



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



EXTENDED TO NOVEMBER 16, 2015

## Return of Private Foundation

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

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

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](http://www.irs.gov/form990pf).

For calendar year 2014 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 or province, country, and ZIP or foreign postal code <b>AMARILLO, TX 79105-0001</b>		C If exemption application is pending, check here <input type="checkbox"/>
G 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>\$ 14,698,250.</b> (Part I, column (d) must be on cash basis)	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		5,158.	5,158.		STATEMENT 1
4 Dividends and interest from securities		214,922.	214,922.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		43,752.			
b Gross sales price for all assets on line 6a		392,820.			
7 Capital gain net income (from Part IV, line 2)			43,752.		
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		395,201.	395,201.		STATEMENT 3
12 Total Add lines 1 through 11		659,033.	659,033.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		2,045.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		112,690.	34,190.		0.
19 Depreciation and depletion		59,282.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		5.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		174,022.	34,190.		0.
25 Contributions, gifts, grants paid		795,550.			795,550.
26 Total expenses and disbursements. Add lines 24 and 25		969,572.	34,190.		795,550.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-310,539.			
b Net investment income (if negative, enter -0-)			624,843.		
c Adjusted net income (if negative, enter -0-)				N/A	

423501  
11-24-14

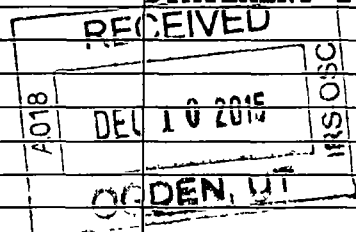
LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

SCANNED DEC 14 2015

Operating and Administrative Expenses

Revenue



17

## THE WARE FOUNDATION

C/O AMARILLO NATIONAL BANK--TRUST

75-2662421

**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	8,443,042.	5,526,419.	5,526,419.
	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 <b>STMT 7</b>	322,082.	104,164.	108,206.
	b Investments - corporate stock <b>STMT 8</b>	3,050,144.	6,068,629.	6,750,162.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ <b>STATEMENT 9</b> )	1,648,550.	1,454,067.	2,313,463.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,463,818.	13,153,279.	14,698,250.	
<b>Liabilities</b>	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 <b>Total liabilities</b> (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	13,463,818.	13,153,279.		
30 <b>Total net assets or fund balances</b>	13,463,818.	13,153,279.		
31 <b>Total liabilities and net assets/fund balances</b>	13,463,818.	13,153,279.		

**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	13,463,818.
2 Enter amount from Part I, line 27a	2	-310,539.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,153,279.
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	13,153,279.

Form 990-PF (2014)

**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>FED HOME LOAN BANK</b>	P	03/15/06	05/27/14
b <b>FNGL POOL #767861 6.5% 12/1/32</b>	P	04/08/04	VARIOUS
c <b>THORNBURG INTL VALUE FD-I</b>	P	03/17/08	08/21/04
d <b>LUMENIS LTD SECURITIES LITIGATION</b>	P	VARIOUS	VARIOUS
e <b>CAPITAL GAINS DIVIDENDS</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)
a 200,000.		215,708.	-15,708.
b 2,100.		2,210.	-110.
c 140,674.		131,150.	9,524.
d 10.			10.
e 50,036.			50,036.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-15,708.
b			-110.
c			9,524.
d			10.
e			50,036.

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	43,752.
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))
2013	1,060,980.	14,521,809.	.073061
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

2 Total of line 1, column (d)	2	.506206
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	.101241
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	14,679,534.
5 Multiply line 4 by line 3	5	1,486,171.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,248.
7 Add lines 5 and 6	7	1,492,419.
8 Enter qualifying distributions from Part XII, line 4	8	795,550.

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)		1	12,497.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	12,497.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	12,497.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	50,973.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	50,973.	
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	38,476.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 38,476. Refunded <input type="checkbox"/> 0.	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	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	7	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	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

## THE WARE FOUNDATION

Form 990-PF (2014)

C/O AMARILLO NATIONAL BANK--TRUST

75-2662421

Page 5

**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 ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>TRUST DEPARTMENT</b> Telephone no. ► <b>806-378-8000</b> Located at ► <b>AMARILLO NATIONAL BANK; P.O. BOX 1; AMARILLO, TX</b> ZIP+4 ► <b>79105-0001</b>			
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	<b>N/A</b>	
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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 <b>N/A</b> <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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.) <b>N/A</b>	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 2014 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 2014.) <b>N/A</b>	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 2014?	4b	X

Form 990-PF (2014)

**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 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870

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
B.T. WARE, II	PRESIDENT			
P.O. BOX 1				
AMARILLO, TX 79105-0001	0.00	0.	0.	0.
RICHARD C. WARE II	VICE PRESIDENT			
P.O. BOX 1				
AMARILLO, TX 79105-0001	0.00	0.	0.	0.
PAT WARE	VICE PRESIDENT			
P.O. BOX 1				
AMARILLO, TX 79105-0001	0.00	0.	0.	0.
WILLIAM J WARE	SECRETARY AND TREASURER			
P. O. BOX 1				
AMARILLO, TX 79105-0001	0.00	0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Form 990-PF (2014)





**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>	5,963,374.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	6,461,341.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	2,478,365.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	14,903,080.
<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>	14,903,080.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	223,546.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	14,679,534.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	733,977.

**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>	733,977.
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5	<b>2a</b>	12,497.
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	12,497.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	721,480.
<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>	721,480.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	721,480.

**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>	795,550.
<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>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	795,550.
<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>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	795,550.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2014)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				721,480.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	598,275.			
b From 2010	443,311.			
c From 2011	556,248.			
d From 2012	471,710.			
e From 2013	376,960.			
f Total of lines 3a through e	2,446,504.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	795,550.			
a Applied to 2013, 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 2014 distributable amount				721,480.
e Remaining amount distributed out of corpus	74,070.			
5 Excess distributions carryover applied to 2014 (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:	2,520,574.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	598,275.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,922,299.			
10 Analysis of line 9:				
a Excess from 2010	443,311.			
b Excess from 2011	556,248.			
c Excess from 2012	471,710.			
d Excess from 2013	376,960.			
e Excess from 2014	74,070.			



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

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1</b> Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments						
<b>3</b> Interest on savings and temporary cash investments				14	5,158.	
<b>4</b> Dividends and interest from securities				14	214,922.	
<b>5</b> Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income				15	395,201.	
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	43,752.	
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory						
<b>11</b> Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e)			0.		659,033.	0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)					659,033.	

(See worksheet in line 13 instructions to verify calculations.)

## **Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

[illegible]

**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   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</b> | Other transactions:  |       |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|          | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|          | (4) Reimbursement arrangements   | 1b(4) | X  |
|          | (5) Loans or loan guarantees   | 1b(5) | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | 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		

**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 the foregoing is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

10-15-15  
Date

► President  
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

MARILYN C. AULT

Firm's name ► **AULT & ASSOCIATES, CPAS**

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

Preparer's signature

Marilyn Holt

Date

11-12-15

Check ☒ self-employed

PTIN
------

P00010573

Firm's EIN ▶ 75-1111383

Phone no. 806/376-1555

Form **990-PF** (2014)

THE WARE FOUNDATION #75-2662421  
 CALENDAR YEAR 2014  
 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	\$ 690,052	\$ 690,052
Invesco/Aim Prime	4,836,367	4,836,367
Total Savings and Temporary Cash Investments	<u>\$ 5,526,419</u>	<u>\$ 5,526,419</u>

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

**FEDERAL AGENCIES:**

FHLB 5% Due 12/11/15	\$ 100,533	\$ 104,408
FNGL POOL #767861 6.50% Due 12/1/32	3,631	3,798
Total Government Securities	<u>\$ 104,164</u>	<u>\$ 108,206</u>

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

Abbott Laboratories	\$ 75,232	\$ 89,590
Abbvie Inc Com	75,266	99,207
ADR Royal Dutch Shell PLC	75,173	67,553
Altria Group Inc Com	75,236	96,865
Anheuser Busch	75,149	78,175
Apple Computer	74,956	110,490
Boeing Company	75,164	77,338
Caterpillar Inc	75,247	66,817
Causeway International Value	70,337	64,215
Cisco Systems Inc	75,216	90,677
Conoco Phillips Com	75,214	72,099
Dow Chemical Common	75,197	70,559
Duke Realty Corp	75,321	88,476
Dupont Fabros Tech Inc	75,339	101,681
Eaton Corp PLC Com	75,221	69,183
Eli Lilly Company	75,174	86,238
Exxon Mobil Corp Com	75,138	70,909
Federated International Leaders	70,337	67,351
Federated Strategic Value-In	1,049,684	1,190,528
Freeport-McMoran Copper-B	75,243	52,069
General Electric co	75,324	73,283
General Mills, Inc	75,186	77,702
Health Care Reit Inc	75,209	91,258
Illinois Tools Wks Inc	75,129	85,419
Intel Corp	75,281	101,394
International Business Machines	75,267	61,288
Ishares MSCI South Korea	100,136	96,260
Ishares MSCI Singapore	200,193	232,824
Kimco Realty Corp	75,261	85,049
Kohls Corp	75,234	82,038
Kraft Foods Group Inc. Com	75,216	83,400
Linn Energy LLC	75,286	26,662
Maxim Integrated Products	75,170	73,715
MFC Spdr Gold Tr Gold Shs	200,208	138,000

THE WARE FOUNDATION #75-2662421  
 CALENDAR YEAR 2014  
 SCHEDULE SUPPORTING FORM 990-PF

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MFC Spdr S&P Midcap 400 ETF TR Unit Ser	3,136	5,279
Oneok Inc Com New	75,196	62,686
Pepsico Inc	75,233	84,537
Phillips 66	75,197	68,402
Potash Corp of Saskatchewan	75,233	76,892
Proctor & Gamble - Common	75,151	83,985
Regal Entertainment Group	75,349	84,991
S & P Depositary Receipt	1,000,437	1,240,228
Staples Inc	75,436	111,402
Starwood Property Trust	75,283	76,669
Transocean LTD Switz	75,238	33,691
United Parcel Service, Inc.	75,076	85,601
Wal-Mart Stores, Inc.	75,260	83,389
Weyerhaeuser Co	75,257	94,821
Wisdomtree Dividend Ex-Fin Fund	365,200	539,278
Total Corporate Stocks	<u>\$ 6,068,629</u>	<u>\$ 6,750,162</u>
Total Investments	<u><u>\$ 6,172,794</u></u>	<u><u>\$ 6,858,369</u></u>



## THE WARE FOUNDATION

# 75-2662421

CALENDAR YEAR 2014

SCHEDULE SUPPORTING FORM 990-PF

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

	MONTH END MARKET VALUE	STOCKS AND BONDS MONTHLY AVERAGE	CASH MONTHLY AVERAGE	OIL & GAS LEASE AVERAGE
--	------------------------------	---	----------------------------	-------------------------------

MARKET VALUE OF ASSETS:

AT DECEMBER 31, 2013

STOCKS & BONDS	\$ 3,733,335	\$	\$	\$
MINERAL PROPERTIES	2,648,893			2,648,893
CASH AND TEMPORARY INVEST	8,583,868			

AT JANUARY 31, 2014

STOCKS & BONDS	3,615,015	3,674,175		
MINERAL PROPERTIES	2,648,893			
CASH AND TEMPORARY INVEST.	8,488,318		8,536,093	

AT FEBRUARY 28, 2014

STOCKS & BONDS	3,734,445	3,674,730		
MINERAL PROPERTIES	2,648,893			
CASH AND TEMPORARY INVEST.	8,515,628		8,501,973	

AT MARCH 31, 2014

STOCKS & BONDS	3,761,408	3,747,926		
MINERAL PROPERTIES	2,648,893			
CASH AND TEMPORARY INVEST	8,562,364		8,538,996	

AT APRIL 30, 2014

STOCKS & BONDS	6,922,812	5,342,110		
MINERAL PROPERTIES	2,648,893			
CASH AND TEMPORARY INVEST	5,565,481		7,063,922	

AT MAY 31, 2014

STOCKS & BONDS	6,827,930	6,875,371		
MINERAL PROPERTIES	2,648,893			
CASH AND TEMPORARY INVEST	5,707,967		5,636,724	

AT JUNE 30, 2014

STOCKS & BONDS	6,939,961	6,883,946		
MINERAL PROPERTIES	2,648,893			
CASH AND TEMPORARY INVEST.	5,536,241		5,622,104	

AT JULY 31, 2014

STOCKS & BONDS	6,776,334	6,858,148		
MINERAL PROPERTIES	2,307,838			
CASH AND TEMPORARY INVEST	5,506,466		5,521,354	

## THE WARE FOUNDATION

# 75-2662421

CALENDAR YEAR 2014

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>
AT AUGUST 31, 2014				
STOCKS & BONDS	6,993,789	6,885,062		
MINERAL PROPERTIES	2,307,838			
CASH AND TEMPORARY INVEST.	5,762,112		5,634,289	
AT SEPTEMBER 30, 2014				
STOCKS & BONDS	6,797,864	6,895,827		
MINERAL PROPERTIES	2,307,838			
CASH AND TEMPORARY INVEST.	5,645,498		5,703,805	
AT OCTOBER 31, 2014				
STOCKS & BONDS	6,889,506	6,843,685		
MINERAL PROPERTIES	2,307,838			
CASH AND TEMPORARY INVEST	5,684,082		5,664,790	
AT NOVEMBER 30, 2014				
STOCKS & BONDS	7,005,570	6,947,538		
MINERAL PROPERTIES	2,307,838			
CASH AND TEMPORARY INVEST	5,503,981		5,594,032	
AT DECEMBER 31, 2014				
STOCKS & BONDS	6,858,369	6,931,970		
MINERAL PROPERTIES	2,307,838			2,307,838
CASH AND TEMPORARY INVEST.	5,532,044		5,518,012	
	14,698,250			
		<u>\$ 71,560,487</u>	<u>\$ 77,536,094</u>	<u>\$ 4,956,731</u>
<b>AVERAGES</b>		<u>\$ 5,963,374</u>	<u>\$ 6,461,341</u>	<u>\$ 2,478,365</u>
<b>AVERAGE FAIR MARKET VALUE ALL ASSETS</b>		<u>\$ 14,903,080</u>		

**THE WARE FOUNDATION  
CALENDAR YEAR 2014  
SCHEDULE SUPPORTING FORM 990-PF**

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

GOVERNMENTAL ENTITIES.

Wharton School of U of Pennsylvania	3733 Spruce St., Philadelphia, PA 19104-6340	Operating grant		1,000.00

SECTION 501(C)(3) ORGANIZATIONS.

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	Heal the City Clinic		50,000.00
Amarillo Area Foundation	801 S Fillmore St., Amarillo, TX 79101	ACE Scholarship Program		150,000.00
Amarillo College Foundation	P O Box 447, Amarillo, TX 79178	ANB Adult Scholarship Fund		25,000.00
Amarillo College Foundation	P O Box 447, Amarillo, TX 79178	Dr Paul Matney Endowment		10,000.00
Amarillo Tomorrow Inc	401 S Taylor, Suite 900, Amarillo, TX 79101	Operating grant		10,000.00
Baptist Community Services	701 Park Place, Amarillo, TX 79101	Snack Pack for Kids Project		25,000.00
Baptist Community Services	701 Park Place, Amarillo, TX 79101	Operating grant		50,000.00
First Baptist Church	1208 S Tyler Street, Amarillo, TX 79101	Operating grant		50,000.00
Golden Spread Council, BSA Amarillo	401 Tascosa, Amarillo, TX 79124	Operating grant		500.00
High Plains Retreat Center	18511 City Lake Rd, Canyon, TX 79105	Operating grant		15,000.00
Opportunity School Inc	1100 S Harrison, Amarillo, TX 79101	Support for fund-raising event		5,500.00
Polk Street United Methodist Church	1401 S Polk, Amarillo, TX 79101	Operating grant		100,000.00
Polk Street United Methodist Church	1401 S Polk, Amarillo, TX 79101	Operating grant		30,000.00
Rockwell Road Baptist Church	Rockwell Rd, Canyon, TX 79015	Feed the Children Bus Ministry		1,000.00
Saint Francis Xavier Catholic Church	115 N. 1st St, Clayton, NM 88415	Operating grant		500.00
Salvation Army	1211 SE 27th Ave, Amarillo, TX	Operating grant		10,000.00
Southern Methodist University	PO Box 750261, Dallas, TX 75275	NIT Tournament		10,000.00
Southern Methodist University	PO Box 750261, Dallas, TX 75275	Mustang Club		5,000.00
Southern Methodist University	PO Box 750261, Dallas, TX 75275	Athletics		36,000.00
United Way of Amarillo & Canyon	2207 Line Avenue, Amarillo, TX 79106	Operating grant		140,000.00
Matching contributions to 501(c)(3) organizations	Various, primarily in or near Amarillo, TX	Matching qualified donations by others		65,800.00
Various		Memorials or similar, 3 @ \$100 or less		250.00

Total grants for calendar year 2014

**795,550.00**

## 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	1,371.	1,371.	
MONEY MARKET--INVESCO/AIM PRIME	3,787.	3,787.	
TOTAL TO PART I, LINE 3	5,158.	5,158.	

## 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
ABBOTT LABORATORIES	1,168.	0.	1,168.	1,168.	
ABBVIE INC COM	1,690.	0.	1,690.	1,690.	
ADR ROYAL DUTCH SHELL PLC	2,305.	0.	2,305.	2,305.	
ALTRIA GROUP INC COM	1,966.	0.	1,966.	1,966.	
ANHEUSER BUSCH	1,646.	0.	1,646.	1,646.	
APPLE COMPUTER	1,411.	0.	1,411.	1,411.	
BOEING COMPANY	1,303.	0.	1,303.	1,303.	
CATERPILLAR INC CAUSEWAY INTERNATIONAL VALUE	1,645.	0.	1,645.	1,645.	
CISCO SYSTEMS INC	1,239.	0.	1,239.	1,239.	
CONOCOPHILLIPS COM	2,245.	0.	2,245.	2,245.	
DOW CHEMICAL	1,145.	0.	1,145.	1,145.	
DUKE REALTY CORP	2,234.	0.	2,234.	2,234.	
DUPONT FABROS TECH INC	2,141.	0.	2,141.	2,141.	
EATON CORP PLC COM	1,496.	0.	1,496.	1,496.	
ELI LILLY COMPANY	1,837.	0.	1,837.	1,837.	
EXXON MOBIL CORP COM	1,588.	0.	1,588.	1,588.	
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	6,335.	0.	6,335.	6,335.	

FEDERATED INTERNATIONAL LEADERS	728.	0.	728.	728.
FEDERATED STRATEGIC VALUE-IN FNGL POOL 767861 6.50% DUE 12/1/32	119,913.	50,036.	69,877.	69,877.
FREEPORT-MCMORAN COPPER-B	287.	0.	287.	287.
GENERAL ELECTRIC CO	1,851.	0.	1,851.	1,851.
GENERAL MILLS	1,276.	0.	1,276.	1,276.
HEALTH CARE REIT INC	1,195.	0.	1,195.	1,195.
ILLINOIS TOOLS WKS INC	2,876.	0.	2,876.	2,876.
INTEL CORP	816.	0.	816.	816.
INTERNATIONAL BUSINESS MACHINES ISHARES MSCI SINGAPORE	1,886.	0.	1,886.	1,886.
ISHARES MSCI SOUTH KOREA	1,261.	0.	1,261.	1,261.
KIMCO REALTY CORP	7,797.	0.	7,797.	7,797.
KOHL'S CORP	1,155.	0.	1,155.	1,155.
KRAFT FOODS INC - A	1,522.	0.	1,522.	1,522.
LINN ENERGY LLC	1,572.	0.	1,572.	1,572.
MAXIM INTEGRATED PRODUCTS	1,431.	0.	1,431.	1,431.
MFC SPDR S & P MIDCAP 400	5,087.	0.	5,087.	5,087.
ONEOK IN COM NEW	1,897.	0.	1,897.	1,897.
PEPSICO INC	55.	0.	55.	55.
PHILLIPS 66	2,172.	0.	2,172.	2,172.
POTASH CORP OF SASKATCHEWAN	3,327.	0.	3,327.	3,327.
PROCTOR & GAMBLE-COMMON REGAL	1,431.	0.	1,431.	1,431.
ENTERTAINMENT GROUP	1,410.	0.	1,410.	1,410.
S&P DEPOSITARY RECEIPT	1,780.	0.	1,780.	1,780.
SCHLUMBERGER LTD	6,605.	0.	6,605.	6,605.
STAPLES INC	22,210.	0.	22,210.	22,210.
STARWOOD PROPERTY TRUST	1,084.	0.	1,084.	1,084.
THORNBURG INTL VALUE FD-I	1,475.	0.	1,475.	1,475.
TRANSOCEAN LTD	3,167.	0.	3,167.	3,167.
SWITZ	1,045.	0.	1,045.	1,045.
UNITED PARCEL SERVICE, INC	4,135.	0.	4,135.	4,135.
	1,548.	0.	1,548.	1,548.

WAL-MART STORES, INC	2,604.	0.	2,604.	2,604.
WEYERHAEUSER CO	2,114.	0.	2,114.	2,114.
WISDOMTREE DVD				
EX-FIN FUND	16,539.	0.	16,539.	16,539.
TO PART I, LINE 4	264,958.	50,036.	214,922.	214,922.

FORM 990-PF	OTHER INCOME	STATEMENT	3
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	395,201.	395,201.	
TOTAL TO FORM 990-PF, PART I, LINE 11	395,201.	395,201.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	2,045.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,045.	0.		0.

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GROSS PRODUCTION TAXES	29,640.	29,640.		0.
EXCISE TAXES	78,500.	0.		0.
PROPERTY TAXES PAID	4,550.	4,550.		0.
TO FORM 990-PF, PG 1, LN 18	112,690.	34,190.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	5.	0.		0.
TO FORM 990-PF, PG 1, LN 23	5.	0.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT SECURITIES	X		104,164.	108,206.
TOTAL U.S. GOVERNMENT OBLIGATIONS			104,164.	108,206.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			104,164.	108,206.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	6,068,629.	6,750,162.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,068,629.	6,750,162.

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	1,507,723.	1,448,442.	2,307,838.
ACCRUED INTEREST & DIVIDENDS	1,929.	163.	163.
OIL & GAS ROYALTIES RECEIVABLE	138,898.	5,462.	5,462.
TO FORM 990-PF, PART II, LINE 15	1,648,550.	1,454,067.	2,313,463.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGERB.T. WARE, II  
RICHARD C. WARE II