



HENRY

FOUNDATION

2016 ANNUAL REPORT

Focusing Resources to Change Lives

FOUNDING DONORS



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

FOUNDERS AND LIFETIME MEMBERS

James C. and Paula A. Henry

BOARD OF DIRECTORS

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

OFFICERS

James C. Henry, President/CEO

Paula A. Henry, Vice President

Terry R. Creech, Vice President/Secretary

Ronnie D. Scott, Vice President

STAFF

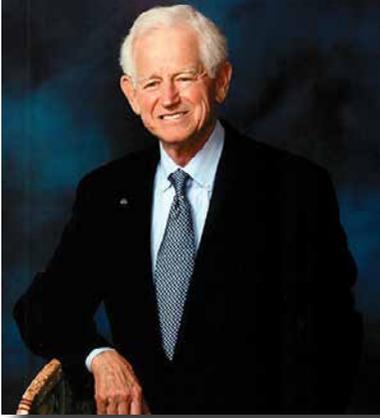
Lael J. Cordes-Pitts, Executive Director

Amanda L. Evridge, Program Officer

Dinah S. Doggett, Administrative Assistant



PERSONAL BACKGROUND



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

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

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

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

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

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

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



Paula earned an Associate's Degree from Midland College, graduating Summa Cum Laude. She earned her Bachelor's Degree in History from the University of Texas of the Permian Basin, and a Master's Degree in History from Texas Tech University, graduating Summa Cum Laude both times. She taught history courses at Midland College for nine years, one year at UTPB and one year at Texas Tech.

Paula served on the Laura Bush Women's Initiative for the George W. Bush Presidential Library and was elected to serve on the Board of Governors for the Midland Hospital Foundation in 2012. Through the years, Paula has actively supported other nonprofit groups and civic organizations in the community.

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

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

DONOR INTENT

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

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

CORE VALUES:

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

OBJECTIVES:

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

FOUNDATION GIVING

2016 Grants

Agape Christian Services (dba Agape Counseling Services of West Texas) \$15,000

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

Website: www.agapewesttexas.org

Grant Purpose: General Operating Funds

Angel Flight, Inc \$10,000

Mission: To help people in need of free air transportation for medical and humanitarian purposes.

Website: www.angelflight.com

Grant Purpose: Pilot Engagement and Outreach

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

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

Website: www.aphasiaWTX.org

Grant Purpose: Operational Funds

Association of Fundraising Professionals, Permian Basin Chapter \$15,000

Mission: AFP, an association of professionals throughout the world, advances philanthropy by enabling people and organizations to practice ethical and effective fundraising. The core activities through which AFP fulfills this mission include education, training, mentoring, research, credentialing and advocacy.

Website: www.afppermianbasin.org

Grant Purpose: IU Lilly Certificate & Amy Einstein Program Development (Honoring Amanda Evridge)

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

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

Website: www.bbbsmidland.org

Grant Purpose: Program Support (Volunteer Training & Recruitment)

Boys and Girls Club of Midland, Inc \$25,000

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

Website: www.basinkids.org

Grant Purpose: Program Support (Summer/After School)

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

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

Website: www.buckner.org

Grant Purpose: Program Support (Foster Care)

Bynum School \$500,000+

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

Website: www.bynumschool.org

Grant Purpose: New Facility

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

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

Website: www.casadeamigosmidland.org

Grant Purpose: Operating Support

CASA of West Texas (Voices for Children) \$10,000

Mission: To recruit, train, and support quality volunteers who advocate for abused and neglected children in an effort to find each child a safe, nurturing, and permanent home.

Website: www.casawtx.org

Grant Purpose: Operating Support

Centers for Children and Families, Inc \$50,000

Mission: To improve quality of life and strengthen the communities we serve through counseling, educational and supportive services.

Website: www.centerstx.org

Grant Purpose: Purchase & Renovate Office Facility (former Superior Oil Company Building)

Communities in Schools of the Permian Basin, Inc \$15,000

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

Website: www.cispb.org

Grant Purpose: Operating Support (Dropout Prevention Program)

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

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

Website: www.communitychildrenclinic.org

Grant Purpose: General Operating Support (Rx/Staff)

Family Promise of Midland, Texas, Inc \$10,000

Mission: To end homelessness one family at a time.

Website: www.familypromiseofmidland.com

Grant Purpose: Day Center

Gladney Center for Adoption \$6,500

Mission: The Gladney Center for adoption is committed to providing loving homes for children; a caring environment for birth parents; supportive services for Gladney families and adoptees; and assistance to orphans and vulnerable children in countries where we serve.

Website: www.adoptionsbygladney.com

Grant Purpose: General Operating (Midland Office)

Habitat for Humanity International (dba Midland Habitat for Humanity) \$33,000

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

Website: www.habitatmidland.org

Grant Purpose: Sponsorship of House (1/2)

2016 Grants (continued):

High Sky Children’s Ranch \$25,000

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

Website: www.highsky.org

Grant Purpose: Partnering with Parents Program

Hispanic Cultural Center of Midland \$7,500

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

Website: www.hccmidland.org

Grant Purpose: Ballet Folklorico Dance Program

MARC, Inc \$80,000

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

Website: www.marctexas.org

Grant Purpose: Neurotherapy Services (Contract with Archway Neurotherapy, LLC) at Spectrum of Solutions

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

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

Website: www.kxwt.org

Grant Purpose: Program Support

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

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

Website: www.ribbonsoflight.org

Grant Purpose: Program Support (HIV/AIDS/STD Awareness Prevention Education)

Midland Chamber of Commerce Foundation, Inc \$50,000+

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

Website: www.midlandtexaschamber.org

Grant Purpose: Educate Texas Consultant

Midland Chamber of Commerce Foundation, Inc \$250,000

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

Website: www.midlandtexaschamber.org

Grant Purpose: Educate Midland

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

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

Website: www.midlandchildrens.org

Grant Purpose: Operating Support

Midland Fair Havens, Inc \$15,000

Mission: To equip single mothers and their children for self-sufficient living by addressing their educational, vocational, spiritual, and emotional needs in residential and non-residential settings.

Website: www.mfh.org

Grant Purpose: Operating Support

Midland Need to Read, Inc \$15,000

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

Website: www.midlandneedtoread.org

Grant Purpose: Operating/Program Support

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

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

Website: www.mosc.org

Grant Purpose: Youth Outreach Performances

Midland Shared Spaces, Inc \$50,000

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

Website: www.midlandsharedspaces.org

Grant Purpose: Program/ Operating Support

Midland Teen Court, Inc \$20,000

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

Website: www.midlandteencourt.org

Grant Purpose: General Operating/Program Support

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

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

Website: www.bushtenniscenter.com

Grant Purpose: General Operating/Program Funds

Mission Agape \$5,000

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

Website: www.missionagapewtx.org

Grant Purpose: Food for Success (Backpack Program)

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

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

Website: www.missioncads.com

Grant Purpose: Program Support

2016 Grants (continued):

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

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

Website: www.nmc-pb.org

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

Palmer Drug Abuse Program Midland, Texas, Inc. (PDAP) \$25,000

Mission: To offer counseling rehabilitation, intervention and prevention services to adolescent substance abusers and their families.

Website: www.pdapmidland.org

Grant Purpose: Program Support

Recording Library of West Texas \$5,000

Mission: To provide audio recordings to enrich the lives of people who cannot access the printed word.

Website: www.recordinglibrary.org

Grant Purpose: Program Support

Safe Place of the Permian Basin \$50,000

Mission: To break the cycle of family violence by empowering individuals to make safe and healthy choices through awareness, advocacy, counseling and shelter while promoting hope, healing and dignity.

Website: www.safeplacenow.com

Grant Purpose: Operating Support (Family Violence Program)

Samaritan Counseling Center of West Texas, Inc \$10,000

Mission: To provide faith-based, professional counseling services; promote healing and wholeness, and complement the ministry of our religious community.

Website: www.samaritanccwtx.org

Grant Purpose: Operating Support

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

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

Website: www.seniorlinkmidland.org

Grant Purpose: Meals on Wheels & Homebound Services

Sharing Hands A Respite Experience Inc. (SHARE) \$25,000

Mission: To partner with all members of families where there are children with special needs, supporting their efforts to establish and maintain strong and successful families.

Website: www.sharewtx.org

Grant Purpose: Respite Care for Parents with Special Needs Children

Teen Challenge of the Permian Basin, Inc \$30,000

Mission: To evangelize people who have life-controlling problems and initiate the Christian discipleship training so an individual can function as a Christian in society, applying spiritually motivated Biblical principles to relationships in the family, local church, chosen vocation and community.

Website: www.teenchallengepb.com

Grant Purpose: Operating Support

Teen Challenge of the Permian Basin, Inc \$15,000

Mission: To evangelize people who have life-controlling problems and initiate the Christian discipleship training so an individual can function as a Christian in society, applying spiritually motivated Biblical principles to relationships in the family, local church, chosen vocation and community.

Website: www.teenchallengepb.com

Grant Purpose: Septic System Replacement

TEEN FLOW (Faithful Leaders of the Word) \$25,000

Mission: To reach youth with the message of Jesus Christ and to equip them for a godly, productive life.

Website: www.teenflow.com

Grant Purpose: Program Support

The Salvation Army \$250,000+

Mission: The Salvation Army, an international movement, is an evangelical part of the universal Christian church. Its message is based on the Bible. Its ministry is motivated by the love of God. Its mission is to preach the gospel of Jesus Christ and to meet human needs in His name with discrimination.

Website: www.salvationarmytexas.org/midland

Grant Purpose: "Building Hope, Rebuilding Lives" Capital Campaign for New Facility

The Springboard Center \$35,000

Mission: The mission of The Springboard Center is to restore health and dignity to individuals and families by providing quality treatment and counseling for alcoholism and drug abuse addition to the residents of the Permian Basin and beyond and to raise the level of community awareness concerning substance abuse.

Website: www.springboardcenter.org

Grant Purpose: Fred Westmoreland Client Fitness Center

United Way of Midland, Inc \$7,200

Mission: To raise funds for charitable entities within the community by consolidating fund-raising efforts of those organizations.

Website: www.uwmidland.org

Grant Purpose: 2015-16 Campaign Support

United Way of Midland, Inc \$40,000

Mission: To raise funds for charitable entities within the community by consolidating fund-raising efforts of those organizations.

Website: www.uwmidland.org

Grant Purpose: General Operating Funds (Administration)

United Way of Midland, Inc \$4,125

Mission: To raise funds for charitable entities within the community by consolidating fund-raising efforts of those organizations.

Website: www.uwmidland.org

Grant Purpose: "Reasoning Minds" Software Curriculum (Unlock Ministries Collaboration)

2016 Grants (continued):

University of Texas Foundation - M.D. Anderson Cancer Center\$25,000+

Mission: To eliminate cancer in Texas, the nation, and the world through outstanding programs that integrate patient care, research and prevention, and through education for undergraduate and graduate students, trainees, professionals, employees and the public.

Website: www.mdanderson.org

Grant Purpose: "Making Cancer History" Education Awareness Luncheon

Unlock Ministries Inc \$40,000

Mission: To provide Christian ministry to at-risk children in order to develop leaders who will positively impact the community for Christ's Kingdom through a meaningful summer camp experience and discipleship through mentoring and positive peer leadership training.

Website: www.opcamp.com

Grant Purpose: Operating Support

West Texas Food Bank\$5,000

Mission: To alleviate hunger by providing a collection system that solicits and gathers, useful products and re-distributes these products to member agencies who have feeding programs for the ill, aged and the needy of the Permian Basin.

Website: www.wtxfoodbank.org

Grant Purpose: Increasing Midland Volunteers

TOTAL \$2,173,325+

+\$1,848,325 without previous pledge payments included or \$250,000 pledge amount added for 2017.

**SECOND GENERATION GIVING
Pre-Selected Charities***

Ahava Ministries\$5,000

Mission: To engage and equip youth to find their vocational discovery in a global community.

Website: www.kivugapyear.com

Grant Purpose: Kiva Gap Year Scholarship Fund

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

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

Website: www.aspc.org

Grant Purpose: Program Support

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

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

Website: www.anybabycan.org

Grant Purpose: General Operating Funds/Program

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

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

Website: www.austinanimalcenter.org

Grant Purpose: Program Support

Austin Pets Alive!\$5,000

Mission: Dedicated to keeping Austin no-kill.

Website: www.austinpetsalive.org

Grant Purpose: Program Support (The Wellness & Triage Medical Clinic)

Austin Zoo, Inc\$5,000

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

Website: www.austinzoo.org

Grant Purpose: Public Building Accesibility Project

Castleton Ranch Horse Rescue, Inc\$5,000

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

Website: www.castleranchhorserescue.com

Grant Purpose: General Rescue and Operational Funds

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

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

Website: www.thunderingpaws.org

Grant Purpose: Cat Hospice Care

Child Study Center (Fort Worth)\$5,000

Mission: To hold, manage and administer assets for the exclusive benefit and support of the Child Study Center, a charitable organization under the internal revenue code section 501(c)(3) and the related regulations, and to respond to the needs of the Child Study Center which provides children with complex developmental and behavioral disabilities the highest quality diagnosis, treatment, and education to help them achieve their full potential.

Website: www.cscfw.org

Grant Purpose: Jane Justin School

Churches in Covenant International\$17,500

Mission: The Center for National Renewal is a Christian, interdenominational, non-partisan organization who seeks to catalyze ideas and influencers for the work of national renewal, humanitarian initiatives, and common good.

Website: www.churchesincovenant.org

Grant Purpose: Center for National Renewal in Washington, D.C.

Communities in Schools of North Texas, Inc\$10,000

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

Website: www.cisnt.org

Grant Purpose: General Operating Funds (Drop-out Prevention Case Management Program)

SECOND GENERATION GIVING (Continued):

Court Appointed Special Advocates of Denton County, Inc. (aka CASA of Denton County) \$5,000

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

Website: www.casadenton.org

Grant Purpose: Court Advocacy Program

Covenant Church (Metroplex) \$5,000

Mission: Camp Freedom addresses the issues that men struggle with by providing a safe place to be loved and experience grace that heals.

Website: www.covenantchurch.org

Grant Purpose: Freedom Lodge & Restoration Ministries – Camp Freedom

Covenant Church (Metroplex) \$10,000

Mission: To impact the Kingdom of God through "One Church, Many Locations." (One. Gospel. One Church. One World. One Mission).

Website: www.covenantchurch.org

Grant Purpose: Sanctuary Lobby Furniture

Doctors Without Borders, USA, Inc \$3,600

Mission: Doctors Without Borders is an international, independent, medical humanitarian organization committed to two objectives: providing medical assistance to people affected by armed conflict, epidemics, health care exclusion, natural and man-made disasters; and speaking out about the plight of the populations assisted. MSF offers assistance to people based only on need and irrespective of race, religion, gender or political affiliation.

Website: www.doctorswithoutborders.org

Grant Purpose: General Support for MSF Programs

Emancipet (previously Animal Trustees of Austin) \$5,000

Mission: To make high-quality spay/neuter and veterinary care affordable and accessible to all pet owners. We manage an expanding national network of high-quality, low-cost clinics; offer customized training and consulting programs to animal welfare organizations nationwide; and advocate for strategies and public policy that improve the lives of pets in underserved communities.

Website: www.emancipet.org

Grant Purpose: General Operating/Program Support

Flower Mound United Methodist Church \$20,000

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

Website: www.fmumc.org

Grant Purpose: Chancel Lighting & Light System Control (1/2 cost each)

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

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

Website: www.girlsontherunutah.org

Grant Purpose: Program Support (Scholarships/Snacks)

Global Renewal, Inc. (dba Chain Reaction) \$10,000

Mission: Inform. Turn on the light so people can see the path to their destination. Influence. Through love and relevance make a lasting impact. Empower. Pour into the community so that they can pour into other communities.

Website: www.globalrenewal.org

Grant Purpose: Selah House Cambodia & Indonesia (Fight Human Trafficking)

Hearts for Homes \$20,000

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

Website: www.heartsforhomes.org

Grant Purpose: General Operating Funds/Program (Capacity Building)

Heifer International Foundation (aka Heifer Foundation) \$5,000

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

Website: www.heifer.org

Grant Purpose: General Operating Funds/Program

Humane Society of Austin & Travis County, Inc \$5,000

Mission: Offers comprehensive, humane, life-saving animal services, transforming the lives of animals and those who love them.

Website: www.austinhumanesociety.org

Grant Purpose: Adoption Support for Vulnerable & Homeless Animals

Journey To Dream Foundation \$10,000

Mission: To see lives transformed by God through equipping and empowering youth to overcome adversity and live purposeful lives.

Website: www.journeytodream.com

Grant Purpose: Kyle's Place – Emergency Shelter for Unaccompanied Youth (Bedroom Naming)

June Shelton School and Evaluation Center \$10,000

Mission: A school and resource center dedicated to making a difference by serving and empowering the lives of students who learn differently Because Not All Great Minds Think Alike.

Website: www.shelton.org

Grant Purpose: Annual Fund Drive

Lewisville Education Foundation, Inc \$2,500

Mission: Providing financial support to the Lewisville Independent School District teachers and students.

Website: www.lisdef.org

Grant Purpose: Fact Masters Software for Old Settler's Elementary School

Midland Humane Coalition, Inc \$5,000

Mission: To end euthanasia in the Permian Basin by finding homes for healthy, adoptable pets.

Website: www.midlandhumane.org

Grant Purpose: General Operating

SECOND GENERATION GIVING (Continued):

Midland Tennis Center, Inc (dba Bush Tennis Center) \$30,000

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

Website: www.bushtenniscenter.com

Grant Purpose: General Operating/Program Support

National Parks Conservation Association \$3,400

Mission: To protect and enhance America's National Park System for present and future generations.

Website: www.npca.org

Grant Purpose: General Operating Funds/Program (Protecting the National Parks of Texas for Future Generations)

National Wildlife Federation, Inc \$5,000

Mission: To inspire Americans to protect wildlife for our children's future.

Website: www.nwf.org

Grant Purpose: Monarch Restoration - Expanding Urban Outreach & Education Campaign

Noah's Lost Ark, Inc \$5,000

Mission: To care for endangered and abused animals.

Website: www.noahslostark.org

Grant Purpose: General Operating/Program Support

Ocean Conservancy, Inc..... \$5,000

Mission: Educate and empower people to take action on behalf of the ocean.

Website: www.oceanconservancy.org

Grant Purpose: Protecting the Ocean, Restoring the Gulf

PediPlace \$10,000

Mission: Making healthcare a reality for every kid.

Website: www.pediplace.org

Grant Purpose: Renovation and Expansion (Clinic Examination Room Naming)

People for Ethical Treatment of Animals (aka PETA) \$10,000

Mission: Dedicated to establishing and protecting the rights of all animals.

Website: www.peta.org

Grant Purpose: General Operating Funds/Program (Vanguard Society)

Polo Pony Rescue, Inc. (on behalf of Angel Acres Horse Haven Rescue, Inc) \$5,000

Mission: To rescue equines, primarily former polo ponies that have been neglected, abused, seized by law enforcement or at risk of slaughter, provide any needed veterinary care, rehabilitation or retraining, and find them new, loving homes.

Website: www.poloponyrescue.com

Grant Purpose: Program Support

Ranch Hand Rescue \$5,000

Mission: To save abused and neglected farm animals with accountability by working with law enforcement authorities in Texas, to adopt out rehabilitated animals and provide a caring sanctuary for the animals that have ongoing needs and to help people with personal, mental and psychological challenges to change and better their lives through Equine/Assisted Therapy.

Website: www.ranchhandrescue.com

Grant Purpose: Capital Grant (Flooring for New Office/Welcome Center/Counseling Building)

Restored Hope Ministries \$10,000

Mission: To rescue and restore women and their children to normal lives who have been affected by the adverse conditions of life that include sexual exploitation, human slavery, sexual abuse, poverty, domestic violence and interaction with the Criminal Justice System.

Website: www.rhmdallas.com

Grant Purpose: Medical and Dental Care

The Rotary Foundation of Rotary International (designated for Cross Timbers Rotary Club) \$20,000

Mission: To bring together business and professional leaders in order to provide humanitarian services, encourage high ethical standards in all vocations, and to advance goodwill and peace around the world.

Website: www.crosstimbersrotary.com

Grant Purpose: Scholarships and Challenge Grant for Habitat for Humanity Build (1/2 each)

Smile Train, Inc \$5,000

Mission: To provide free cleft surgery for millions of children in developing countries suffering from clefts and to provide free cleft-related training for doctors and medical personnel.

Website: www.smiletrain.org

Grant Purpose: General Operating Funds/Program [Cleft Lip and Palate Surgery for Children in the Developing World]

Texas Tech Foundation, Inc \$5,000

Mission: To accept, invest and distribute gifts for the benefit of the Texas Tech University (TTU) System.

Website: www.give2tech.com/foundation

Grant Purpose: Annual Campaign (Fund for Excellence)

The Public for Animal Welfare, Inc. (dba PAWS Shelter & Humane Society) \$5,000

Mission: To provide care and love to homeless, abandoned and abused animals in Central Texas.

Website: www.pawsshelter.org

Grant Purpose: Program Support (Save the San Marcos Animals)

World Wildlife Fund, Inc \$5,000

Mission: Conservation of nature.

Website: www.worldwidelifefund.org

Grant Purpose: Program Support

TOTAL \$337,000

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

BOARD DISCRETIONARY GIVING
Pre-Selected Charities*

Fellowship of Christian Athletes of Latin America \$2,500

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

Website: www.permianbasinfca.org

Grant Purpose: General Operating Funds/Program (Latin America Ministry Support)

Fellowship of Christian Athletes of the Permian Basin \$5,000

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

Website: www.permianbasinfca.org

Grant Purpose: Camp Scholarships

Kwo Ministries \$17,000

Mission: To raise funds to support orphans and widows in Kenya, East Africa.

Website: www.kwoministries.org

Grant Purpose: General Operating/Program Support

Midland ISD Educational Foundation \$3,000

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

Website: www.midlandisd.net

Grant Purpose: Parent University Program (Bunche Elementary School)

Midland Memorial Foundation \$5,000

Mission: 1) Helping friends of the hospital reach their own goals through philanthropic giving to Midland Memorial Hospital, 2) working with physicians and hospital administration to identify projects which lend themselves to philanthropic fund raising, and 3) aiding the volunteer Board of Governors to build a significant Endowment Fund which will ensure that quality health care continues to be available to the people of Midland County.

Website: www.midland-memorial.com

Grant Purpose: Paula and Jim Henry Scholarship Fund

Millennium Relief and Development Services, Inc. (aka Millennium) \$2,500

Mission: To combat the spiritual, physical and emotional poverty that is found around the world.

Website: www.mrds.org

Grant Purpose: General Operating Funds/Program (Afghanistan Outreach)

Redirection Outreach Program Efforts for Youth (aka ROPE Youth) \$5,000

Mission: To make our community a better place to live today and in the future by empowering young men and women to break the cycle and make a change, through mentoring and educational programs.

Website: www.ropelyouth.org

Grant Purpose: General Operating Funds

The Rosser Foundation A Pure Charitable Trust and Public Charity (aka International Cooperating Ministries) \$30,000

Mission: Restoring lives, transforming communities and changing nations through Jesus Christ and His Church by nurturing believers and assisting church growth worldwide.

Website: www.icm.org

Grant Purpose: Ronnie & Cindy Scott Honduras Initiative (Build Five Churches)

Trinity School of Midland, Texas \$10,000

Mission: To be a college preparatory community that provides a nurturing environment to enrich the mind, strengthen the body, enliven the soul and inspire servant leadership.

Website: www.trinityschool.org

Grant Purpose: Learning Differences and the Shelton School Assessments

University of Texas Foundation (on behalf of The University of Texas of the Permian Basin) \$5,000

Mission: Committed to pursue high-quality educational opportunities for the enhancement of the human resources of Texas, the nation, and the world through intellectual and personal growth. [UTPB exists to provide quality education to all qualified students in a supportive in person and online educational environment; to promote excellence in teaching, research, and service; and to serve as a resource for the intellectual, social, economic, technological advancement, and healthcare of the diverse constituency in Texas and the region.]

Website: www.utxf.org (www.utpb.edu)

Grant Purpose: School of Business & Engineering Scholarship (honoring Dr. David Watts)

Unlock Ministries, Inc \$3,000

Mission: To provide Christian ministry to at-risk kids in order to develop leaders who will positively impact the community for Christ's Kingdom.

Website: www.opcamp.org

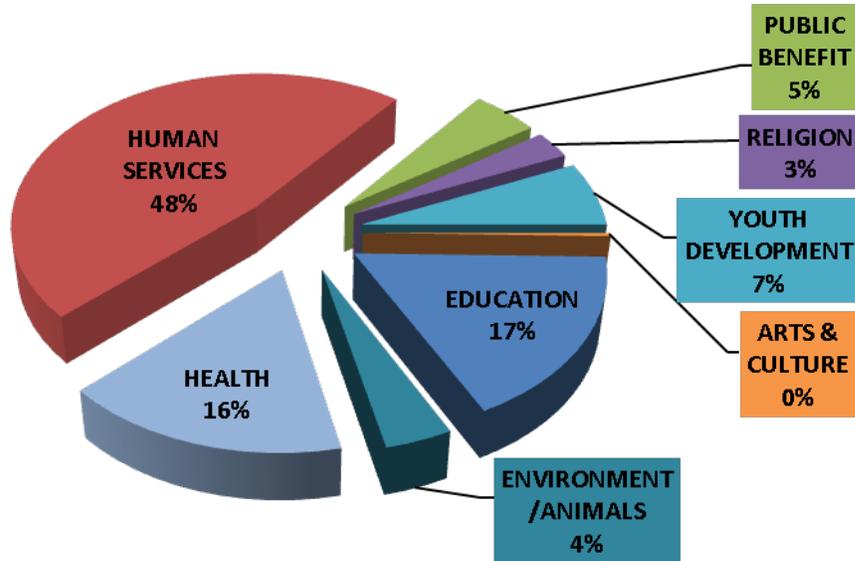
Grant Purpose: Parent University

TOTAL \$90,000

(*NOTE: Giving is per the recommendation of individual members on the Board Directors for supporting identified needs or personal interests toward specific causes that align with the vision and mission of the foundation; gifts are unrestricted donations unless otherwise noted.)

THE HENRY FOUNDATION

2016 GIVING BY PROGRAM AREA



ARTS & CULTURE	\$7,500	PUBLIC BENEFIT	\$112,500
EDUCATION	\$394,125	RELIGION	\$65,000
ENVIRONMENT/ANIMALS	\$88,400	YOUTH DEVELOPMENT	\$152,500
HEALTH	\$373,600	TOTAL	\$2,275,325
HUMAN SERVICES	\$1,081,700		

Grant Making at a Glance

GRANTS	2016 General	2016 Second Generation	2016 Board Discretionary	2016 TOTAL	TOTAL SINCE INCEPTION
Total Number	50	41	11	102	330
Total Amount	\$1,848,325	\$337,000	\$90,000	\$2,275,325	\$11,682,555+
Average Amount	\$36,967	\$8,220	\$8,182	\$22,307	\$35,402
Smallest Gift	\$4,125	\$3,400	\$2,500	\$4,125	\$250
Largest Gift	\$500,000	\$30,000	\$30,000	\$500,000	\$610,500@

@ \$1,110,500 contributed to Midland Shared Spaces over 2 years
+ Includes \$250,000 pledged to The Salvation Army in 2017

Gift Analysis

(combined totals since inception - without Second Generation & Board Discretionary Giving)

SIZE

- 50 (25%) of all gifts were \$50,000 and above, totaling \$7,648,402, or 68% of all giving.

TOP CAPITAL & SPECIAL GIFTS*

- 1 at \$1,110,500+
- 1 at \$610,575+
- 1 at \$556,663+
- 4 at \$500,000
- 1 at \$400,000
- 2 at \$250,000+

+ Over 2 Years

TOP PROGRAM GIFTS

- 1 at \$50,664
- 21 at \$50,000
- 7 at \$40,000

TYPE*

- 50 Capital & Special Project gifts totaled \$7,327,310 (63%) of all giving, or \$141,546 average per gift.
- 152 Program gifts totaled \$3,313,964 (28%) of all giving, or \$21,802 average per gift.

**without Pre-Selected Charity Selections*

GEOGRAPHY

- 196 gifts were contributed to Midland organizations, including 52 who also serve the broader Permian Basin area

- 6 gifts were given outside the Midland area, not including 128 Second Generation and Board Discretionary Giving grants in Texas, the United States and to organizations providing international services.

THE HENRY FOUNDATION

GUIDELINES:

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

Giving Focuses (since inception): Human Services (36%), Education (30%), Health (12%), Public Benefit (8%), Youth Development (7%), Religion (3%), Environment/Animals (3%), Arts & Culture (1%)

**GIFTS Online reports*

PROCEDURE:

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

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

- 5) Grantees are notified of funding and asked to sign a Grant Agreement plus submit a follow-up (evaluation) report by a designated date.

The Henry Foundation
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