland, TX 79705		PC	Capital Support	100,000.
Toys for Tots 18251 Quantic Gateway Dr Triangle, VA 22172		PC	program support	3,750.
CASA of West Texas 1611 W. Texas Ave. Midland, TX 79701		PC	Operating Support	10,000.
Young Life PO Box 52 Colorado Springs, CO 80901		PC	General Operations	15,000.
Covenant Church 2660 E. Trinity Mills Rd. Carrollton, TX 75006		PC	Camp Freedom	30,000.
Global Renewal P.O. Box 112416 Carrollton, TX 75011		PC	Selah House, Budget 2017	12,500.
Restored Hope Ministries P.O. Box 710127 Dallas, TX 75371		PC	Medical and Dental Care	30,000.
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001		PC	Program support	3,750.
Emancipet 7010 Easy Wind Drive, Suite 260 Austin, TX 78752		PC	Program Support	3,750.
Pedi Place 502 S. Old Orchard Lane, Suite 126 Lewisville, TX 75067		PC	Capital Rennovation and Expansion	5,000.
Fellowship of Christian Athletes- Latin America 8701 Leeds Road Kansas City, MO 64129		PC	Ministry Support	2,500.
Millenium Relief & Development Services 5233 Bellaire Blvd. Bellaire, TX 77401		PC	Operating Support	2,500.

Form 990-PF: Return of Private Foundation

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

Continuation Statement

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
University of Texas of the Permian Basin 4901 E. University Odessa, TX 79762		PC	President David Watts Scholarship Fund	12,500.
The Salvation Army 300 S. Baird Midland, TX 79701		PC	2016 Pledge	250,000.
				2,217,000.

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

Form 990-PF: Return of Private Foundation

Other Income

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income
Recovery of prior	0.		
year contribution	42,000.		
Total	42,000.		

Form 990-PF: Return of Private Foundation

Taxes

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Payroll Tax Expense	14,039.			
Total	14,039.			

Form 990-PF: Return of Private Foundation

Other Expenses

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Business registrations	264.			
Employee Training	1,261.			
Supplies	560.			
Telephone,Telecommunications	3,833.			
Health insurance expense	45,234.			
Liability insurance	3,333.			
Workers compensation ins	323.			
Advantage Payroll Fees	1,583.			
Business Meals	1,195.			
Software Expense	21,085.			
Dues and Subscriptions				
Bank Charges	47.			
Website Expense				
Professional Membership	2,800.			
Total	81,518.			

Form 990-PF: Return of Private Foundation

Part VIII: Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors — Continuation Statement

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