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

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

2012

Open to public inspection

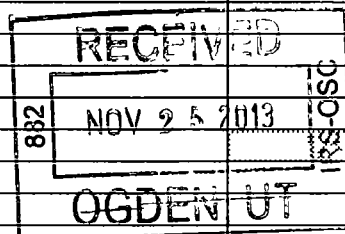
For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE WARE FOUNDATION C/O AMARILLO NATIONAL BANK--TRUST</b>		A Employer identification number <b>75-2662421</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 1</b>	Room/suite	B Telephone number <b>806-378-8343</b>
City or town, state, and ZIP code <b>AMARILLO, TX 79105-0001</b>		C If exemption application is pending, check here <input type="checkbox"/>
E Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) <b>\$ 13,891,966.</b>	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		1,300,000.		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		4,995.	4,995.		STATEMENT 1
4 Dividends and interest from securities		179,439.	179,439.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-819.			
b Gross sales price for all assets on line 6a		154,159.			
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		589,131.	589,131.		STATEMENT 3
12 Total. Add lines 1 through 11		2,072,746.	773,565.		
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		3,880.	0.		0.
b Accounting fees STMT 5		4,615.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		52,237.	48,711.		0.
19 Depreciation and depletion		88,339.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		149,071.	48,711.		0.
25 Contributions, gifts, grants paid		1,084,230.			1,084,230.
26 Total expenses and disbursements. Add lines 24 and 25		1,233,301.	48,711.		1,084,230.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		839,445.			
b Net investment income (if negative, enter -0-)			724,854.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 27 2013



**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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,301,573.	5,368,241.	5,368,241.
	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	478,970.	323,993.	338,907.
	b Investments - corporate stock STMT 8	4,227,253.	5,226,896.	5,797,384.
	c Investments - corporate bonds			
<b>Liabilities</b>	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)	1,680,386.	1,608,497.	2,387,434.
	16 Total assets (to be completed by all filers)	11,688,182.	12,527,627.	13,891,966.
	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.		
<b>Net Assets or Fund Balances</b>	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	11,688,182.	12,527,627.		
30 Total net assets or fund balances	11,688,182.	12,527,627.		
31 Total liabilities and net assets/fund balances	11,688,182.	12,527,627.		

**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	11,688,182.
2 Enter amount from Part I, line 27a	2	839,445.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,527,627.
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	12,527,627.

**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.)
<b>1a</b> FED HOME LOAN MTG CORP 5.125% DUE 7/15/12	P	03/15/06	07/15/12
<b>b</b> FNGL POOL #767861 6.5% DUE 12/1/32	P	04/08/04	
<b>c</b> CAPITAL GAINS DIVIDENDS			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 150,000.		150,899.	-899.
<b>b</b> 3,877.		4,079.	-202.
<b>c</b> 282.			282.
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			-899.
<b>b</b>			-202.
<b>c</b>			282.
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	-819.
<b>3</b> 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	{ }	<b>3</b>	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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	958,448.	8,344,488.	.114860
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

<b>2</b> Total of line 1, column (d)	<b>2</b>	.577625
<b>3</b> 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	<b>3</b>	.115525
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	12,540,335.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,448,722.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	7,249.
<b>7</b> Add lines 5 and 6	<b>7</b>	1,455,971.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	1,084,230.

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	14,497.
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	14,497.
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	14,497.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,520.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,520.	
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	23.	
11 Enter the amount of line 10 to be credited to 2013 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
b 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 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) 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 2012 or the taxable year beginning in 2012 (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? 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 2012, 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	1b	N/A
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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)	2b	N/A
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 2012 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 2012.)	3b	N/A
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 2012?	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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

**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
SEE STATEMENT 10		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





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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,731,782.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	5,052,859.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	1,946,664.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	12,731,305.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	12,731,305.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	190,970.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	12,540,335.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	627,017.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	627,017.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	14,497.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	14,497.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	612,520.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	612,520.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	612,520.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,084,230.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,084,230.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	1,084,230.

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				612,520.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	488,888.			
b From 2008	451,442.			
c From 2009	598,275.			
d From 2010	443,311.			
e From 2011	556,248.			
f Total of lines 3a through e	2,538,164.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,084,230.				
a Applied to 2011, 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 2012 distributable amount				612,520.
e Remaining amount distributed out of corpus	471,710.			
5 Excess distributions carryover applied to 2012 (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	3,009,874.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	488,888.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,520,986.			
10 Analysis of line 9				
a Excess from 2008	451,442.			
b Excess from 2009	598,275.			
c Excess from 2010	443,311.			
d Excess from 2011	556,248.			
e Excess from 2012	471,710.			



**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SEE ATTACHED SCHEDULE				1,084,230.
<b>Total</b>			<b>▶ 3a</b>	1,084,230.
<b>b</b> <i>Approved for future payment</i>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.



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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	<b>1a(1)</b>	X
	(2) Other assets	<b>1a(2)</b>	X
<b>b</b>	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>	X
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>	X
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>	X
	(4) Reimbursement arrangements	<b>1b(4)</b>	X
	(5) Loans or loan guarantees	<b>1b(5)</b>	X
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>	X
<b>d</b>	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		

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.

**Sign Here**   

Signature of officer or trustee      Date      Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>MARILYN C. AULT</b>	Preparer's signature <i>Marilyn C. Ault</i>	Date <i>2/11/13</i>	Check <input checked="checked" type="checkbox"/> if self-employed	PTIN <b>P00010573</b>
	Firm's name ▶ <b>AULT &amp; ASSOCIATES, CPAS</b>			Firm's EIN ▶ <b>75-1111383</b>	
	Firm's address ▶ <b>P. O. BOX 9294 AMARILLO, TX 79105</b>			Phone no <b>806/376-1555</b>	

Form **990-PF** (2012)

**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

**2012**

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) (2012)

Name of organization <b>THE WARE FOUNDATION</b> <b>C/O AMARILLO NATIONAL BANK--TRUST</b>	Employer identification number <b>75-2662421</b>
--	---

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(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	\$ 800,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	TOL WARE P.O. BOX 1 AMARILLO, TX 791050001	\$ 500,000.	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

Employer identification number

THE WARE FOUNDATION

C/O AMARILLO NATIONAL BANK--TRUST

75-2662421

**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
	<hr/>	<hr/>	<hr/>
	<hr/>	<hr/>	<hr/>
	<hr/>	<hr/>	<hr/>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
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	<hr/>	<hr/>	<hr/>
	<hr/>	<hr/>	<hr/>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
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	<hr/>	<hr/>	<hr/>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
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THE WARE FOUNDATION #75-2662421  
 CALENDAR YEAR 2012  
 SCHEDULE SUPPORTING FORM 990-PF

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
<b><u>PAGE 2, PART II, LINE 2, SAVINGS AND TEMPORARY CASH INVESTMENTS:</u></b>		
Cash	\$ 687,112	\$ 687,112
Invesco/Aim Prime	4,681,129	4,681,129
Total Savings and Temporary Cash Investments	<u>\$ 5,368,241</u>	<u>\$ 5,368,241</u>

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

**FEDERAL AGENCIES:**

FHLB 6 335% Due 05/27/14	\$ 215,708	\$ 217,071
FHLB 5% Due 12/11/15	100,533	113,362
FNGL POOL #767861 6 50% Due 12/1/32	7,752	8,473
Total Government Securities	<u>\$ 323,993</u>	<u>\$ 338,907</u>

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

3M Co Com	\$ 270,926	\$ 309,840
ADR Royal Dutch Shell PLC	164,442	156,517
Caterpillar Inc	238,509	238,627
ConocoPhillips Com	126,841	133,377
Eli Lilly Company	205,211	261,643
EOG Resources Inc	240,031	307,048
Exxon Mobil Corp Com	205,414	218,885
Federated Strategic Value-In	549,684	569,773
General Electric Co	263,253	358,614
International Business Machs	240,808	253,229
Ishares MSCI Singapore	200,193	243,682
Kraft Foods Inc- A	71,911	86,514
MFC Spdr Gold Tr Gold Shs	200,208	196,855
MFC Spdr S&P Midcap 400 ETF TR Unit Ser	3,136	3,714
Mondelez Intl Inc. Com	133,021	145,287
Oneok Inc Com New	207,074	231,791
Pepsico Inc	240,208	259,966
Phillips 66	37,695	61,065
Procter & Gamble - Common	205,383	215,076
Schlumberger Ltd	240,878	240,328
Thornburg Intl Value Fd-I	131,150	128,006
United Parcel Service	240,191	257,686
Wisdomtree Dividend Ex-Fin Fund	365,200	390,783
Wal-Mart Stores, Inc	204,990	242,762
Yum Brands Inc Com	240,541	286,317
Total Corporate Stocks	<u>\$ 5,226,896</u>	<u>\$ 5,797,384</u>
Total Investments	<u>\$ 5,550,889</u>	<u>\$ 6,136,291</u>

THE WARE FOUNDATION  
 CALENDAR YEAR 2012  
 SCHEDULE SUPPORTING FORM 990-PF

# 75-2662421

**PAGE 8, PART X, LINE 1--AVERAGE MONTHLY FAIR MARKET VALUE OF ALL ASSETS:**

	MONTH END MARKET <u>VALUE</u>	STOCKS AND BONDS MONTHLY <u>AVERAGE</u>	CASH MONTHLY <u>AVERAGE</u>	OIL & GAS LEASE <u>AVERAGE</u>
<b><u>MARKET VALUE OF ASSETS:</u></b>				
AT DECEMBER 31, 2011				
STOCKS & BONDS	\$ 4,906,886	\$	\$	\$
MINERAL PROPERTIES	1,523,590			1,523,590
CASH AND TEMPORARY INVEST.	5,302,817			
AT JANUARY 31, 2012				
STOCKS & BONDS	5,059,035	4,982,960		
MINERAL PROPERTIES	1,523,590			
CASH AND TEMPORARY INVEST	5,317,667		5,310,242	
AT FEBRUARY 28, 2012				
STOCKS & BONDS	5,160,638	5,109,837		
MINERAL PROPERTIES	1,523,590			
CASH AND TEMPORARY INVEST	5,423,299		5,370,483	
AT MARCH 31, 2012				
STOCKS & BONDS	5,186,578	5,173,608		
MINERAL PROPERTIES	1,523,590			
CASH AND TEMPORARY INVEST.	5,509,083		5,466,191	
AT APRIL 30, 2012				
STOCKS & BONDS	5,177,923	5,182,250		
MINERAL PROPERTIES	1,523,590			
CASH AND TEMPORARY INVEST.	5,597,848		5,553,466	
AT MAY 31, 2012				
STOCKS & BONDS	5,894,100	5,536,011		
MINERAL PROPERTIES	1,523,590			
CASH AND TEMPORARY INVEST	4,630,524		5,114,186	
AT JUNE 30, 2012				
STOCKS & BONDS	6,047,090	5,970,595		
MINERAL PROPERTIES	1,523,590			
CASH AND TEMPORARY INVEST.	4,669,064		4,649,794	
AT JULY 31, 2012				
STOCKS & BONDS	6,038,487	6,042,789		
MINERAL PROPERTIES	2,369,739			
CASH AND TEMPORARY INVEST.	4,856,658		4,762,861	

## THE WARE FOUNDATION

# 75-2662421

CALENDAR YEAR 2012

SCHEDULE SUPPORTING FORM 990-PF

**PAGE 8, PART X, LINE 1--AVERAGE MONTHLY FAIR MARKET VALUE OF ALL ASSETS:**

	<b>MONTH END MARKET VALUE</b>	<b>STOCKS AND BONDS MONTHLY AVERAGE</b>	<b>CASH MONTHLY AVERAGE</b>	<b>OIL &amp; GAS LEASE AVERAGE</b>
AT AUGUST 31, 2012				
STOCKS & BONDS	6,101,404	6,069,946		
MINERAL PROPERTIES	2,369,739			
CASH AND TEMPORARY INVEST.	4,889,707		4,873,182	
AT SEPTEMBER 30, 2012				
STOCKS & BONDS	6,245,011	6,173,208		
MINERAL PROPERTIES	2,369,739			
CASH AND TEMPORARY INVEST	4,917,915		4,903,811	
AT OCTOBER 31, 2012				
STOCKS & BONDS	6,188,301	6,216,656		
MINERAL PROPERTIES	2,369,739			
CASH AND TEMPORARY INVEST	4,216,473		4,567,194	
AT NOVEMBER 30, 2012				
STOCKS & BONDS	6,161,235	6,174,768		
MINERAL PROPERTIES	2,369,739			
CASH AND TEMPORARY INVEST.	5,261,693		4,739,083	
AT DECEMBER 31, 2012				
STOCKS & BONDS	6,136,291	6,148,763		
MINERAL PROPERTIES	2,369,739			2,369,739
CASH AND TEMPORARY INVEST.	5,385,936		5,323,814	
		<u>\$ 68,781,390</u>	<u>\$ 60,634,307</u>	<u>\$ 3,893,329</u>
<b>AVERAGES</b>		<u>\$ 5,731,782</u>	<u>\$ 5,052,859</u>	<u>\$ 1,946,664</u>
<b>AVERAGE FAIR MARKET VALUE ALL ASSETS</b>		<u>\$ 12,731,305</u>		

THE WARE FOUNDATION  
CALENDAR YEAR 2012  
SCHEDULE SUPPORTING FORM 990-PF

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

GOVERNMENTAL ENTITIES

Amarillo College	P O Box 447, Amarillo, TX 79178	Operating grant	25,000 00
City of Borger	PO Box 5250, Borger, TX 79008-5250	Park Recreation Program	2,000 00
Southern Methodist University	PO Box 750261, Dallas, TX 75275	Operating grant	30,000 00
Southern Methodist University	PO Box 750261, Dallas, TX 75275	Bill Ware Scholarship at Cox School of Business	100,000 00

SECTION 501(C)(3) ORGANIZATIONS

Advanced Medical Research Foundation	1101 Beacon St, #2W, Brookline MA 02446	Operating grant	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	Annual drive	5,250 00
Amarillo Area Foundation	801 S Fillmore St, Amarillo, TX 79101	Underbanked education	20,000 00
Amarillo College Foundation	P O Box 447, Amarillo, TX 79178	ANB Adult Scholarship Fund	25,000 00
Amarillo Tomorrow, Inc	3012 SW 26th Ave, Ste 800, Amarillo, TX 79109	Airport Boulevard landscape	10,000 00
American Cancer Society	3915 Bell Ave, Amarillo, TX 79109	Operating grant	5,200 00
American Heart Association	10900-B Stonelake Blvd, Ste 320, Austin, TX	Operating grant	10,000 00
Paramount Baptist Church	3801 S Western, Amarillo, TX 79109	Scholarship fund	2,500 00
Baptist Community Services	701 Park Place, Amarillo, TX 79101	Snack Pack for Kids	5,000 00
Borger Satellite Advisory Board Inc ?	28 Pantex Street, Borger, TX 79007	Satellite Workshop - Borger	2,000 00
Care Net	300 W Grand St, Borger, TX 79007	Operating grant	2,000 00
City Church	205 S Polk, Amarillo, TX 79101	General operating grant	5,000 00
First Baptist Church	1208 S Tyler Street, Amarillo, TX 79101	General operating grant	50,000 00
Franciscan Sisters of Mary Immaculate	4301 NE 18th Street, Amarillo, Texas 79107	General operating grant	3,000 00
High Plains Children's Home	11461 S Western Street, Amarillo, TX 79118	Operating grant	5,000 00
High Plains Helping Hands	PO Box 1425, Borger, TX 79008	Operating grant	2,000 00
Hillside Christian Church	6100 S Soncy Rd Amarillo, TX 79119	Operating grant	25,000 00
Jan Werner Adult Day Care Center	3108 S Fillmore, Amarillo, TX 79110	Jan Werner Scholarship Fund	10,000 00
Jerry C Waggoner Medical Foundation	200 S McGee, Borger, TX 79007	Aiden's Closet	2,000 00

Llano Cemetery	2900 S Hayes Street , Amarillo, TX 79103	Operating grant - landscaping	10,000 00
Polk Street United Methodist Church	1401 S Polk, Amarillo, TX 79101	Capital campaign fo Ware Chapel	500,000 00
Salvation Army	1211 SE 27th Ave, Amarillo, TX	Operating grant	5,000 00
South Plains Food Bank	4612 Locust Ave Lubbock, TX 79404	Operating grant	10,000 00
St Thomas the Apostle Church	4100 Coulter St, Amarillo, TX 79109	Capital campaign	2,000 00
Texas Public Policy Foundation	900 Congress Ave Ste 400, Austin, TX 78701	Operating grant	2,000 00
Texas Tech Foundation	2500 Broadway, Lubbock, TX 79409	Operating grant	1,000 00
Trinity Baptist Church	1601 W Interstate 40, Amarillo, TX 79109	Operating grant	2,000 00
United Way of Amarillo & Canyon	2207 Line Avenue, Amarillo, TX 79106	Annual campaign	118,000 00
United Way of Hutchinson County	301 W 6th Street, Borger, TX 79007	Annual campaign	4,000 00
United Way of Lubbock	1655 Main St # 101 Lubbock, TX 79401	Capital campaign	10,000 00
Various		Memorials or similar, 5 @ \$100 or less	480 00
Matching contributions to 501(c)(3) organizations			63,800 00

**1,084,230.00**

Total grants for calendar year 2012

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

SOURCE	AMOUNT
AMARILLO NATIONAL BANK MONEY MARKET #739693	1,720.
MONEY MARKET--INVESCO TREASURY PORTFOLIO	222.
MONEY MARKET--INVESCO/AIM PRIME	3,053.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,995.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
3M CO COM	7,606.	0.	7,606.
ADR ROYAL DUTCH SHELL PLC	6,517.	0.	6,517.
CATERPILLAR INC	6,224.	0.	6,224.
CONOCOPHILLIPS COM	6,072.	0.	6,072.
ELI LILLY COMPANY	9,927.	0.	9,927.
EOG RESOURCES INC	1,580.	0.	1,580.
EXXON MOBIL CORP COM	5,015.	0.	5,015.
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	20,873.	282.	20,591.
GENERAL ELECTRIC CO	637.	0.	637.
INTERNATIONAL BUSINESS MACHINES	10,909.	0.	10,909.
ISHARES MSCI SINGAPORE	4,047.	0.	4,047.
KRAFT FOODS INC - A	9,653.	0.	9,653.
MFC SPDR S & P MIDCAP 400	6,025.	0.	6,025.
ONEOK IN COM NEW	37.	0.	37.
PEPSICO INC	6,323.	0.	6,323.
PHILLIPS 66	7,380.	0.	7,380.
PROCTOR & GAMBLE-COMMON	517.	0.	517.
SCHLUMBERGER LTD	6,327.	0.	6,327.
THORNBURG INTL VALUE FD-I	3,430.	0.	3,430.
UNITED PARCEL SERVICE, INC	1,603.	0.	1,603.
WAL-MART STORES, INC	7,376.	0.	7,376.
WISDOMTREE DVD EX-FIN FUND	6,175.	0.	6,175.
YUM BRANDS INC COM	15,299.	0.	15,299.
TOTAL TO FM 990-PF, PART I, LN 4	4,811.	0.	4,811.
	179,721.	282.	179,439.



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	589,131.	589,131.	
TOTAL TO FORM 990-PF, PART I, LINE 11	589,131.	589,131.	

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	3,880.	0.		0.
TO FM 990-PF, PG 1, LN 16A	3,880.	0.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	4,615.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,615.	0.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GROSS PRODUCTION TAXES	44,170.	44,170.		0.
EXCISE TAXES	3,526.	0.		0.
PROPERTY TAXES PAID	4,541.	4,541.		0.
TO FORM 990-PF, PG 1, LN 18	52,237.	48,711.		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		323,993.	338,907.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			323,993.	338,907.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			323,993.	338,907.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK		5,226,896.	5,797,384.
TOTAL TO FORM 990-PF, PART II, LINE 10B		5,226,896.	5,797,384.

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	1,679,142.	1,590,802.	2,369,739.
ACCRUED INTEREST & DIVIDENDS	1,244.	4,162.	4,162.
OIL & GAS ROYALTIES RECEIVABLE	0.	13,533.	13,533.
TO FORM 990-PF, PART II, LINE 15	1,680,386.	1,608,497.	2,387,434.

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FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
B.T. WARE, II P.O. BOX 1 AMARILLO, TX 791050001	PRESIDENT 0.00	0.	0. 0.
RICHARD C. WARE II P.O. BOX 1 AMARILLO, TX 791050001	VICE PRESIDENT 0.00	0.	0. 0.
P.O. BOX 1			
PAT WARE P.O. BOX 1 AMARILLO, TX 791050001	VICE PRESIDENT 0.00	0.	0. 0.
WILLIAM J WARE	SECRETARY AND TREASURER 0.00	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0. 0.

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FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 11
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NAME OF MANAGER

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