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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 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 or province, country, and ZIP or foreign postal 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) \$ 14,966,097.	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				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		3,799.	3,799.		STATEMENT 1
4 Dividends and interest from securities		216,439.	216,439.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,374,123.			
b Gross sales price for all assets on line 6a 5,553,759.					
7 Capital gain net income (from Part IV, line 2)			1,374,123.		
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		553,865.	553,865.		STATEMENT 3
12 Total. Add lines 1 through 11		2,148,226.	2,148,226.		
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		130.	0.		0.
b Accounting fees STMT 5		1,600.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		66,245.	44,725.		0.
19 Depreciation and depletion RECEIVED		83,080.	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		151,055.	44,725.		0.
25 Contributions, gifts, grants paid		1,060,980.			1,060,980.
26 Total expenses and disbursements. Add lines 24 and 25		1,212,035.	44,725.		1,060,980.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		936,191.			
b Net investment income (if negative, enter -0-)			2,103,501.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,368,241.	8,443,042.	8,443,042.
	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	323,993.	322,082.	319,883.
	b Investments - corporate stock STMT 8	5,226,896.	3,050,144.	3,413,452.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 9)		1,608,497.	1,648,550.	2,789,720.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		12,527,627.	13,463,818.	14,966,097.
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	12,527,627.	13,463,818.	
30 Total net assets or fund balances	12,527,627.	13,463,818.		
31 Total liabilities and net assets/fund balances	12,527,627.	13,463,818.		

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	12,527,627.
2 Enter amount from Part I, line 27a	2	936,191.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,463,818.
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	13,463,818.

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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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 5,553,759.		4,179,636.	1,374,123.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			1,374,123.

2 Capital gain net income or (net capital loss)	2	1,374,123.
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 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))
2012	1,084,230.	12,540,335.	.086459
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

2 Total of line 1, column (d)	2	.540020
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	.108004
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	14,521,809.
5 Multiply line 4 by line 3	5	1,568,413.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,035.
7 Add lines 5 and 6	7	1,589,448.
8 Enter qualifying distributions from Part XII, line 4	8	1,060,980.

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.

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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	42,070.
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	42,070.
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	42,070.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	14,543.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	44,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	58,543.
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	16,473.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 16,473. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <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 2013 or the taxable year beginning in 2013 (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 2013, 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 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 2013 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 2013.) 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 2013?	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

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?

If "Yes" to 6b, file Form 8870.

6b

X

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
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

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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	7,747,539.
b	Average of monthly cash balances	1b	4,486,098.
c	Fair market value of all other assets	1c	2,509,316.
d	Total (add lines 1a, b, and c)	1d	14,742,953.
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	14,742,953.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	221,144.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,521,809.
6	Minimum investment return. Enter 5% of line 5	6	726,090.

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	726,090.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	42,070.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	42,070.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	684,020.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	684,020.
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	684,020.

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	1,060,980.
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	1,060,980.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,060,980.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				684,020.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	451,442.			
b From 2009	598,275.			
c From 2010	443,311.			
d From 2011	556,248.			
e From 2012	471,710.			
f Total of lines 3a through e	2,520,986.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,060,980.				
a Applied to 2012, 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 2013 distributable amount				684,020.
e Remaining amount distributed out of corpus	376,960.			
5 Excess distributions carryover applied to 2013 (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:	2,897,946.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	451,442.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,446,504.			
10 Analysis of line 9				
a Excess from 2009	598,275.			
b Excess from 2010	443,311.			
c Excess from 2011	556,248.			
d Excess from 2012	471,710.			
e Excess from 2013	376,960.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE				1,060,980.
Total			3a	1,060,980.
<i>b Approved for future payment</i>				
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)(3) 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 <u><i>Rubend L. Hane</i></u> Date <u>11.12.14</u> Title <u>Pres.</u>				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	MARILYN C. AULT	<i>Marilyn Cault</i>	11/12/14		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** (2013)

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	APPLE COMPUTER INC	P	05/15/13	12/18/13
b	CONOCOPHILLIPS COM	P	05/15/13	12/18/13
c	GENERAL ELECTRIC CO	P	05/15/13	12/18/13
d	GENERAL MILLS INC	P	05/15/13	12/18/13
e	3M CO COM	P	10/25/11	12/18/13
f	3M CO COM	P	10/27/11	12/18/13
g	3M CO COM	P	10/28/11	12/18/13
h	3M CO COM	P	05/10/12	12/18/13
i	ADR ROYAL DUTCH SCHELL PLC	P	10/25/11	12/18/13
j	ADR ROYAL DUTCH SCHELL PLC	P	10/27/11	12/18/13
k	ADR ROYAL DUTCH SCHELL PLC	P	10/28/11	12/18/13
l	CATERPILLAR INC	P	11/23/11	12/18/13
m	CATERPILLAR INC	P	05/10/12	12/18/13
n	CONOCOPHILLIPS COM	P	10/24/11	12/18/13
o	CONOCOPHILLIPS COM	P	10/25/11	12/18/13

(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	127,458.	100,127.	27,331.
b	110,795.	100,040.	10,755.
c	116,783.	100,178.	16,605.
d	96,654.	100,049.	-3,395.
e	111,285.	65,323.	45,962.
f	82,139.	50,403.	31,736.
g	188,125.	115,228.	72,897.
h	60,545.	39,972.	20,573.
i	61,298.	64,605.	-3,307.
j	46,314.	49,901.	-3,587.
k	46,995.	49,935.	-2,940.
l	196,692.	198,484.	-1,792.
m	36,104.	40,025.	-3,921.
n	61,973.	49,950.	12,023.
o	96,403.	76,892.	19,511.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			27,331.
b			10,755.
c			16,605.
d			-3,395.
e			45,962.
f			31,736.
g			72,897.
h			20,573.
i			-3,307.
j			-3,587.
k			-2,940.
l			-1,792.
m			-3,921.
n			12,023.
o			19,511.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	ELI LILLY COMPANY	P	10/25/11	12/18/13
b	ELI LILLY COMPANY	P	10/28/11	12/18/13
c	ELI LILLY COMPANY	P	05/10/12	12/18/13
d	EOG RESOURCES INC	P	11/23/11	12/18/13
e	EOG RESOURCES INC	P	05/10/12	12/18/13
f	EXXON MOBIL CORP COM	P	10/25/11	12/18/13
g	EXXON MOBIL CORP COM	P	10/27/11	12/18/13
h	EXXON MOBIL CORP COM	P	05/10/12	12/18/13
i	FNGL POOL #767861 6.50% 12/1/32	P	04/08/04	01/25/13
j	FNGL POOL #767861 6.50% 12/1/32	P	04/08/04	01/25/13
k	FNGL POOL #767861 6.50% 12/1/32	P	04/08/04	02/25/13
l	FNGL POOL #767861 6.50% 12/1/32	P	04/08/04	02/25/13
m	FNGL POOL #767861 6.50% 12/1/32	P	04/08/04	03/25/13
n	FNGL POOL #767861 6.50% 12/1/32	P	04/08/04	03/25/13
o	FNGL POOL #767861 6.50% 12/1/32	P	04/08/04	04/25/13

(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	45,788.	35,041.	10,747.
b	169,292.	130,165.	39,127.
c	47,520.	40,004.	7,516.
d	346,536.	200,077.	146,459.
e	59,406.	39,954.	19,452.
f	122,223.	100,250.	21,973.
g	78,223.	65,166.	13,057.
h	46,836.	39,998.	6,838.
i	1.	1.	0.
j	19.	20.	-1.
k	1.	1.	0.
l	19.	20.	-1.
m	56.	59.	-3.
n	1,368.	1,439.	-71.
o	1.	1.	0.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			10,747.
b			39,127.
c			7,516.
d			146,459.
e			19,452.
f			21,973.
g			13,057.
h			6,838.
i			0.
j			-1.
k			0.
l			-1.
m			-3.
n			-71.
o			0.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 } ...

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

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	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	04/25/13
b	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	05/25/13
c	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	05/25/13
d	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	06/25/13
e	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	06/25/13
f	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	07/25/13
g	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	07/25/13
h	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	08/25/13
i	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	08/25/13
j	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	09/25/13
k	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	09/25/13
l	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	10/25/13
m	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	10/25/13
n	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	11/25/13
o	FNGL	POOL	#767861	6.50%	12/1/32	P	04/08/04	11/25/13

(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	16.	17.	-1.
b	1.	1.	0.
c	15.	16.	-1.
d	1.	1.	0.
e	16.	17.	-1.
f	1.	1.	0.
g	16.	17.	-1.
h	1.	1.	0.
i	16.	17.	-1.
j	1.	1.	0.
k	16.	17.	-1.
l	1.	1.	0.
m	16.	17.	-1.
n	9.	9.	0.
o	212.	223.	-11.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-1.
b			0.
c			-1.
d			0.
e			-1.
f			0.
g			-1.
h			0.
i			-1.
j			0.
k			-1.
l			0.
m			-1.
n			0.
o			-11.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	FNGL POOL #767861 6.50% 12/1/32	P	04/08/04	12/25/13
b	FNGL POOL #767861 6.50% 12/1/32	P	04/08/04	12/25/13
c	GENERAL ELECTRIC CO	P	11/23/11	12/18/13
d	GENERAL ELECTRIC CO	P	05/10/12	12/18/13
e	INTERNATIONAL BUSINESS MACHINES	P	11/23/11	12/18/13
f	INTERNATIONAL BUSINESS MACHINES	P	05/10/12	12/18/13
g	KRAFT FOODS GROUP INC COM	P	10/25/11	12/18/13
h	KRAFT FOODS GROUP INC COM	P	10/27/11	12/18/13
i	KRAFT FOODS GROUP INC COM	P	10/28/11	12/18/13
j	KRAFT FOODS GROUP INC COM	P	05/10/12	12/18/13
k	MONDELEZ INTL INC COM	P	10/25/11	12/18/13
l	MONDELEZ INTL INC COM	P	10/27/11	12/18/13
m	MONDELEZ INTL INC COM	P	10/28/11	12/18/13
n	MONDELEZ INTL INC COM	P	05/10/12	12/18/13
o	ONEOK INC COM NEW	P	10/24/11	12/18/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1.		1.	0.
b 16.		17.	-1.
c 405,683.		223,200.	182,483.
d 56,390.		40,053.	16,337.
e 197,569.		200,880.	-3,311.
f 34,596.		39,928.	-5,332.
g 32,712.		22,831.	9,881.
h 24,798.		17,505.	7,293.
i 24,798.		17,536.	7,262.
j 18,080.		14,039.	4,041.
k 63,127.		42,232.	20,895.
l 47,855.		32,381.	15,474.
m 47,855.		32,438.	15,417.
n 34,890.		25,970.	8,920.
o 106,008.		67,325.	38,683.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			0.
b			-1.
c			182,483.
d			16,337.
e			-3,311.
f			-5,332.
g			9,881.
h			7,293.
i			7,262.
j			4,041.
k			20,895.
l			15,474.
m			15,417.
n			8,920.
o			38,683.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	ONEOK INC COM NEW	P	10/25/11	12/18/13
b	ONEOK INC COM NEW	P	05/10/12	12/18/13
c	PEPSICO INC	P	11/23/11	12/18/13
d	PEPSICO INC	P	05/10/12	12/18/13
e	PHILLIPS 66	P	10/24/11	12/18/13
f	PHILLIPS 66	P	10/25/11	12/18/13
g	PROCTOR & GAMBLE - COMMON	P	10/24/11	12/18/13
h	PROCTOR & GAMBLE - COMMON	P	10/27/11	12/18/13
i	PROCTOR & GAMBLE - COMMON	P	10/28/11	12/18/13
j	PROCTOR & GAMBLE - COMMON	P	05/10/12	12/18/13
k	SCHLUMBERGER LTD	P	11/28/11	12/18/13
l	SCHLUMBERGER LTD	P	05/10/12	12/18/13
m	UNITED PARCEL SERVICE INC.	P	11/23/11	12/18/13
n	UNITED PARCEL SERVICE INC.	P	05/10/12	12/18/13
o	WAL-MART STORES, INC.	P	10/25/11	12/18/13

(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	159,012.	99,783.	59,229.
b	54,300.	39,967.	14,333.
c	257,786.	200,201.	57,585.
d	48,254.	40,007.	8,247.
e	32,740.	14,845.	17,895.
f	50,928.	22,851.	28,077.
g	81,018.	65,220.	15,798.
h	62,384.	50,072.	12,312.
i	62,789.	50,070.	12,719.
j	50,474.	40,020.	10,454.
k	248,779.	200,895.	47,884.
l	48,726.	39,983.	8,743.
m	302,906.	200,193.	102,713.
n	52,945.	39,997.	12,948.
o	87,829.	64,912.	22,917.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			59,229.
b			14,333.
c			57,585.
d			8,247.
e			17,895.
f			28,077.
g			15,798.
h			12,312.
i			12,719.
j			10,454.
k			47,884.
l			8,743.
m			102,713.
n			12,948.
o			22,917.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WAL-MART STORES, INC.	P	10/28/11	12/18/13
b	WAL-MART STORES, INC.	P	05/10/12	12/18/13
c	YUM BRANDS INC COM	P	11/23/11	12/18/13
d	YUM BRANDS INC COM	P	05/10/12	12/18/13
e	MOTOROLA INC SECURITIES LITIGATION	P		12/27/13
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 134,440.		100,079.	34,361.
b 51,850.		40,000.	11,850.
c 268,715.		200,522.	68,193.
d 40,271.		40,019.	252.
e 28.			28.
f 6,017.			6,017.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			34,361.
b			11,850.
c			68,193.
d			252.
e			28.
f			6,017.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,374,123.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE WARE FOUNDATION #75-2662421
 CALENDAR YEAR 2013
 SCHEDULE SUPPORTING FORM 990-PF

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
<u>PAGE 2, PART II, LINE 2, SAVINGS AND TEMPORARY CASH INVESTMENTS:</u>		
Cash	\$ 688,681	\$ 688,681
Invesco/Aim Prime	7,754,361	7,754,361
Total Savings and Temporary Cash Investments	<u>\$ 8,443,042</u>	<u>\$ 8,443,042</u>

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

FEDERAL AGENCIES:

FHLB 6.335% Due 05/27/14	\$ 215,708	\$ 204,995
FHLB 5% Due 12/11/15	100,533	108,752
FNGL POOL #767861 6 50% Due 12/1/32	5,841	6,136
Total Government Securities	<u>\$ 322,082</u>	<u>\$ 319,883</u>

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

Federated Strategic Value-In	\$ 1,049,684	\$ 1,176,427
Ishares MSCI South Korea	100,136	112,590
Ishares MSCI Singapore	200,193	234,426
MFC Spdr Gold Tr Gold Shs	200,208	141,086
MFC Spdr S&P Midcap 400 ETF TR Unit Ser	3,136	4,884
S & P Depositary Receipt	1,000,437	1,114,419
Thornburg Intl Value Fd-I	131,150	146,097
Wisdomtree Dividend Ex-Fin Fund	365,200	483,522
Total Corporate Stocks	<u>\$ 3,050,144</u>	<u>\$ 3,413,452</u>
Total Investments	<u>\$ 3,372,226</u>	<u>\$ 3,733,335</u>

THE WARE FOUNDATION

75-2662421

CALENDAR YEAR 2013

SCHEDULE SUPPORTING FORM 990-PF

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>
<u>MARKET VALUE OF ASSETS:</u>				
AT DECEMBER 31, 2012				
STOCKS & BONDS	\$ 6,136,291	\$	\$	
MINERAL PROPERTIES	2,369,739			2,369,739
CASH AND TEMPORARY INVEST	5,385,936			
AT JANUARY 31, 2013				
STOCKS & BONDS	6,455,324	6,295,807		
MINERAL PROPERTIES	2,369,739			
CASH AND TEMPORARY INVEST.	5,389,358		5,387,647	
AT FEBRUARY 28, 2013				
STOCKS & BONDS	6,470,094	6,462,709		
MINERAL PROPERTIES	2,369,739			
CASH AND TEMPORARY INVEST	5,502,177		5,445,768	
AT MARCH 31, 2013				
STOCKS & BONDS	6,654,686	6,562,390		
MINERAL PROPERTIES	2,369,739			
CASH AND TEMPORARY INVEST.	5,492,846		5,497,511	
AT APRIL 30, 2013				
STOCKS & BONDS	6,650,014	6,652,350		
MINERAL PROPERTIES	2,369,739			
CASH AND TEMPORARY INVEST.	5,603,154		5,548,000	
AT MAY 31, 2013				
STOCKS & BONDS	8,563,781	7,606,898		
MINERAL PROPERTIES	2,369,739			
CASH AND TEMPORARY INVEST.	3,528,938		4,566,046	
AT JUNE 30, 2013				
STOCKS & BONDS	8,384,687	8,474,234		
MINERAL PROPERTIES	2,369,739			
CASH AND TEMPORARY INVEST.	3,562,681		3,545,809	
AT JULY 31, 2013				
STOCKS & BONDS	8,851,255	8,617,971		
MINERAL PROPERTIES	2,369,739			
CASH AND TEMPORARY INVEST.	3,569,811		3,566,246	

THE WARE FOUNDATION

75-2662421

CALENDAR YEAR 2013

SCHEDULE SUPPORTING FORM 990-PF

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

	<u>MONTH END MARKET VALUE</u>	<u>STOCKS AND BONDS MONTHLY AVERAGE</u>	<u>CASH MONTHLY AVERAGE</u>	<u>OIL & GAS LEASE AVERAGE</u>
AT AUGUST 31, 2013				
STOCKS & BONDS	8,620,815	8,736,035		
MINERAL PROPERTIES	2,648,893			
CASH AND TEMPORARY INVEST.	3,570,572		3,570,192	
AT SEPTEMBER 30, 2013				
STOCKS & BONDS	8,840,389	8,730,602		
MINERAL PROPERTIES	2,648,893			
CASH AND TEMPORARY INVEST	3,576,801		3,573,687	
AT OCTOBER 31, 2013				
STOCKS & BONDS	9,206,190	9,023,289		
MINERAL PROPERTIES	2,648,893			
CASH AND TEMPORARY INVEST.	3,596,540		3,586,671	
AT NOVEMBER 30, 2013				
STOCKS & BONDS	9,338,420	9,272,305		
MINERAL PROPERTIES	2,648,893			
CASH AND TEMPORARY INVEST.	3,455,396		3,525,968	
AT DECEMBER 31, 2013				
STOCKS & BONDS	3,733,335	6,535,878		
MINERAL PROPERTIES	2,648,893			2,648,893
CASH AND TEMPORARY INVEST.	8,583,868		6,019,632	
		<u>\$ 92,970,468</u>	<u>\$ 53,833,176</u>	<u>\$ 5,018,632</u>
AVERAGES		<u>\$ 7,747,539</u>	<u>\$ 4,486,098</u>	<u>\$ 2,509,316</u>
AVERAGE FAIR MARKET VALUE ALL ASSETS		<u>\$ 14,742,953</u>		

THE WARE FOUNDATION
CALENDAR YEAR 2013
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	80,000 00
Texas Tech University Health Sciences Center	1400 S, Coulter, Amarillo Tx 79106	Operating grant	25,000 00
Texas Tech University	2500 Broadway, Lubbock, TX 79409	Red Raider Scholarship Fund	1,000 00
Texas Tech University	2500 Broadway, Lubbock, TX 79409	Chancellor's Council	1,000 00
Wharton School of U of Pennsylvania	3733 Spruce St, Philadelphia, PA 19104-6340	Operating grant	1,000 00

SECTION 501(C)(3) ORGANIZATIONS

ACTS Community Resource Center	202 S Lousana, Amarillo, TX 79102	Operating grant	25,000 00
Advanced Medical Research Foundation	1101 Beacon St, #2W, Brookline MA 02446	Operating grant	10,000 00
Amarillo Area Foundation	801 S Fillmore St, Amarillo, TX 79101	Amarillo Recreation Complex	20,000 00
Amarillo Area Foundation	801 S Fillmore St, Amarillo, TX 79101	Amarillo Recreation Complex	60,000 00
Amarillo College Foundation	P O Box 447, Amarillo, TX 79178	ANB Adult Scholarship Fund	20,000 00
Amarillo Firefighters Pipes & Drum Organization	613 SE 46th Ave, Amarillo, TX 79118	Operating grant	2,000 00
American Quarter Horse Association	PO Box 200, Amarillo, TX 79168	Operating grant	5,000 00
Another Chance House	209 S Jackson St, Amarillo, TX 79101	Operating grant	10,000 00
Arrow Child and Family Ministries	4655 S FM 1258, Amarillo, TX 79118	Operating grant	25,000 00
Baptist Community Services	701 Park Place, Amarillo, TX 79101	Snack Pack for Kids	5,000 00
Baptist Community Services	701 Park Place, Amarillo, TX 79101	Operating grant	25,000 00
Big Brothers Big Sisters of the TX Panhandle	2110 S Western, Amarillo, TX 79101	Operating grant	20,000 00
Big Brothers Big Sisters	3416 Knoxville Ave, Lubbock, TX 79413	Operating grant	10,000 00
The Bridge	804 Quail Creek Drive, Amarillo, TX 79124	Operating grant	10,000 00
Buckner Children & Family Services	600 North Pearl, Suite 2260, Dallas, TX 75201	Renovate Buckner Family Place in Amarillo	25,000 00
Cal Farley's Boys Ranch	PO Box 1890, Amarillo, TX 79174	Operating grant	10,000 00
Children's Home & Family Service Agency	PO Box 2824, Lubbock, TX 79408	Operating grant	10,000 00
Children's Miracle Network	602 Indiana Ave., Lubbock, TX 791415	Operating grant	10,000 00
City Church	205 S Polk, Amarillo, TX 79101	Operating grant	5,000 00
Don Harrington Discovery Center Foundation Inc	1200 Streit Drive, Amarillo, TX 79106	Operating grant	5,000 00

THE WARE FOUNDATION
CALENDAR YEAR 2013
SCHEDULE SUPPORTING FORM 990-PF

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

Downtown Women's Center	409 S Monroe St, Amarillo, TX 79101	Back to school expenses	5,000.00
First Baptist Church	1208 S Tyler Street, Amarillo, TX 79101	Operating grant	50,000.00
Guadalupe-Parkway Neighborhood Center	405 N Martin Luther King Blvd, Lubbock, TX 79403	Operating grant	10,000.00
High Plains Children's Home	11461 S Western Street, Amarillo, TX 79118	Operating grant	5,000.00
High Plains Fast Pitch Softball Association	5801 Canyon Drive Ste 3, Amarillo, TX 79110	Operating grant	2,500.00
High Plains Food Bank	PO Box 31803, Amarillo, TX 79120	Operating grant	100,000.00
Hilltop Senior Citizens	1311 N Taylor St, Amarillo, TX 79107	Operating grant	5,000.00
Jan Werner Adult Day Care Center	3108 S Fillmore, Amarillo, TX 79110	Jan Werner Scholarship Fund	10,000.00
Kids, Inc	2201 SE 27th Ave, Amarillo, TX 79103	Operating grant	50,000.00
Kids, Inc	2201 SE 27th Ave, Amarillo, TX 79103	Operating grant	25,000.00
Lubbock Boys & Girls Inc	P O Box 94163 Lubbock, TX 79493	Operating grant	10,000.00
The Maverick Boys and Girls Club of Amarillo Inc	1923 S Lincoln St, Amarillo, TX 79109	Operating grant	5,000.00
Opportunity School Inc	1100 S Harrison, Amarillo, TX 79101	Operating grant	10,000.00
Panhandle Aquatics Inc	Po Box 51722, Amarillo, TX 79159	Operating grant	2,500.00
Panhandle Plains Historical Society	WTAMU Box 60967, Canyon, TX 79015	Operating grant	5,000.00
Polk Street United Methodist Church	1401 S Polk, Amarillo, TX 79101	Operating grant	30,000.00
Polk Street United Methodist Church	1401 S Polk, Amarillo, TX 79101	Capital campaign for Ware Chapel	25,000.00
Polk Street United Methodist Church	1401 S Polk, Amarillo, TX 79101	H100 Project for Grace Children's Hospital in Haiti	1,000.00
Polk Street United Methodist Church	1401 S Polk, Amarillo, TX 79101	Operating grant	25,000.00
Salvation Army	1211 SE 27th Ave, Amarillo, TX	Operating grant	5,000.00
Salvation Army	1211 SE 27th Ave, Amarillo, TX	Operating grant	5,000.00
Southern Methodist University	PO Box 750261, Dallas, TX 75275	Athletic Program and Mustang Club	39,000.00
Southern Methodist University	PO Box 750261, Dallas, TX 75275	Bill Ware Scholarship at Cox School of Business	20,000.00
United Way of Amarillo & Canyon	2207 Line Avenue, Amarillo, TX 79106	Operating grant	8,000.00
United Way of Amarillo & Canyon	2207 Line Avenue, Amarillo, TX 79106	Operating grant	113,000.00
Westover Fellowship United Methodist Church	8501 S Coulter St, Amarillo, TX 79119	Operating grant	10,000.00
Matching contributions to 501(c)(3) organizations	Various, primarily in or near Amarillo, TX	Matching qualified donations by others	64,800.00
Various		Memorials or similar, 4 @ \$100 or less	180.00

Total grants for calendar year 2013

1,060,980.00

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMARILLO NATIONAL BANK MONEY MARKET #739693	1,569.	1,569.	
MONEY MARKET--INVESCO/AIM PRIME	2,230.	2,230.	
TOTAL TO PART I, LINE 3	3,799.	3,799.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
3M CO COM	8,476.	0.	8,476.	8,476.	
ADR ROYAL DUTCH SHELL PLC	6,869.	0.	6,869.	6,869.	
APPLE COMPUTER	1,434.	0.	1,434.	1,434.	
CATERPILLAR INC	4,580.	0.	4,580.	4,580.	
CONOCOPHILLIPS COM	9,492.	0.	9,492.	9,492.	
ELI LILLY COMPANY	10,398.	0.	10,398.	10,398.	
EOG RESOURCES INC	1,862.	0.	1,862.	1,862.	
EXXON MOBIL CORP COM	6,221.	0.	6,221.	6,221.	
FEDERAL HOME LOAN BANK 5% DUE 12/11/15	5,000.	0.	5,000.	5,000.	
FEDERAL HOME LOAN BANK 6.335% DUE 5/27/14	12,670.	0.	12,670.	12,670.	
FEDERATED STRATEGIC VALUE-IN FNGL POOL 767861	41,242.	6,017.	35,225.	35,225.	
6.50% DUE 12/1/32	778.	0.	778.	778.	
GENERAL ELECTRIC CO	14,625.	0.	14,625.	14,625.	
GENERAL MILLS	1,496.	0.	1,496.	1,496.	
INTERNATIONAL BUSINESS MACHINES	4,891.	0.	4,891.	4,891.	
ISHARES MSCI SINGAPORE	8,834.	0.	8,834.	8,834.	
ISHARES MSCI SOUTH KOREA	1,564.	0.	1,564.	1,564.	
KRAFT FOODS INC - A	3,853.	0.	3,853.	3,853.	

MFC SPDR S & P				
MIDCAP 400	54.	0.	54.	54.
MONDELEZ INTL INC				
COM	3,025.	0.	3,025.	3,025.
ONEOK IN COM NEW	8,025.	0.	8,025.	8,025.
PEPSICO INC	8,396.	0.	8,396.	8,396.
PHILLIPS 66	1,527.	0.	1,527.	1,527.
PROCTOR &				
GAMBLE-COMMON	7,497.	0.	7,497.	7,497.
S&P DEPOSITARY				
RECEIPT	10,119.	0.	10,119.	10,119.
SCHLUMBERGER LTD	4,205.	0.	4,205.	4,205.
THORNBURG INTL				
VALUE FD-I	1,870.	0.	1,870.	1,870.
UNITED PARCEL				
SERVICE, INC	8,668.	0.	8,668.	8,668.
WAL-MART STORES,				
INC	5,017.	0.	5,017.	5,017.
WISDOMTREE DVD				
EX-FIN FUND	13,839.	0.	13,839.	13,839.
YUM BRANDS INC COM	5,929.	0.	5,929.	5,929.
TO PART I, LINE 4	222,456.	6,017.	216,439.	216,439.

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	553,865.	553,865.	
TOTAL TO FORM 990-PF, PART I, LINE 11	553,865.	553,865.	

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	130.	0.		0.
TO FM 990-PF, PG 1, LN 16A	130.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION	1,600.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	1,600.	0.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
GROSS PRODUCTION TAXES	41,540.	41,540.		0.	
EXCISE TAXES	21,520.	0.		0.	
PROPERTY TAXES PAID	3,185.	3,185.		0.	
TO FORM 990-PF, PG 1, LN 18	66,245.	44,725.		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		322,082.	319,883.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			322,082.	319,883.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			322,082.	319,883.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCK	3,050,144.	3,413,452.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,050,144.	3,413,452.	

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	1,590,802.	1,507,723.	2,648,893.
ACCRUED INTEREST & DIVIDENDS	4,162.	1,929.	1,929.
OIL & GAS ROYALTIES RECEIVABLE	13,533.	138,898.	138,898.
TO FORM 990-PF, PART II, LINE 15	1,608,497.	1,648,550.	2,789,720.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE 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.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 11

NAME OF MANAGER

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