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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation THE WARE FOUNDATION C/O AMARILLO NATIONAL BANK--TRUST		A Employer identification number 75-2662421
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1		B Telephone number 806-378-8343
City or town, state, and ZIP code AMARILLO, TX 79105-0001		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,014,394.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,074,498.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		13,623.	13,623.		STATEMENT 1
4 Dividends and interest from securities		39,060.	39,060.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-11,019.			
b Gross sales price for all assets on line 6a	239,521.				
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		516,502.	516,502.		STATEMENT 3
12 Total. Add lines 1 through 11		1,632,664.	569,185.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		250.	250.		0.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes		3,287.	9,972.		0.
19 Depreciation and depletion		64,556.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		40.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		68,133.	10,222.		0.
25 Contributions, gifts, grants paid		804,820.			804,820.
26 Total expenses and disbursements. Add lines 24 and 25		872,953.	10,222.		804,820.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		759,711.			
b Net investment income (if negative, enter -0-)			558,963.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		4,898,199.	5,972,335.	5,972,335.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations STMT 7	675,138.	499,538.	540,165.	
	b	Investments - corporate stock STMT 8	209,227.	134,286.	133,806.	
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other				
	14	Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶ STATEMENT 9)	1,851,693.	1,787,261.	1,368,088.	
	16	Total assets (to be completed by all filers)	7,634,257.	8,393,420.	8,014,394.	
	17	Accounts payable and accrued expenses	548.			
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	548.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	0.	0.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	7,633,709.	8,393,420.			
30	Total net assets or fund balances	7,633,709.	8,393,420.			
31	Total liabilities and net assets/fund balances	7,634,257.	8,393,420.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,633,709.
2	Enter amount from Part I, line 27a	2	759,711.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,393,420.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,393,420.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b SEE ATTACHED STATEMENTS			
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 239,521.		250,540.	-11,019.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			-11,019.

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	-11,019.
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) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	991,027.	8,001,759.	.123851
2008	814,290.	7,619,091.	.106875
2007	807,280.	6,506,951.	.124064
2006	528,085.	5,761,157.	.091663
2005	669,096.	4,764,889.	.140422

2 Total of line 1, column (d)	2	.586875
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.117375
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,453,752.
5 Multiply line 4 by line 3	5	874,884.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,590.
7 Add lines 5 and 6	7	880,474.
8 Enter qualifying distributions from Part XII, line 4	8	804,820.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	11,179.
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	11,179.
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	11,179.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 10,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 2,500.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		12,500.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		1,321.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 1,321. Refunded <input type="checkbox"/>	11		0.

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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 General Instruction T.		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) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2010 or the taxable year beginning in 2010 (see 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

Form 990-PF (2010)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ TRUST DEPARTMENT Located at ▶ AMARILLO NATIONAL BANK; P.O. BOX 1; AMARILLO, TX Telephone no ▶ 806-378-8000 ZIP+4 ▶ 79105-0001			
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 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
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) N/A	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 ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) N/A	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 2010?	4b	X

Form 990-PF (2010)

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

5a During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ 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?

N/A

7b

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

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

(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
B.T. WARE, II	PRESIDENT			
P.O. BOX 1				
AMARILLO, TX 791050001	0.00	0.	0.	0.
W.R. WARE	DIRECTOR			
P.O. BOX 1				
AMARILLO, TX 791050001	0.00	0.	0.	0.
RICHARD C. WARE II	DIRECTOR			
P.O. BOX 1				
AMARILLO, TX 791050001	0.00	0.	0.	0.
MARY S. WARE	DIRECTOR			
P.O. BOX 1				
AMARILLO, TX 791050001	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
NONE				

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

0

Form 990-PF (2010)

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

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

[illegible]

0

Part IX-A Summary of Direct Charitable Activities	
--	--

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Amount

1	N/A	
2		
All other program-related investments See instructions		
3		

0.

Form **990-PF** (2010)

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	838,107.
b	Average of monthly cash balances	1b	5,408,674.
c	Fair market value of all other assets	1c	1,320,480.
d	Total (add lines 1a, b, and c)	1d	7,567,261.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,567,261.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	113,509.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,453,752.
6	Minimum investment return. Enter 5% of line 5	6	372,688.

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	372,688.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	11,179.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,179.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	361,509.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	361,509.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	361,509.

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	804,820.
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	804,820.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	804,820.

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

Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				361,509.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	438,844.			
b From 2006	248,902.			
c From 2007	488,888.			
d From 2008	451,442.			
e From 2009	598,275.			
f Total of lines 3a through e	2,226,351.			
4 Qualifying distributions for 2010 from Part XII, line 4. \blacktriangleright \$	804,820.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				361,509.
e Remaining amount distributed out of corpus	443,311.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,669,662.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	438,844.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,230,818.			
10 Analysis of line 9				
a Excess from 2006	248,902.			
b Excess from 2007	488,888.			
c Excess from 2008	451,442.			
d Excess from 2009	598,275.			
e Excess from 2010	443,311.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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 the instructions.)**

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))

SEE STATEMENT 10

- 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

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

- 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

<div> <div> Recipient </div> <div> Name and address (home or business) </div> </div>		<div> If recipient is an individual, show any relationship to any foundation manager or substantial contributor </div>	<div> Foundation status of recipient </div>	<div> Purpose of grant or contribution </div>	<div> Amount </div>
<div> <div> a </div> <div> Paid during the year SEE ATTACHED SCHEDULE </div> </div>					<div> 804,820. </div>
<div> <div> Total </div> <div> ▶ 3a </div> </div>					<div> 804,820. </div>
<div> <div> b </div> <div> Approved for future payment NONE </div> </div>					
<div> <div> Total </div> <div> ▶ 3b </div> </div>					<div> 0. </div>

Unrelated business income		Excluded by section 512, 513, or 514		(e)
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
		14	13,623.	
		14	39,060.	
		15	516,502.	
		18	-11,019.	
	0.		558,166.	0.
			13	558,166.

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)	

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☒ self-employed

PTIN

**Paid
Preparer
Use Only**

MARILYN C. AULT

Firm's name ► AULT & ASSOCIATES, CPAS

Firm's address ► P. O. BOX 9294
AMARILLO, TX 79105

Firm's EIN ▶

Phone no 806/376-1555

Form **990-PF** (2010)

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

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

THE WARE FOUNDATION
C/O AMARILLO NATIONAL BANK--TRUST

Employer identification number

75-2662421

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

THE WARE FOUNDATION
C/O AMARILLO NATIONAL BANK--TRUST

Employer identification number

75-2662421

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	B.T. WARE, II P.O. BOX 1 AMARILLO, TX 791050001	\$ 574,498.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	RICHARD WARE P.O. BOX 1 AMARILLO, TX 791050001	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	WILLIAM WARE P.O. BOX 1 AMARILLO, TX 791050001	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE WARE FOUNDATION
C/O AMARILLO NATIONAL BANK--TRUST

Employer identification number

Part II Noncash Property (see instructions)[illegible]

Name of organization

Employer identification number

THE WARE FOUNDATION

C/O AMARILLO NATIONAL BANK--TRUST

75-2662421

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day , yr)	(d) Date sold (mo , day , yr)
1a	ALTRIA GROUP INC COM	P	12/28/07	12/10/10
b	AMGEN INC COM	P	01/02/08	12/10/10
c	APPLE COMPUTER INC	P	12/26/06	12/10/10
d	APPLE COMPUTER INC	P	12/28/07	12/10/10
e	BAKER HUGHES INC	P	01/02/08	12/10/10
f	BERKSHIRE HATHAWAY INC-CL B	P	12/26/06	12/14/10
g	DELL INC	P	12/28/07	12/10/10
h	DISNEY COM STK	P	01/02/08	12/10/10
i	EXXON MOBIL CORP COM	P	01/02/08	12/10/10
j	FED HOME LOAN MTG CORP 6.875 %	P	03/15/06	09/15/10
k	GOLDMAN SACHS GROUP INC	P	12/28/07	12/10/10
l	GOLDMAN SACHS GROUP INC	P	01/02/08	12/10/10
m	GOOGLE INC	P	12/28/07	12/10/10
n	GOOGLE INC	P	01/16/07	12/10/10
o	J.P. MORGAN CHASE & CO COM	P	01/02/08	12/10/10

(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	1,110.	1,044.	66.
b	1,708.	1,485.	223.
c	9,588.	2,445.	7,143.
d	4,794.	2,993.	1,801.
e	1,344.	2,016.	-672.
f	3,991.	3,640.	351.
g	2,772.	5,004.	-2,232.
h	2,854.	2,494.	360.
i	1,866.	2,456.	-590.
j	140,000.	150,345.	-10,345.
k	2,505.	3,191.	-686.
l	2,004.	2,518.	-514.
m	8,266.	9,779.	-1,513.
n	2,362.	2,794.	-432.
o	8,378.	9,913.	-1,535.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			66.
b			223.
c			7,143.
d			1,801.
e			-672.
f			351.
g			-2,232.
h			360.
i			-590.
j			-10,345.
k			-686.
l			-514.
m			-1,513.
n			-432.
o			-1,535.

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 }

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)
If (loss), enter "-0-" in Part I, line 8

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	KYOCERA CORP - SPONS ADR	P	01/02/08	12/10/10
b	MOTOROLA INC - COMMON	P	12/26/06	12/10/10
c	PHILLIP MORRIS INTL. INC.	P	12/28/07	12/10/10
d	RESEARCH IN MOTION	P	12/28/07	12/10/10
e	SAKS INC	P	12/26/06	12/10/10
f	SOUTHERN COPPER CORP	P	01/02/08	12/10/10
g	VAIL RESORTS INC	P	12/28/07	12/10/10
h	VAIL RESORTS INC	P	01/02/08	12/10/10
i	VEOLIA ENVIRONMENT	P	01/02/08	12/10/10
j	YUM BRANDS INC COM	P	01/02/08	12/10/10
k	FNGL POOL 767861 6.50% DUE 12/1/32	P	04/08/04	VARIOUS
l	FREDDIE MAC 2584 LE 4.00% DUE 12/15/13	P	12/16/04	VARIOUS
m	SECURITY LITIGATION PROCEEDS	P	VARIOUS	VARIOUS
n				
o				

(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	1,023.		880.	143.
b	844.		2,056.	-1,212.
c	2,680.		2,379.	301.
d	1,732.		3,264.	-1,532.
e	1,152.		1,804.	-652.
f	1,910.		1,469.	441.
g	4,719.		4,834.	-115.
h	996.		1,019.	-23.
i	906.		2,967.	-2,061.
j	3,245.		2,496.	749.
k	1,205.		1,268.	-63.
l	24,528.		23,987.	541.
m	1,039.			1,039.
n				
o				

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) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a			143.
b			-1,212.
c			301.
d			-1,532.
e			-652.
f			441.
g			-115.
h			-23.
i			-2,061.
j			749.
k			-63.
l			541.
m			1,039.
n			
o			

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	-11,019.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE WARE FOUNDATION #75-2662421
 CALENDAR YEAR 2009
 SCHEDULE SUPPORTING FORM 990-PF

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
<u>PAGE 2, PART II, LINE 2, SAVINGS AND TEMPORARY CASH INVESTMENTS:</u>		
Cash	\$ 2,669,077	\$ 2,669,077
Aim Prime Money Market Funds	2,229,122	2,229,122
Total Savings and Temporary Cash Investments	<u>\$ 4,898,200</u>	<u>\$ 4,898,200</u>

PAGE 2, PART II, LINE 10a, INVESTMENTS--GOVERNMENT SECURITIES:

FEDERAL AGENCIES:

FHLB 6.335% Due 05/27/14	\$ 215,708	\$ 231,125
FHLB 5% Due 12/11/15	100,533	108,188
FEDERAL HOME LOAN MTG 6.875% DUE 09/15/10	150,345	146,344
FEDERAL HOME LOAN MTG 5.125% DUE 07/15/12	150,899	162,938
FREDDIE MAC 2584 LE 4% Due 12/15/13	40,424	42,487
FNGL POOL #767861 6.50% Due 12/1/32	17,230	17,716
Total Government Securities	<u>\$ 675,138</u>	<u>\$ 708,797</u>

PAGE 2, PART II, LINE 10b, INVESTMENTS--CORPORATE STOCK:

Altria Group Inc Com	\$ 1,044	\$ 883
Amgen Inc Com	1,485	1,810
Apple Computer Inc	5,438	9,483
Baker Hughes Inc	2,016	1,012
Berkshire Hathaway Inc. Cl. B	3,640	3,286
Dell Inc	5,004	2,872
Disney Com Stk	2,494	2,516
Exxon Mobil Corp Com	2,456	1,773
Goldman Sachs Group Inc	5,709	4,559
Google Inc	12,573	11,160
J.P. Morgan Chase & Co Com	9,913	8,542
Kyocera Corp - Spons Adr	880	883
Midcap Spdr Trust Series 1	3,136	2,635
Motorola Inc. - Common	2,056	776
Philip Morris Intl Inc	2,379	2,169
Research In Motion	3,264	1,891
Saks Inc.	1,804	656
Southern Copper Corp	1,469	1,382
Thornburg Intl Value Fd-I	131,150	115,611
Vail Resorts Inc	5,853	4,120
Veolia Environment	2,967	1,052
Yum Brands Inc Com	2,496	2,273
Total Corporate Stocks	<u>\$ 209,227</u>	<u>\$ 181,344</u>
Total Investments	<u>\$ 884,364</u>	<u>\$ 890,140</u>

THE WARE FOUNDATION
 CALENDAR YEAR 2010
 SCHEDULE SUPPORTING FORM 990-PF

75-2662421

PAGE 7, PART X, LINE 1--AVERAGE MONTHLY FAIR MARKET VALUE OF ALL ASSETS:

	<u>MONTH END MARKET VALUE</u>	<u>STOCKS AND BONDS MONTHLY AVERAGE</u>	<u>CASH MONTHLY AVERAGE</u>	<u>OIL & GAS LEASE AVERAGE</u>
<u>MARKET VALUE OF ASSETS:</u>				
AT DECEMBER 31, 2009				
STOCKS & BONDS	\$ 890,140	\$	\$	\$
MINERAL PROPERTIES	1,320,480			1,320,480
CASH AND TEMPORARY INVEST.	4,898,200			
AT JANUARY 31, 2010				
STOCKS & BONDS	880,725	885,432		
MINERAL PROPERTIES				
CASH AND TEMPORARY INVEST.	4,886,257		4,892,228	
AT FEBRUARY 28, 2010				
STOCKS & BONDS	881,977	881,351		
MINERAL PROPERTIES				
CASH AND TEMPORARY INVEST.	5,247,577		5,066,917	
AT MARCH 31, 2010				
STOCKS & BONDS	886,856	884,417		
MINERAL PROPERTIES				
CASH AND TEMPORARY INVEST.	5,314,796		5,281,186	
AT APRIL 30, 2010				
STOCKS & BONDS	885,691	886,273		
MINERAL PROPERTIES				
CASH AND TEMPORARY INVEST	5,368,959		5,341,878	
AT MAY 31, 2010				
STOCKS & BONDS	871,946	878,819		
MINERAL PROPERTIES				
CASH AND TEMPORARY INVEST.	5,393,404		5,381,182	
AT JUNE 30, 2010				
STOCKS & BONDS	867,994	869,970		
MINERAL PROPERTIES				
CASH AND TEMPORARY INVEST.	5,438,478		5,415,941	
AT JULY 31, 2010				
STOCKS & BONDS	881,307	874,650		
MINERAL PROPERTIES				
CASH AND TEMPORARY INVEST.	5,423,112		5,430,795	

THE WARE FOUNDATION
 CALENDAR YEAR 2010
 SCHEDULE SUPPORTING FORM 990-PF

75-2662421

PAGE 7, PART X, LINE 1--AVERAGE MONTHLY FAIR MARKET VALUE OF ALL ASSETS:

	<u>MONTH END MARKET VALUE</u>	<u>STOCKS AND BONDS MONTHLY AVERAGE</u>	<u>CASH MONTHLY AVERAGE</u>	<u>OIL & GAS LEASE AVERAGE</u>
<u>MARKET VALUE OF ASSETS:</u>				
AT AUGUST 31, 2010				
STOCKS & BONDS	871,219	876,263		
MINERAL PROPERTIES				
CASH AND TEMPORARY INVEST.	5,456,660		5,439,886	
AT SEPTEMBER 30, 2010				
STOCKS & BONDS	746,641	808,930		
MINERAL PROPERTIES				
CASH AND TEMPORARY INVEST.	5,643,080		5,549,870	
AT OCTOBER 31, 2010				
STOCKS & BONDS	756,646	751,644		
MINERAL PROPERTIES				
CASH AND TEMPORARY INVEST	5,671,515		5,657,298	
AT NOVEMBER 30, 2010				
STOCKS & BONDS	744,222	750,434		
MINERAL PROPERTIES				
CASH AND TEMPORARY INVEST.	5,624,745		5,648,130	
AT DECEMBER 31, 2010				
STOCKS & BONDS	673,970	709,096		
MINERAL PROPERTIES	1,320,480			1,320,480
CASH AND TEMPORARY INVEST.	5,972,818		5,798,781	
		<u>\$ 10,057,279</u>	<u>\$ 64,904,092</u>	<u>\$ 2,640,960</u>
AVERAGES		<u>\$ 838,107</u>	<u>\$ 5,408,674</u>	<u>\$ 1,320,480</u>
AVERAGE FAIR MARKET VALUE ALL ASSETS		<u>\$ 7,567,261</u>		

THE WARE FOUNDATION
CALENDAR YEAR 2010
SCHEDULE SUPPORTING FORM 990-PF

PAGE 10, PART XV, LINE 3a--GRANTS AND CONTRIBUTIONS:

GOVERNMENTAL ENTITIES

Amarillo College Foundation	2011 S Washington, Amarillo, TX 79109	ANB Adult Scholarship Fund	20,000.00
Texas Tech University	2500 Broadway, Lubbock, TX 79409	Chancellor's Council	1,000.00
Texas Tech Medical School	2500 Broadway, Lubbock, TX 79409	Research grant on pre-mature births	7,000.00
<u>SECTION 501(C)(3) ORGANIZATIONS</u>			
ADVO	P O Box 51744, Amarillo, TX 79159-1744	Helping low-moderate disabled	5,000.00
Alex O'Brien Youth Tennis Foundation	P O Box 8556, Amarillo, TX 79114	After school clinic	2,000.00
Alex O'Brien Youth Tennis Foundation	P O Box 8556, Amarillo, TX 79114	Tennis for underprivileged children	500.00
Amarillo Area Foundation	801 S Fillmore St, Amarillo, TX 79101	Operating grant	5,000.00
Amarillo Area Foundation	801 S Fillmore St, Amarillo, TX 79101	Partners for Postsecondary Success	5,000.00
Amarillo Family YMCA	4101 S Hillside, Amarillo, TX 79110	Child care facility renovations	10,000.00
Amarillo Independent School District	7200 Interstate 40 West, Amarillo, TX 79106	Caprock High School Activity Fund	5,000.00
Amarillo Tomorrow, Inc	3012 SW 26th Avenue, Suite 800, Amarillo, TX 79109	Solar lighting for signs on Interstate Highway 40	10,000.00
Amarillo Tomorrow, Inc.	3012 SW 26th Avenue, Suite 800, Amarillo, TX 79109	Solar lighting for signs on Interstate Highway 40	25,000.00
Another Chance House, Inc.	209 S Jackson Street, Amarillo, TX 79101	Kitchen renovations	10,000.00
Big Brothers Big Sisters	600 S Tyler Street #12035, Amarillo, TX 79101-2351	Operating grant	5,000.00
Borger Satellite Workshop	P O Box 1125, Borger, TX 79007	Operating grant	1,500.00
Boy Scouts of America	401 Tascosa Road, Amarillo, TX 79124	Capital campaign	5,000.00
Buttercup House Daycare Center - Borger	107 Union Street, Borger, TX 79007	Operating grant	1,000.00
Care Net - Borger	300 West Grand, Borger, TX 79007	Operating grant	500.00
CASA	112 SW 8th Ave. #101, Amarillo, TX 79101	Operating grant	5,000.00
Catholic Family Services	1645 NW 10th Avenue, Amarillo, TX 79107	Refugee Immigration Citizenship process and classes	20,000.00
Child Protective Services	6200 W Interstate 40, Amarillo, TX 79106	Car seats, cribs, beds & other for Rainbow Room	5,000.00
City Church	205 S Polk, Amarillo, TX 79101	Operating grant	5,000.00
Eveline's Sunshine Cottage	6104 Gainsborough, Amarillo, TX 79106	Housing, clothing, utilities, and textbooks	10,000.00
First Baptist Church	1208 S Tyler Street, Amarillo, TX 79101	Operating grant	50,000.00
Franciscan Sisters of Mary Immaculate	4301 NE 18th Street, Amarillo, Texas 79107	Operating grant	2,000.00
Glenwood Elementary	2407 S Houston Street, Amarillo, TX 79103	GED & ESL classes	1,000.00
Goodwill of Northwest Texas	1904 Bell Street, Amarillo, TX 79106	New Amarillo building	5,000.00
Goodwill of Northwest Texas	1904 Bell Street, Amarillo, TX 79106	New Amarillo building	25,000.00
Habitat for Humanity	P O.Box 775, Amarillo, TX 79105	Financial education classes	5,000.00
High Plains Children's Home	11461 S Western Street, Amarillo, TX 79118	Operating grant	10,000.00
High Plains Food Bank	815 Ross Street, Amarillo, TX 79102	Food and operations	10,000.00
High Plains Helping Hands - Borger	517 W Jefferson Street #B, Borger, TX 79007	Operating grant	1,000.00
Hillside Christian Church	6100 S Soncy, Amarillo, TX 79119	Operating grant	10,000.00

THE WARE FOUNDATION
CALENDAR YEAR 2010
SCHEDULE SUPPORTING FORM 990-PF

PAGE 10, PART XV, LINE 3a--GRANTS AND CONTRIBUTIONS:

Hutchcares - Borger	300 W 6th Street, Borger, TX 79007	Operating grant	1,000.00
Hutchinson County Crisis Center - Borger	300 W 6th Street, Borger, TX 79007	Operating grant	1,500.00
Jan Werner Adult Day Care Center	3108 S Fillmore, Amarillo, TX 79110	Operating grant	10,000.00
Junior Achievement	303 W Wall, Suite 807, Midland, TX 79701	Financial education for students	2,500.00
Kids, Inc	2201 SE 27th Avenue, Amarillo, TX 79103	Scholarships for low-moderate income children	5,000.00
Living Waters - Borger	103 W 4th Street, Borger, TX 79007	Operating grant	500.00
Llano Cemetery	2900 S Hayes Street, Amarillo, TX 79103	Annual Fund	1,000.00
Mavenck Boys and Girls Club	1923 S Lincoln Street, Amarillo, TX 79109	Operating grant	5,000.00
Money Matters	3301 E 10th Street, Amarillo, TX 79104-2603	Financial education for low-moderate income citizens	1,000.00
Opportunity Center - Borger	930 Illinois Street, Borger, TX 79007	Operating grant	1,000.00
Opportunity School	1100 S Harrison, Amarillo, TX 79101	Scholarships for low-moderate income children	5,000.00
Our Lady of Guadalupe Church	1210 SE 11th, Amarillo, Texas 79102	Community Center funding	2,500.00
Panhandle Plains Historical Museum	2503 4th Avenue, Canyon, TX 79015	Operating grant	10,000.00
Panhandle Plains Historical Museum	2503 4th Avenue, Canyon, TX 79015	Annual Fund	1,000.00
Park Recreation Program - Borger	801 N Florida Street, Borger, TX 79007	Operating grant	1,000.00
Polk Street United Methodist Church	1401 S Polk, Amarillo, TX 79101	Operating grant	30,000.00
Polk Street United Methodist Church	1401 S Polk, Amarillo, TX 79101	Capital campaign	21,000.00
Salvation Army	400 S Harrison Street, Amarillo, TX 79101	Operating grant	10,000.00
Salvation Army - Borger	1090 Coronado Circle, Borger, TX 79007	Operating grant	500.00
Scenic Houston - chapter of Scenic Texas, Inc	3015 Richmond Avenue, Suite 220 Houston, Texas 77098	Sponsor Annual Gala	500.00
Scenic Houston - chapter of Scenic Texas, Inc.	3015 Richmond Avenue, Suite 220 Houston, Texas 77098	Operating grant	1,000.00
Southern Methodist University	P O Box 750402, Dallas, TX 75275	Mustang Post Season Fund	25,000.00
Southern Methodist University	P.O. Box 750402, Dallas, TX 75275	Athletic department	35,000.00
Southern Methodist University	P O Box 750402, Dallas, TX 75275	Capital campaign	150,000.00
St. Andrews Episcopal Church	1601 S Georgia St, Amarillo, TX 79102	Operating grant	10,000.00
Texas 4-H Foundation, Texas Cooperative Ext.	3301 E 10th, Amarillo, TX 79104	Barn for livestock	2,500.00
Texas Panhandle Community Partners	301 W 6th, Borger, TX 79008	Rainbow Room of Borger	500.00
Texas Ranger Hall of Fame	100 Texas Ranger Trail, Waco, TX 76706	Armstrong Research Center - Waco, TX	2,000.00
Texas Rangers Baseball Foundation	1000 Ballpark Way, Suite 400, Arlington, TX 76011	Youth Programs	1,000.00
United Way of Amarillo & Canyon	2207 Line Avenue, Amarillo, TX 79106	Capital campaign	112,000.00
United Way of Amarillo & Canyon	2207 Line Avenue, Amarillo, TX 79106	Capital campaign	1,250.00
United Way of Hutchinson County	301 W 6th Street, Borger, TX 79007	Capital campaign	3,500.00
Various		Memorials or similar, 19 @ \$100 or less	870.00
YMCA	4101 Hillside Road, Amarillo, TX 79110		5,000.00
Matching contributions to 501(c)(3) organizations as selected by employees of Amarillo National Bank			62,700.00
Total grants for calendar year 2010			804,820.00

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
AMARILLO NATIONAL BANK MONEY MARKET #739693	8,491.
MONEY MARKET--AIM LIQUID ASSETS PORTFOLIO A/C # 50357000	5,132.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13,623.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALTRIA GROUP INC COM	64.	0.	64.
BAKER HUGHES, INC	15.	0.	15.
DISNEY COM	27.	0.	27.
EXXON MOBIL CORP COM	45.	0.	45.
FED HOME LOAN MTG CORP 5.125% DUE 7/15/12	7,687.	0.	7,687.
FED HOME LOAN MTG CORP 6.875% DUE 9/15/10	9,625.	0.	9,625.
FEDERAL HOME LOAN BANK 5% DUE 12/11/15	5,000.	0.	5,000.
FEDERAL HOME LOAN BANK 6.335% DUE 5/27/14	12,670.	0.	12,670.
FNGL POOL 767861 6.50% DUE 12/1/32	1,049.	0.	1,049.
FREDDIE MAC 2584 LE 4.00% DUE 12/15/13	1,192.	0.	1,192.
GOLDMAN SACH GROUP INC	38.	0.	38.
J.P. MORGAN CHASE & CO COM	41.	0.	41.
KYOCERA CORP - SPONS ADR	13.	0.	13.
MFC SPDR S & P MIDCAP 400 ETF TR UNIT	21.	0.	21.
MIDCAP SPDR TRUST SERIES 1	10.	0.	10.
PHILIP MORRIS INTL INC	107.	0.	107.
SOUTHERN COPPER CORP	70.	0.	70.
THORNBURG INTL VALUE FD-I	1,294.	0.	1,294.
VEOLIA ENVIRONMENT	35.	0.	35.
YUM BRANDS INC COM	57.	0.	57.
TOTAL TO FM 990-PF, PART I, LN 4	39,060.	0.	39,060.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	461,835.	461,835.	
LEASE BONUS	54,667.	54,667.	
TOTAL TO FORM 990-PF, PART I, LINE 11	516,502.	516,502.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	250.	250.		0.
TO FM 990-PF, PG 1, LN 16A	250.	250.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GROSS PRODUCTION TAXES	5,970.	5,970.		0.
EXCISE TAXES	-6,685.	0.		0.
PROPERTY TAXES PAID	4,002.	4,002.		0.
TO FORM 990-PF, PG 1, LN 18	3,287.	9,972.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS EXPENSE	40.	0.			0.
TO FORM 990-PF, PG 1, LN 23	40.	0.			0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
GOVERNMENT SECURITIES	X		499,538.	540,165.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			499,538.	540,165.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			499,538.	540,165.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK			134,286.	133,806.
TOTAL TO FORM 990-PF, PART II, LINE 10B			134,286.	133,806.

FORM 990-PF	OTHER ASSETS		STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
OIL AND GAS INTERESTS	1,851,333.	1,786,778.	1,367,605.	
ACCRUED INTEREST & DIVIDENDS	360.	483.	483.	
TO FORM 990-PF, PART II, LINE 15	1,851,693.	1,787,261.	1,368,088.	

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

B.T. WARE, II
W.R. WARE
RICHARD C. WARE II

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization THE WARE FOUNDATION C/O AMARILLO NATIONAL BANK--TRUST	Employer identification number 75-2662421
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 1	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AMARILLO, TX 79105-0001	

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

0 4

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

TRUST DEPARTMENT - AMARILLO NATIONAL BANK; P.O. BOX 1;

- The books are in the care of ► **AMARILLO, TX - 79105-0001**

Telephone No. ► **806-378-8000**

FAX No. ►

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

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2010** or
► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	12,500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	10,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	2,500.

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

LHA **For Paperwork Reduction Act Notice, see Instructions.**

Form 8868 (Rev. 1-2011)