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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

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

For calendar year 2011 or tax year beginning

, and ending

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	Room/suite	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"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		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) \$ 11,733,291.	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		3,630,000.		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		10,578.	10,578.		STATEMENT 1
4 Dividends and interest from securities		46,032.	46,032.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-126.			
b Gross sales price for all assets on line 6a 170,758.					
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		717,568.	717,568.		STATEMENT 3
12 Total. Add lines 1 through 11		4,404,052.	774,178.		
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		3,450.	3,450.		0.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 5		32,225.	19,540.		0.
19 Depreciation and depletion		107,636.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		19.	19.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		143,330.	23,009.		0.
25 Contributions, gifts, grants paid		965,960.			965,960.
26 Total expenses and disbursements. Add lines 24 and 25		1,109,290.	23,009.		965,960.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		3,294,762.			
b Net investment income (if negative, enter -0-)			751,169.		
c Adjusted net income (if negative, enter -0-)				N/A	

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

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

	Beginning of year (a) Book Value	End of year	
		(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	5,972,335.	5,301,573.	5,301,573.
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	499,538.	478,970.	510,300.
b Investments - corporate stock STMT 8	134,286.	4,227,253.	4,396,585.
c Investments - corporate bonds			
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)	1,787,261.	1,680,386.	1,524,833.
16 Total assets (to be completed by all filers)	8,393,420.	11,688,182.	11,733,291.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	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	8,393,420.	11,688,182.	
30 Total net assets or fund balances	8,393,420.	11,688,182.	
31 Total liabilities and net assets/fund balances	8,393,420.	11,688,182.	

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	8,393,420.
2 Enter amount from Part I, line 27a	2	3,294,762.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,688,182.
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	11,688,182.

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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 FEDERATED STRATEGIC VALUE-IN	P		
b FNGL POOL #767861 6.5% 12/1/32	P	04/08/04	VARIOUS
c FREDDIE MAC 2584 LE 4% 12/15/13	P	12/16/04	VARIOUS
d MOTOROLA SECURITIES LITIGATION	P		08/30/11
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 150,000.		150,316.	-316.
b 3,926.		4,131.	-205.
c 16,808.		16,437.	371.
d 24.			24.
e			

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))
(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	
a			-316.
b			-205.
c			371.
d			24.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-126.
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))
2010	804,820.	7,453,752.	.107975
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

2 Total of line 1, column (d)	2	.554428
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	.110886
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,344,488.
5 Multiply line 4 by line 3	5	925,287.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,512.
7 Add lines 5 and 6	7	932,799.
8 Enter qualifying distributions from Part XII, line 4	8	965,960.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b ...		1	7,512.
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	7,512.
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	7,512.
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	11,506.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	11,506.	
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	3,994.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <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 2011 or the taxable year beginning in 2011 (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

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **▶ N/A**

14 The books are in care of **▶ TRUST DEPARTMENT** Telephone no. **▶ 806-378-8000**
 Located at **▶ AMARILLO NATIONAL BANK; P.O. BOX 1; AMARILLO, TX** 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 2011, 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 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> N/A	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 2011 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 2011.) 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 2011?	4b	X

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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

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Part VIII 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."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

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

Total. Add lines 1 through 3

0.

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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	1,254,248.
b	Average of monthly cash balances	1b	5,795,278.
c	Fair market value of all other assets	1c	1,422,035.
d	Total (add lines 1a, b, and c)	1d	8,471,561.
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	8,471,561.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	127,073.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,344,488.
6	Minimum investment return. Enter 5% of line 5	6	417,224.

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	417,224.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,512.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,512.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	409,712.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	409,712.
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	409,712.

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	965,960.
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	965,960.
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	7,512.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	958,448.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				409,712.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	248,902.			
b From 2007	488,888.			
c From 2008	451,442.			
d From 2009	598,275.			
e From 2010	443,311.			
f Total of lines 3a through e	2,230,818.			
4 Qualifying distributions for 2011 from Part XII, line 4: \$	965,960.			
a Applied to 2010, 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 2011 distributable amount				409,712.
e Remaining amount distributed out of corpus	556,248.			
5 Excess distributions carryover applied to 2011 (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:	2,787,066.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	248,902.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,538,164.			
10 Analysis of line 9				
a Excess from 2007	488,888.			
b Excess from 2008	451,442.			
c Excess from 2009	598,275.			
d Excess from 2010	443,311.			
e Excess from 2011	556,248.			

Part XV

Supplementary Information (continued)

3

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

<div>Recipient</div> <div>Name and address (home or business)</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>a</div> <div>Paid during the year</div>				
SEE ATTACHED SCHEDULE				965,960.
Total			▶ 3a	965,960.
<div>b</div> <div>Approved for future payment</div>				
NONE				
Total			▶ 3b	0.

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see Instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>Julius Ware</i>		Date 11.15.12		Title Trustee	
Paid Preparer Use Only	Print/Type preparer's name MARILYN C. AULT		Preparer's signature <i>Marilyn C. Ault</i>		Date 11/14/12	
	Check <input checked="" type="checkbox"/> if self-employed		PTIN P00010573			
	Firm's name ▶ AULT & ASSOCIATES, CPAS				Firm's EIN ▶ 75-1111383	
	Firm's address ▶ P. O. BOX 9294 AMARILLO, TX 79105				Phone no. 806/376-1555	

Form **990-PF** (2011)

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

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

OMB No 1545-0047

2011

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, total 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 total 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 Part I, 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) (2011)

Employer identification number
75-2662421

Part I

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD WARE P.O. BOX 1 AMARILLO, TX 791050001	\$ 1,700,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	WILLIAM WARE P.O. BOX 1 AMARILLO, TX 791050001	\$ 1,930,000.	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.)
			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 75-2662421
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

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 that total 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.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(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

THE WARE FOUNDATION
CALENDAR YEAR 2011
SCHEDULE SUPPORTING FORM 990-PF

PAGE 11, PART XV, LINE 3a--GRANTS AND CONTRIBUTIONS:

GOVERNMENTAL ENTITIES:

Frank Phillips College	P. O. Box 5118, Borger, TX 79008-5118	Ag department	5,000.00
Texas Tech University	2500 Broadway, Lubbock, TX 79409	Red Raider Scholarship Fund	1,000.00
Village of Lake Tanglewood	1000 Tanglewood Dr, Amarillo, TX 79118	Fire department - equipment purchases	5,000.00

SECTION 501(C)(3) ORGANIZATIONS

Advanced Medical Research Foundation	1101 Beacon St., #2W, Brookline MA 02446	Operating grant	5,000.00
ADVO	P.O. Box 51744, Amarillo, TX 79159-1744	Helping low to moderate-income disabled	5,000.00
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	Richard McDonald Leadership Institute	1,000.00
Amarillo Area Foundation	801 S Fillmore St, Amarillo, TX 79101	ACE Program	10,000.00
Amarillo Botanical Gardens	1400 Streitt Dr., Amarillo, TX 79106	Maintain gardens and educational programs	10,000.00
Amarillo College Foundation	P.O. Box 447, Amarillo, TX 79178	AHS 50th Alumni Association	10,000.00
Amarillo College Foundation	P.O. Box 447, Amarillo, TX 79178	ANB Adult Scholarship Fund	25,000.00
Amarillo College Foundation	P.O. Box 447, Amarillo, TX 79178	Mary Ware Scholarship Fund	25,000.00
Amarillo Family YMCA	4101 S Hillside, Amarillo, TX 79110	For North Branch capital needs	20,000.00
Amarillo Tomorrow, Inc	3012 SW 26th Ave, Ste 800, Amarillo, TX 79109	Operating grant	25,000.00
American Red Cross	1515 Sylvania Ave, Ft. Worth, TX 76111	Fire relief fund for Texas Panhandle	25,000.00
Ascension Academy	9301 Ascension Pkwy, Amarillo, TX 79119	For campus building	10,000.00
Baptist Community Services	701 Park Place, Amarillo, TX 79101	General operating grant	50,000.00
Big Brothers Big Sisters	600 S Tyler Street #12035, Amarillo, TX 79101-2355	General operating grant	10,000.00
Buckner Foundation	600 North Pearl, Suite 2260, Dallas, TX 75201	Bruce Ford Center in Amarillo	5,000.00
Catholic Family Services	1645 NW 10th Avenue, Amarillo, TX 79107	Operating grant - those in need	10,000.00
Children's Learning Centers of Amarillo	2200 SE 10th Ave, Amarillo, TX 79104	Operating grant - programs for low-income families	10,000.00
City Church	205 S Polk, Amarillo, TX 79101	General operating grant	20,000.00
Don & Sybil Harrington Cancer Center	1500 Wallace Blvd, Amarillo, TX 79106	The Power of One grant	200,000.00
Eveline Rivers Sunshine Cottage	6104 Gainsborough, Amarillo, TX 79106	Operating grant (low-income college students)	25,000.00
Family Support Services	1001 S Polk, Amarillo, TX 79101	Operating grant - child care, counseling, crisis	10,000.00
First Baptist Church	1208 S Tyler Street, Amarillo, TX 79101	General operating grant	20,000.00
Franciscan Sisters of Mary Immaculate	4301 NE 18th Street, Amarillo, Texas 79107	General operating grant	2,000.00
High Plains Children's Home	11461 S Western Street, Amarillo, TX 79118	Operating grant - children's needs	20,000.00
High Plains Food Bank	815 Ross Street, Amarillo, TX 79102	Operating grant - those in need	10,000.00
High Plains Food Bank	815 Ross Street, Amarillo, TX 79102	Operating grant - Kids' Café	10,000.00
Jan Werner Adult Day Care Center	3108 S Fillmore, Amarillo, TX 79110	General operating grant	10,000.00
Kids, Inc.	2201 SE 27th Avenue, Amarillo, TX 79103	Operating grant - sports activities	20,000.00
Llano Cemetary	2900 S Hayes Street, Amarillo, TX 79103	Operating grant - upkeep of grounds and facilities	10,000.00

THE WARE FOUNDATION
CALENDAR YEAR 2011
SCHEDULE SUPPORTING FORM 990-PF

PAGE 11, PART XV, LINE 3a--GRANTS AND CONTRIBUTIONS:

March of Dimes Foundation	104 SW 6th Ave, Amarillo, TX 79101	General operating grant	2,000.00
Maverick Boys and Girls Club	1923 S Lincoln Street, Amarillo, TX 79109	Operating grant - educational opportunities	5,000.00
Maverick Boys and Girls Club	1923 S Lincoln Street, Amarillo, TX 79109	Operating grant - educational opportunities	20,000.00
Panhandle Aquatics	P O Box 51722, Amarillo, TX 79159	Support for aquatics facility	1,000.00
Panhandle Aquatics	P O Box 51722, Amarillo, TX 79159	Support for aquatics facility	4,000.00
Panhandle Cancer Cure Foundation	1000 S. Coulter, Amarillo, TX 79106	Operating grant - stem cell processing program	1,000.00
Panhandle Cancer Care Foundation	1000 S. Coulter, Amarillo, TX 79106	Operating grant - stem cell processing program	10,000.00
Panhandle Community Services	P. O. Box 32150, Amarillo, TX 79120-2150	Operating grant - snack Pack for Kids	5,000.00
Panhandle Plains Historical Museum	2503 4th Avenue, Canyon, TX 79015	Pioneer Town renovation	5,000.00
Polk Street United Methodist Church	1401 S Polk, Amarillo, TX 79101	General operating grant	30,000.00
Presbyterian Children's Home	3400 S. Bowie, Amarillo, TX 79109	Operating grant for childrens' needs	20,000.00
Ronald McDonald House	1501 Streit Dr., Amarillo, TX 79106	General operating grant	1,000.00
Scenic America	3015 Richmond, Ste 220, Houston, TX 77098	Billboard zoning and sign law reform	250.00
Scenic Texas	3015 Richmond, Suite 220 Houston, Texas 77098	State beautification projects	1,000.00
St Andrews Episcopal School	1515 S Georgia, Amarillo, TX 79102	Scholarships for Opportunity School graduates	5,000.00
St. Andrews Episcopal School	1515 S. Georgia, Amarillo, TX 79102	General operating grant	10,000.00
St. Thomas the Apostle Church	4100 Coulter St, Amarillo, TX 79109	Capital campaign	15,000.00
Tascosa Road Fellowship	200 Tascosa Road, Amarillo, TX 79124	Austin Carter Memorial Scholarship	3,000.00
Texas Tech Foundation	2500 Broadway, Lubbock, TX 79409	Chancellor's Council	1,000.00
United Way of Amarillo & Canyon	2207 Line Avenue, Amarillo, TX 79106	Annual campaign	18,250.00
United Way of Amarillo & Canyon	2207 Line Avenue, Amarillo, TX 79106	Annual campaign	107,000.00
United Way of Hutchinson County	301 W 6th Street, Borger, TX 79007	Annual campaign	3,500.00
West Texas A&M University Foundation	401 George Bush Dr, College Station, TX 77840	Debra McCarth Distinguished Professorship	5,000.00
Various		Memorials or similar, 5 @ \$100 or less	260.00
Matching contributions to 501(c)(3) organizations as selected by employees of Amarillo National Bank - primarily local charities			63,700.00
Total grants for calendar year 2011			<u>965,960.00</u>

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

SOURCE	AMOUNT
AMARILLO NATIONAL BANK MONEY MARKET #739693	7,823.
MONEY MARKET--AIM LIQUID ASSETS PORTFOLIO A/C # 50357000	2,361.
MONEY MARKET--INVESCO TREASURY PORTFOLIO	394.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,578.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
3M CO COM	1,584.	0.	1,584.
ADR ROYAL DUTCH SHELL PLC	1,621.	0.	1,621.
DISNEY COM STK	31.	0.	31.
ELI LILLY COMPANY	2,129.	0.	2,129.
EXXON MOBIL CORP COM	964.	0.	964.
FED HOME LOAN MTG CORP 5.125% DUE 7/15/12	7,688.	0.	7,688.
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.
FEDERATED STRATEGIC VALUE-IN FNGL POOL 767861 6.50% DUE 12/1/32	3,504.	0.	3,504.
FREDDIE MAC 2584 LE 4.00% DUE 12/15/13	797.	0.	797.
ISHARES MSCI SINGAPORE	294.	0.	294.
MFC SPDR S & P MIDCAP 400 ETF TR UNIT	4,933.	0.	4,933.
MONEY MARKET--INVESCO TREASURY PORTFOLIO	33.	0.	33.
ONEOK IN COM NEW	220.	0.	220.
THORNBURG INTL VALUE FD-I	1,260.	0.	1,260.
WISDOMTREE DVD EX-FIN FUND	1,750.	0.	1,750.
	1,554.	0.	1,554.
TOTAL TO FM 990-PF, PART I, LN 4	46,032.	0.	46,032.

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	717,568.	717,568.	
TOTAL TO FORM 990-PF, PART I, LINE 11	717,568.	717,568.	

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	3,450.	3,450.		0.
TO FM 990-PF, PG 1, LN 16A	3,450.	3,450.		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	15,250.	15,250.		0.
EXCISE TAXES	12,685.	0.		0.
PROPERTY TAXES PAID	4,290.	4,290.		0.
TO FORM 990-PF, PG 1, LN 18	32,225.	19,540.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSE	19.	19.		0.
TO FORM 990-PF, PG 1, LN 23	19.	19.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT SECURITIES	X		478,970.	510,300.
TOTAL U.S. GOVERNMENT OBLIGATIONS			478,970.	510,300.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			478,970.	510,300.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	4,227,253.	4,396,585.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,227,253.	4,396,585.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OIL AND GAS INTERESTS	1,786,778.	1,679,142.	1,523,589.
ACCRUED INTEREST & DIVIDENDS	483.	1,244.	1,244.
TO FORM 990-PF, PART II, LINE 15	1,787,261.	1,680,386.	1,524,833.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
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NAME OF MANAGER

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