

Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

▶ 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.**2019**

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, 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)	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) ▶ \$ 1,049,291.	J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d), must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	5,100,000.			
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	914.	914.		
	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)					
12 Total. Add lines 1 through 11	5,100,914.	914.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	362,894.			
	14 Other employee salaries and wages	278,053.			
	15 Pension plans, employee benefits	10,223.			
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,065.			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) See Stmt	34,364.			
	19 Depreciation (attach schedule) and depletion See Stmt	913.			
	20 Occupancy				
	21 Travel, conferences, and meetings	6,267.			
	22 Printing and publications	551.			
	23 Other expenses (attach schedule) See Stmt	135,751.			
	24 Total operating and administrative expenses. Add lines 13 through 23	836,081.			
	25 Contributions, gifts, grants paid	4,315,156.			
26 Total expenses and disbursements. Add lines 24 and 25	5,151,237.				
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-50,323.				
b Net investment income (if negative, enter -0-)		914.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2019)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	1,065,983.	1,022,368.	1,022,368.
	2 Savings and temporary cash investments	23,854.	23,859.	23,859.
	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	5,889.	0.	0.
	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 ▶ <u>L-14 Stmt</u> 17,943. Less: accumulated depreciation (attach schedule) ▶ 17,379.	1,474.	564.	564.
15 Other assets (describe ▶ <u>L-15 Stmt</u>)	2,500.	2,500.	2,500.	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,099,700.	1,049,291.	1,049,291.	
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 ▶ <u>United Way payable</u>)		700.	
	23 Total liabilities (add lines 17 through 22)		700.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	1,099,700.	1,048,591.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
29 Total net assets or fund balances (see instructions)	1,099,700.	1,048,591.		
30 Total liabilities and net assets/fund balances (see instructions)	1,099,700.	1,049,291.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	1,099,700.
2 Enter amount from Part I, line 27a	2	-50,323.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,049,377.
5 Decreases not included in line 2 (itemize) ▶ <u>See Statement</u>	5	786.
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29	6	1,048,591.

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))
2018	3,454,350.	692,099.	4.991121
2017	2,447,946.	965,201.	2.536203
2016	2,600,323.	753,688.	3.450132
2015	2,140,602.	2,763,304.	0.774653
2014	3,315,606.	1,477,387.	2.244237

2 Total of line 1, column (d)	2	13.996346
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	2.799269
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	1,397,287.
5 Multiply line 4 by line 3	5	3,911,382.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9.
7 Add lines 5 and 6	7	3,911,391.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	4,315,156.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	9.
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	9.
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	9.
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	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	9.
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 2020 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		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.		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.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		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?	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	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 <i>General Instruction G</i> ? If "No," attach explanation	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 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		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? Website address ► <u>www.henrymidland.org</u>	13	X
14 The books are in care of ► <u>Brenda Harkness</u> Telephone no. ► <u>(432) 694-3000</u> Located at ► <u>3525 Andrews Hwy Midland TX</u> ZIP+4 ► <u>79703</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ► ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16 At any time during calendar year 2019, 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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ 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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	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 2019?	4b	X

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

5a	During the year, did the foundation pay or incur any amount to:		Yes	No
(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	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes ☐ No		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lael Cordes-Pitts 3525 Andrews Hwy Midland TX 79703	Executive Director 40.00	335,160.	8,705.	0.
Dinah Doggett 3525 Andrews Hwy Midland TX 79703	Adm. Asst. 40.00	105,467.	918.	0.
Juanita Castillejo 3525 Andrews Hwy Midland TX 79703	Grant Officer 40.00	199,700.	600.	0.

Total number of other employees paid over \$50,000 ▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services **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	
b	Average of monthly cash balances	1b	1,418,565.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,418,565.
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	1,418,565.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	21,278.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,397,287.
6	Minimum investment return. Enter 5% of line 5	6	69,864.

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	69,864.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	9.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,855.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	69,855.
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	69,855.

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	4,315,156.
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	4,315,156.
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	9.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,315,147.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				69,855.
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2019:				
a From 2014	3,241,753.			
b From 2015	2,002,477.			
c From 2016	2,562,644.			
d From 2017	2,399,694.			
e From 2018	3,419,749.			
f Total of lines 3a through e	13,626,317.			
4 Qualifying distributions for 2019 from Part XII, line 4: \$ 4,315,156.				
a Applied to 2018, 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 2019 distributable amount				69,855.
e Remaining amount distributed out of corpus	4,245,301.			
5 Excess distributions carryover applied to 2019 (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	17,871,618.			
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 2018. Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7 (see instructions)	3,241,753.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	14,629,865.			
10 Analysis of line 9:				
a Excess from 2015	2,002,477.			
b Excess from 2016	2,562,644.			
c Excess from 2017	2,399,694.			
d Excess from 2018	3,419,749.			
e Excess from 2019	4,245,301.			

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 2019, enter the date of the ruling ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total	
(a) 2019	(b) 2018	(c) 2017	(d) 2016		
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 $\frac{2}{3}$ 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	33,400.
Big Brothers Big Sisters of Midland, Inc. 714 W. Louisiana Midland TX 79701		PC	Program support	16,000.
Teen Challenge P.O. Box 251 Midland TX 79702		PC	Operating and program support, septic system replacement	30,000.
Boys and Girls Club of Midland, Inc. P.O. Box 284 Midland TX 79702		PC	Program support for after school, Project Learn	35,000.
ASPCA 520 8th Ave New York NY 10018		PC	General operating	5,000.
Best Friends Animal Society 5001 Angel Canyon Rd Kanab UT 84741		PC	General operating	5,000.
Bush Tennis Center 5700 Briarwood Ave. Midland TX 79707		PC	Challenge Grant General Funds Campaign Readiness Fund	825,000.
Reflection Ministries of Texas, INC PO Box 52371 Midland TX 79710		PC	Cottage Upgrades	5,000.
Churches in Covenant International 2644 Trinity Mills Rd Carrollton TX 75006		PC	Washington, DC Center	20,000.
See Statement				3,340,756.
Total				3a 4,315,156.
b Approved for future payment				
IDEA Charter Schools 2115 W. Pike Blvd Weslaco TX 78596		PC	Permian Basin Launch	1,200,000.
Total				3b 1,200,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	914.	
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)				914.	
13	Total. Add line 12, columns (b), (d), and (e)				914.	914.

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

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

[illegible]

		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 ¹ from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	×
	(2) Other assets	1a(2)	×
b	Other transactions.		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	×
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	×
	(3) Rental of facilities, equipment, or other assets	1b(3)	×
	(4) Reimbursement arrangements	1b(4)	×
	(5) Loans or loan guarantees	1b(5)	×
	(6) Performance of services or membership or fundraising solicitations	1b(6)	×
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	×
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If “Yes,” complete the following schedule.

[illegible]

**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 5/14/2020 Title Sec. Treas. President

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

**Paid
Preparer
Use Only**

Print/Type preparer's name Janet Bender	Preparer's signature <i>Janet Bender</i>	Date 5/4/2020	Check ☐ if self-employed	PTIN 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			

BAA MIDLAND TX 79704-4845 Form 990-PF (2019)

Form 990-PF: Return of Private Foundation**Part XV, Line 2: Supplementary Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc.** **Continuation Statement**

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

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

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Teen F.L.O.W. P.O. Box 733 Midland, TX 79702		PC	Program support.	15,000.
Unlock Ministries, Inc. P.O. Box 5562 Midland, TX 79701		PC	Operating support.	30,000.
Univ Ave Church of Christ 1903 University Ave. Austin, TX 78705		PC	Operating support.	2,167.
Aphasia Center of West Texas, Inc. 5214 Thomason Drive Midland, TX 79703		PC	Operating and program support.	20,000.
Casa de Amigos of Midland TX, Inc. 1101 E. Garden Lane Midland, TX 79701	-- -- -- --	PC	Operating support Youth Programs	60,000.
Communities in Schools of the Permian Basin, Inc. P.O. Box 60594 Midland, TX 79711		PC	Operating support.	15,000.
Senior Link Midland P.O. Box 80519 Midland, TX 79708		PC	Support for the Meals on Wheels program.	25,000.
High Sky Children's Ranch 8701 West County Road 60 Midland, TX 79707		PC	Partnering with parents program.	25,000.
Midland Children's Rehabilitation Center 802 Ventura Midland, TX 79705		PC	Operating support.	30,000.
Midland Need to Read 1709 W. Wall Street Midland, TX 79701		PC	Operating support.	15,000.
Midland Odessa Symphony and Chorale P.O. Box 60658 Midland, TX 79711		PC	Youth outreach performances.	10,000.
NonProfit Management Center 3500 North A St., Ste 2300 Midland, TX 79705		PC	Program support.	30,000.
Safe Place of the Permian Basin P.O. Box 11331 Midland, TX 79702		PC	Family Violence Program	400,000.
Redirection Outreach Program Efforts 3500 Golf Course Rd. Midland, TX 79703		PC	Program Support	5,000.
Midland Shared Spaces 3500 North A Street #1100 Midland, TX 79705		PC	Operating Budget	50,000.

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

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Midland Teen Court, Inc 615 West Missouri #226 Midland, TX 79701		PC	General operating and program support	15,000.
Soi Dog Foundation USA 2010 15th Street San Francisco, CA 94114		PC	Shelter Expansion	5,000.
Agape Christian Services 3500 N A. St. STE. 2400 Midland, TX 79705		PC	Therapy Intern Program	30,000.
YMCA Midland 800 N. Big Spring Midland, TX 79701		PC	Young Men's Christian Association Scholarship Program	5,000.
Austin Pets Alive! P.O. Box 6247 Austin, TX 78762		PC	Program support	5,000.
Austin Zoo P.O. Box 91808 Austin, TX 78709		PC	Zoo Public Building, Accessibility Project	5,000.
Castleton Ranch Horse Rescue, Inc. 28581 Old Ranch Drive Valley Center, CA 92082		PC	Program support	5,000.
Central Texas Animal Sanctuary P.O. Box 1555 Dripping Springs, TX 78620		PC	Program support	5,000.
Community Children's Ministry PO Box 3328 Midland, TX 79702		PC	Program support	20,000.
Archway Outreach, INC 114 N. Midkiff Midland, TX 79701		PC	Neurotherapy Scholarship	106,261.
Free the Oppressed PO Box 912938 Denver, CO 80291		PC	General operating/program support	2,000.
Ocean Conservancy, Inc. 1300 19th Street NW, 8th Floor Washington, DC 20036		PC	Program support	3,500.
Smile Train, Inc. 41 Madison Avenue, 28th Floor New York, NY 10010		PC	Program support	5,000.
Texas Tech Foundation, Inc. Box 42013 Lubbock, TX 79409		PC	Fund for Excellence	5,000.
Bynum School 5100 Avalon Dr. Midland, TX 79707		PC	Ancillary Services	20,000.

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

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
ASSOCIATION OF FUNDRAISING PROFESSIONALS PERMANIAN BASIN CHAPTER P.O. Box 10193 Midland, TX 79702		PC	IU Lilly Certificate Program	3,750.
Junior Achievement of the Permian 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 3500 N. A. St. Midland, TX 79701		PC	Camp Scholarships	14,000.
Christmas in Action, INC 500 S. Lee St. Midland, TX 79701		PC	General Operating	2,500.
Dress for Success Permian Basin 5050 E. University BLVD #7 Odessa, TX 79762		PC	Suiting & Career Development	10,000.
First Tee West Texas, INC P.O. Box 53035 Midland, TX 79710		PC	Matching Grant	15,000.
MARC 2701 North A Street Midland, TX 79705		PC	Program Support	53,739.
Any Baby Can 6207 Sheridan Avenue Austin, TX 78723		PC	Operating Support	5,000.
Hospice of Midland, INC 911 West Texas Ave. Midland, TX 79701		PC	Operating Support	10,000.
National Park Foundation 1110 Vermont Ave, NW Suite 200 Washington, DC 20005		PC	Operating Support	5,000.
Noah's Lost Ark Exotic Animal Sanctuary 8424 Bedell Rd. Berlin Center, OH 44401		PC	Medical Building	5,000.
PETA 1536 16th St. N.W. Washington, DC 20036		PC	Program Support	10,000.
Midland Chamber of Commerce 303 W. Wall St. STE 200 Midland, TX 79701		PC	Priority Midland Campaign	20,000.
National Wildlife Federation 11100 Wildlife Center Drive Reston, VA 20190		PC	Program Support	5,000.

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

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
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	40,000.
Flower Mound United Methodist Church 3950 Bruton Orand Blvd. Flower Mound, TX 75022		PC	Operating	25,000.
Hearts For Homes 826 East McKinney St. Denton, TX 76209		PC	Program Support	10,000.
Prestonwood Academy 6801 W Park Blvd Plano, TX 75093		PC	PCA Fund and Capital Campaign	20,000.
Lewisville ISD Education Foundation 400 West Main Street Lewisville, TX 75057		PC	Program Support Teacher Grants	6,505.
June Shelton School and Education Center 15720 Hillcrest Road Dallas, TX 75248		PC	Program Support	30,000.
Midland Classical Academy 5711 Whitman Dr. Midland, TX 79705		PC	Math in Focus Curriculum	14,500.
Midland Memorial Foundation 400 Rosalind Redfern Grover Parkway Midland, TX 79701		PC	MBHI, Pharmacy and Cholarship	11,500.
The Hillander School 1600 West Wadley Midland, TX 79705		PC	Computer Technology Expansion Campus Security	23,500.
The Nature Conservancy 4245 North Fairfax Drive Suite 10 Arlington, VA 22203		PC	Program Support	3,500.
Midland Community Development Corporation 208 S. Marienfeld Midland, TX 79701		PC	Hilcrest Village	100,000.
The Public for Animal Welfare, Inc. 500 FM 150 Kyle, TX 78620		PC	A "Paw Up" program	5,000.
Samaritan Counseling Center P.O. Box 60312 Midland, TX 79711		PC	Operating Support	20,000.
Permian Basin Opera 3500 N. A. St. STE. 2208 Midland, TX 79705		PC	Educational Outreach Program	5,000.

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

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Centers for children and families 1004 N. Big Spring, Ste 325 Midland, TX 79701		PC	Capital campaign	15,000.
The Springboard Center 200 Corporate Drive Midland, TX 79705		PC	General Fund Extended Care Scholarship Fund	121,500.
The George W. Bush Childhood Home, INC 1412 W. Ohio Ave. Midland, TX 79701		PC	Education Programming	3,000.
Toys for Tots 18251 Quantico Gateway Dr Triangle, VA 22172		PC	program support	3,500.
Buckner Children and Family Services 700 N. Pearl ST. STE. 1200 Dallas, TX 75201		PC	Midland Ministries	22,500.
City of Midland Aquatics 3003 N. A Street Midland, TX 79705		PC	Physical Therapy Expansion	20,000.
Educate Midland 3500 N. A ST. STE 2700 Midland, TX 79705		PC	Teacher Award Dinner	10,000.
Marfa Public Radio P.O BOX 238 Marfa, TX 79843		PC	Operating Support	10,000.
Covenant Church 2660 E. Trinity Mills Rd. Carrollton, TX 75006		PC	Camp Freedom	10,000.
Midland College Foundation, Inc. 3600 N. Garfield Midland, TX 79705		PC	Labs Engineering Scholarship Young Leaders	210,000.
Global Renewal P.O. Box 112416 Carrollton, TX 75011		PC	Selah House,	20,000.
Restored Hope Ministries P.O. Box 710127 Dallas, TX 75371		PC	Medical and Dental Care for Women & Operations Support	25,000.
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001		PC	Program support	5,000.
Emancipet 7010 Easy Wind Drive, Suite 260 Austin, TX 78752		PC	Program Support	5,000.
Mission Health Care Inc 3500 N. A St. #1300 Midland, TX 79705		PC	Operating Support	30,000.

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

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Recording Library of West Texas 3500 N. A St. Ste. 2800 Midland, TX 79705		PC	Program Support Operating	10,000.
Fellowship of Christian Athletes- Latin America 8701 Leeds Road Kansas City, MO 64129		PC	Ministry Support	4,000.
Millennium Relief & Development Services 5233 Bellaire Blvd. Bellaire, TX 77401		PC	Operating Support	4,000.
University of Texas of the Permian Basin 4901 E. University Odessa, TX 79762		PC	UTPB Engineering Building	166,000.
The Salvation Army 300 S. Baird Midland, TX 79701		PC	Operations	3,500.
University of Texas Foundation MD Anderson Cancer Center P.O Box 301439 Houston, TX 301439		PC	Luncheon and Education Seminar	15,000.
Boyers Pond-Shekinah Ministries P.O BOX 131 Central City, PA 15926		PC	Operating Support	3,500.
Grand Companions Humane Society P.O BOX 1156 Fort Davis, TX 79734		PC	Program and Operating Support	3,500.
Humane Heros 10930 E. Crystal Falls PKWY Leander, TX 78641		PC	Mission Admission Project	3,500.
Midland Humane Coalition, Inc. P.O BOX 53213 Midland, TX 78710		PC	Wellness and Treatment Center	5,000.
National Parks Conservation Association 777 6TH ST. NW STE. 700 Washington, DC 20001-3723		PC	Protecting the National Parks of Texas	5,000.
Polo Pony Rescue Inc. 11239 Davenport RD Santa Clarita, CA 91390		PC	Equine Retirement Program Support	5,000.
Southwestern Medical Foundation 3889 Maple AVE. STE. 100 Dallas, TX 75219		PC	Clinical Trial	10,000.
Wildlife Rescue, Inc. P.O BOX 302695 Austin, TX 78703		PC	Wildlife Rehabilitation	10,000.
WTF - Winning the Fight P.O BOX 27-1661 Flower Mound, TX 75027-1661		PC	Operating Support	5,000.

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

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Buckner International 700 N. Pearl ST. STE. 1200 Dallas, TX 75201		PC	Midland Ministries	7,250.
Educate Midland 3500 N. A. ST. STE. 2700 Midland, TX 79705		PC	Program Promotion	110,000.
Girl Scouts of the Desert Southwest Southern, New Mexico, and West Texas, Inc. 9700 GIRL SCOUT WAY, EL PASO, TX 79924		PC	Bathroom Renovations	10,000.
His Voice (aka His Voice Global) P.O BOX 10651 Midland, TX 79702		PC	Retreat Center	7,250.
Lake Brownwood Retreat, Inc. 9030 RETREAT ROAD BROWNWOOD, TX 76801		PC	Swimming pool maintenance	7,500.
La Promesa Foundation 1406 E. Garden Lane Midland, TX 79701		PC	Operating Support	10,000.
3312 Andrews HWY Midland, TX 79703		PC	Nutrition Center Youth Program	5,000.
Wilderness Trek Christian Camp 6000 W. Wadley AVE. Midland, TX 79707		PC	Scholarships	4,000.
Childrens Advocacy Center for Denton County, INC 1854 Cain Drive Lewisville, TX 75077		PC	Program Support	20,000.
Blink Now Foundation, a NJ NonProfit Corporation P.O Box 453 Mendham, NJ 07945		PC	Kapila Valley School	7,419.
Denton Assistance Center 306 N. Loop 288 Denton, TX 76209		PC	Feeding Denton	25,000.
House Rabbit Network, INC. P.O Box 2381 Pflugerville, TX 78691		PC	General Operating Support	3,700.
Friends of Austin Animal Center 7201 Levander Loop Bldg Austin, TX 78702		PC	General Operating	5,000.
Make A Wish Foundation 407 N. Big Spring Midland, TX 79701		PC	Grant Wishes	10,000.
North Texas Food Bank 3677 Mapleshade Lane Plano, TX 75075		PC	General Operating	11,505.
St. Jude Children's Research Hospital, INC 262 Danny Thomas Place Memphis, TN 38105		PC	General Support	10,000.

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

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
The Refuge for DMST (Austin) PO Box 90804 Austin, TX 78709		PC	General Operating	3,710.
American Cancer Society 2304 W. Wadley Ave Midland, TX 79705		PC	Honoring Jamie Rhoads	15,000.
Connection Christian Church 4241 Tanglewood Ln Odessa, TX 79762		PC	Connection Center Space Renovations Boy Scouts of America, Buffalo Trail	21,000.
The Field's Edge, INC PO Box 50068 Midland, TX 79710		PC	Fields Edge Village	5,000.
IDEA Charter Schools 2115 W. pike BLVD Weslaco, TX 78596		PC	Permian Basin Launch	800,000.
The Rosser Foundation 1901 N. Amistead Ave Hampton, VA 23666		PC	Midland Honduras Initiative	14,000.
				3,340,756.

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.	0.	0.
	0.00			
Michel Curry 3525 Andrews Hwy, Ste 200 Midland, TX 79703	Sec/Treas	0.	0.	0.
	0.00			
		0.	0.	0.

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

Form 990-PF: Return of Private Foundation

Taxes

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Payroll Tax Expense	34,364.			
Total	34,364.			

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
Miscellaneous	3,584.			
Employee Training	2,058.			
Supplies	552.			
Telephone, Telecommunications	4,731.			
Health insurance expense	95,552.			
Liability insurance	3,216.			
Workers compensation ins	229.			
Advantage Payroll Fees	1,775.			
Business Meals	784.			
Software Expense	17,370.			
Professional Membership	5,900.			
Total	135,751.			

Form 990-PF: Return of Private Foundation

Other Decreases

Continuation Statement

Description	Amount
2018 Tax Paid	2.
50% n/d meals and entertainment	784.
Total	786.

Name	Employer Identification No
The Henry Foundation	20-5861163

Allocated Depreciation

[illegible]

Name The Henry Foundation		Employer Identification No 20-5861163	
Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Totals to Form 990-PF, Part II, Line 11			

Form 990-PF
Part II, Line 14

Land, Buildings, and Equipment

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Furniture and Equipment	12,177.	12,177.	0.
Phone System	3,242.	3,242.	0.
Phone System 2015	2,524.	1,960.	564.
Totals to Form 990-PF, Part II, Line 14 . . .	17,943.	17,379.	564.

Name The Henry Foundation	Employer Identification No 20-5861163
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Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	Fair Market Value
Other Assets	1,000.	1,000.	1,000.
Other Assets	1,500.	1,500.	1,500.
Totals to Form 990-PF, Part II, line 15	2,500.	2,500.	2,500.

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Totals to Form 990-PF, Part II, line 22		

Additional information from your 2019 Federal Exempt Tax Return

Form 990-PF: Return of Private Foundation

Other Expenses (1)

Line 23(a)

Itemization Statement

Description	Amount
Business Other	2,850.
Operations-Other	374.
	360.
Total	3,584.

Form 990-PF: Return of Private Foundation

Other Expenses (3)

Line 23(a)

Itemization Statement

Description	Amount
	543.
	9.
Total	552.

Form 990-PF: Return of Private Foundation

Other Expenses (9)

Line 23(a)

Itemization Statement

Description	Amount
50%	784.
Total	784.

Form 990-PF: Return of Private Foundation

Line 1(a)

Itemization Statement

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