

EXTENDED TO NOVEMBER 15, 2017

Form **990-PF****Return of Private Foundation**

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

Do 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)

OMB No 1545-0052

**2016**

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation <b>WARREN CHARITABLE FOUNDATION</b>		A Employer identification number <b>30-0490635</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>808 W. WALL STREET</b>	Room/suite	B Telephone number <b>432-683-9093</b>
City or town, state or province, country, and ZIP or foreign postal code <b>MIDLAND, TX 79701</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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input checked="" 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) <b>\$ 60,889,823.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		8,250,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. D					
3 Interest on savings and temporary cash investments		104.	104.		STATEMENT 1
4 Dividends and interest from securities		1,655,019.	1,655,019.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-787,914.			
b Gross sales price for all assets on line 6a		847,244.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross capital gains returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-561,889.	0.		
12 Total. Add lines 1 through 11		8,555,320.	1,655,123.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		4,200.	4,200.	0.	0.
c Other professional fees					
17 Interest					
18 Taxes		1,768.	1,768.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		30,815.	30,815.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		36,783.	36,783.	0.	0.
25 Contributions, gifts, grants paid		2,180,097.			2,180,097.
26 Total expenses and disbursements. Add lines 24 and 25		2,216,880.	36,783.	0.	2,180,097.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		6,338,440.			
b Net investment income (if negative, enter -0-)			1,618,340.		
c Adjusted net income (if negative, enter -0-)				0.	

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	328,732.	2,113,952.	2,113,952.
	2 Savings and temporary cash investments	10,081.	10,096.	10,096.
	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 Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment, basis ▶ 307,000.			
Liabilities	Less accumulated depreciation ▶	307,000.	307,000.	307,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	46,010,511.	47,446,970.	51,252,377.
	14 Land, buildings, and equipment; basis ▶ 28,608.			
	Less accumulated depreciation ▶	25,608.	28,608.	28,608.
	15 Other assets (describe ▶ STATEMENT 10)	4,738,959.	7,177,790.	7,177,790.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	51,420,891.	57,084,416.	60,889,823.
	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 ▶ OTHER LIABILITIES)	750.	0.	
	23 Total liabilities (add lines 17 through 22)	750.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	51,420,141.	57,084,416.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	51,420,141.	57,084,416.	
	31 Total liabilities and net assets/fund balances	51,420,891.	57,084,416.	

## 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	51,420,141.
2	Enter amount from Part I, line 27a	2	6,338,440.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	71,529.
4	Add lines 1, 2, and 3	4	57,830,110.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	745,694.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	57,084,416.

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**Part IV Capital Gains and Losses for Tax on Investment Income****SEE ATTACHED STATEMENTS**

(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			
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	847,244.	1,635,158.	-787,914.

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			
b			
c			
d			
e			-787,914.

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	-787,914.
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))
2015	420,999.	44,536,505.	.009453
2014	135,781.	7,874,485.	.017243
2013	244,764.	4,849,795.	.050469
2012	105,330.	2,665,555.	.039515
2011			

2 Total of line 1, column (d)	2	.116680
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	.029170
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	56,627,116.
5 Multiply line 4 by line 3	5	1,651,813.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,183.
7 Add lines 5 and 6	7	1,667,996.
8 Enter qualifying distributions from Part XII, line 4	8	2,180,097.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	16,183.
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	16,183.
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	16,183.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	12,480.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	17,480.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	209.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,088.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 1,088. 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (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)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.WARRENGIVING.ORG</u>	X	
14 The books are in care of ► <u>KEVIN PETTY</u> Telephone no. ► <u>432-685-3666</u> Located at ► <u>808 W. WALL STREET, MIDLAND, TX</u> ZIP+4 ► <u>79701</u>		
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		
16 At any time during calendar year 2016, 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. If "Yes," enter the name of the foreign country ►		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	
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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► <u>2015</u>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
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.)		X
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 2016 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 2016)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		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 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

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

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

**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 12		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 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	14,414,182.
b	Average of monthly cash balances	1b	633,069.
c	Fair market value of all other assets	1c	42,442,207.
d	<b>Total</b> (add lines 1a, b, and c)	1d	57,489,458.
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	57,489,458.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	862,342.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,627,116.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	2,831,356.

**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	2,831,356.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	16,183.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,183.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,815,173.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,815,173.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,815,173.

**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	2,180,097.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,180,097.
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	16,183.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	2,163,914.

**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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,815,173.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			2,182,052.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ \$ 2,180,097.				
a Applied to 2015, but not more than line 2a			2,180,097.	
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 2016 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (e).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			1,955.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				2,815,173.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section
- ☐
- 4942(j)(3) or
- ☐
- 4942(j)(5)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
311 MINISTRIES 1412 WEST ILLINOIS MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,000.
AGAPE COUNSELING SERVICES WT 2817 JOHN BEN SHEPPERD PKWY ODESSA, TX 79761	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
APHASIA CENTER OF WEST TEXAS 5214 THOMASON DR MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	11,350.
BAYLOR STUDENT MISSION FUND ONE BEAR PLACE #97013 WACO, TX 76798	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,000.
BEYOND BATTEN DISEASE FDN PO BOX 200998 AUSTIN, TX 78720	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				2,180,097.
b Approved for future payment				
NONE				
Total ▶ 3b				0.



<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
------------------	----------------------------------------------------------------------------------------------------------------------

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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.

Signature of officer or trustee

Date \_\_\_\_\_

Title

May the IRS discuss this return with the preparer shown below (see instr 1)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐ if  
self-employed

PTIN
------

MARC YOUNG

11/12/19

P01579061

Firm's name ► **WEAVER AND TIDWELL, LLP**

Firm's EIN ▶ 75-0786316

Firm's address ► 400 W. ILLINOIS AVE  
MIDLAND, TX 79701

Phone no. 432-683-5226

Form **990-PF** (2016)

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

Name of the organization

WARREN CHARITABLE FOUNDATION

Employer identification number

30-0490635

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization	Employer identification number
<b>WARREN CHARITABLE FOUNDATION</b>	<b>30-0490635</b>

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	W. STIRLING WARREN & ANNE M. WARREN 909 HARVARD AVE MIDLAND, TX 79701	\$ 8,250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization	Employer identification number
<b>WARREN CHARITABLE FOUNDATION</b>	<b>30-0490635</b>

**Part II** **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

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



Name of organization

Employer identification number

**WARREN CHARITABLE FOUNDATION****30-0490635**

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

## WARREN CHARITABLE FOUNDATION

## 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 ENERGY TRANSFER EQUITY		P	04/17/15	02/09/16
b PLAINS GP HOLDINGS		P	04/17/15	02/22/16
c SPECTRA ENERGY CORP		P	04/17/15	02/09/16
d WILLIAMS PARTNERS LP		P	04/17/15	02/09/16
e ACCURIDE CORP		P	06/01/15	12/19/16
f ACCURIDE CORP		P	07/16/15	12/19/16
g BEAZER		P	03/20/15	11/15/16
h CASELLA WASTE		P	09/29/15	11/16/16
i CCO HOLDINGS		P	09/29/15	05/07/16
j COMSTOCK		P	02/02/15	08/26/16
k ELIZABETH ARDEN		P	01/21/15	10/07/16
l HANES BRANDS		P	03/16/15	06/02/16
m HANES BRANDS		P	05/14/15	06/02/16
n HANGER INC		P	05/20/15	08/31/16
o HEADWATERS		P	08/24/15	07/01/16

(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 49,557.		362,117.	-312,560.
b 80,595.		306,594.	-225,999.
c 50,084.		64,857.	-14,773.
d 97,550.		310,375.	-212,825.
e 25,000.		25,928.	-928.
f 25,000.		25,677.	-677.
g 10,000.		10,435.	-435.
h 25,485.		24,775.	710.
i 20,350.		20,553.	-203.
j 9,564.		8,107.	1,457.
k 25,922.		22,931.	2,991.
l 51,594.		53,238.	-1,644.
m 25,797.		26,525.	-728.
n 25,445.		25,713.	-268.
o 8,290.		8,351.	-61.

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			-312,560.
b			-225,999.
c			-14,773.
d			-212,825.
e			-928.
f			-677.
g			-435.
h			710.
i			-203.
j			1,457.
k			2,991.
l			-1,644.
m			-728.
n			-268.
o			-61.

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

**WARREN CHARITABLE FOUNDATION**

CONTINUATION FOR 990-PF, PART IV

30-0490635

PAGE 2 OF 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	HEADWATERS	P	08/24/15	09/18/16
b	LSB INDUSTRIES	P	09/24/15	10/14/16
c	LIFEPOINT HEALTH	P	08/19/15	06/13/16
d	OMNOVA SOLUTIONS	P	05/11/15	11/01/16
e	OMNOVA SOLUTIONS	P	05/11/15	11/01/16
f	OUTERWALL	P	02/10/15	10/27/16
g	OUTERWALL	P	07/21/15	10/27/16
h	SBA COMMUNICATIONS	P	07/16/15	10/01/16
i	THOMPSON CREEK	P	02/06/15	10/20/16
j	US CONCRETE	P	05/11/15	06/16/16
k	UNITED RENTALS	P	04/21/15	05/30/16
l	UNITED RENTALS	P	04/21/15	08/19/16
m	XERIUM TECH	P	08/04/15	09/08/16
n	PEABODY ENERGY	P	01/12/15	09/20/16
o	PENN VIRGINIA	P		11/16/16

(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 17,616.		17,745.	-129.
b 2,078.		1,952.	126.
c 51,657.		51,950.	-293.
d 4,000.		4,104.	-104.
e 15,000.		15,525.	-525.
f 51,500.		49,258.	2,242.
g 5,150.		5,079.	71.
h 25,703.		26,397.	-694.
i 26,563.		22,950.	3,613.
j 15,638.		16,023.	-385.
k 18,664.		19,536.	-872.
l 7,258.		7,597.	-339.
m 25,555.		26,138.	-583.
n 5,858.		21,265.	-15,407.
o 2,054.		9,007.	-6,953.

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			-129.
b			126.
c			-293.
d			-104.
e			-525.
f			2,242.
g			71.
h			-694.
i			3,613.
j			-385.
k			-872.
l			-339.
m			-583.
n			-15,407.
o			-6,953.

 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	BASIC ENERGY	P	06/30/15	12/29/16
b	BASIC ENERGY	P	06/30/15	12/29/16
c	BASIC ENERGY	P	06/30/15	12/29/16
d	BASIC ENERGY	P	06/30/15	12/28/16
e	GOODRICH	P		
f	MANITOWOC	P	04/15/15	03/03/16
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 9,650.		9,650.	0.
b 3,490.		3,490.	0.
c 3,490.		3,490.	0.
d 24.		24.	0.
e		870.	-870.
f 26,063.		26,932.	-869.
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) 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			0.
c			0.
d			0.
e			-870.
f			-869.
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	-787,914.
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

## WARREN CHARITABLE FOUNDATION

30-0490635

**Part XV** Supplementary Information

<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
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
BIG BROTHERS BIG SISTERS 714 W LOUISIANA AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,500.
BOY SCOUT TROOP 175 C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,500.
BOYS AND GIRLS CLUB 110 E NEW JERSEY AVE MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	12,000.
BREAST CANCER RESEARCH C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,100.
BUCKNER CHILDREN & FAMILY SERVICES 700 NORTH PEARL STREET STE 1200 DALLAS, TX 75201	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000.
BUCKNER FAMILY PLACE 700 NORTH PEARL STREET STE 1200 DALLAS, TX 75201	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	3,450.
BUFFALO TRAIL COUNCIL BSA 1101 W TEXAS AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000.
BYNUM SCHOOL PO BOX 80175 MIDLAND, TX 79708	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	473,250.
CASA DE AMIGOS 1101 GARDEN LANE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
CASA OF WEST TEXAS 1611 W TEXAS AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,450.
<b>Total from continuation sheets</b>				<b>2,150,247.</b>

## WARREN CHARITABLE FOUNDATION

30-0490635

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CELEBRATION CHURCH C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,900.
CENTERS FOR CHILDREN AND FAMILI 1004 N BIG SPRING ST STE 325 MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	40,500.
COLEMAN CO FIREFIGHTERS ASSOC C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
COMMUNITIES IN SCHOOLS 1341 W. MOCKINGBIRD LANE STE 1000E DALLAS, TX 75247	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	25,000.
COMMUNITY CHILDREN'S CLINIC 1101 E FRONT ST MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,100.
CRISIS CENTER (ODESSA) 910 S GRANT AVE #B ODESSA, TX 79763	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
DIABETES ACTION RESEARCH PO BOX 34635 BETHESDA, MD 20827	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000.
EDIFY 8825 AERO DRIVE STE 220 SAN DIEGO, CA 92123	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000.
EDUCATE MIDLAND 3500 N A ST, STE 2700 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	11,000.
FAMILY LEGACY MISSIONS INT'L 5005 W ROYAL LANE STE 252 IRVING, TX 75063	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,574.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FAMILY PROMISE 3500 NORTH A STE 1400 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
FEEDING CHILDREN EVERYWHERE 800 W TEXAS MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	6,563.
FIRST PRESBYTERIAN CHURCH 800 W TEXAS MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	286,100.
FIRST UNITED METHODIST CHURCH 415 N LEE AVE ODESSA, TX 79762	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,250.
FRESH CHEF SOCIETY 5416 PARKCREST DRIVE #700 AUSTIN, TX 78731	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
GENESIS CENTER PB 2800 W LOUISIANA AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000.
GIFTS OF HOPE 700 W 1ST ST ODESSA, TX 79761	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000.
GOLF COURSE RD CHURCH OF CHRIST 3500 W GOLF COURSE RD MIDLAND, TX 79764	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,333.
GREATER IDEAL FAMILY LIFE CENTER 411 S TYLER ST MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,500.
GREENWOOD ISD 2700 FM 1379 MIDLAND, TX 79706	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,500.
Total from continuation sheets				

## WARREN CHARITABLE FOUNDATION

30-0490635

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HABITAT FOR HUMANITY 305 E TEXAS AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,500.
HELPING HANDS HOME FOR CHILDREN 1301 BRINSON MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
HIGH SKY CHILDREN'S RANCH 8701 W COUNTY ROAD 60 MIDLAND, TX 79707	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	3,000.
KWO MINISTRIES 3500 W GOLF COURSE RD MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,500.
LONESTAR SPCA 4200 N FAIRGROUNDS RD MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
MANOR PARK 2208 N LOOP 250 W MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	25,000.
MARC - SPECTRUM OF SOLUTIONS 2701 NORTH A STREET MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	40,000.
MHS VOLLEYBALL BOOSTER CLUB C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000.
MICHAEL J FOX FOUNDATION PO BOX 5014 HAGERSTOWN, MD 21741	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000.
MIDLAND CHILDREN'S REHAB CENTER 802 VENTURA AVE MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	255,100.
Total from continuation sheets				



## WARREN CHARITABLE FOUNDATION

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**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MIDLAND CHRISTIAN SCHOOL 2001 CULVER DRIVE MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,500.
MIDLAND COLLEGE FOUNDATION 3600 N GARFIELD MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,400.
MIDLAND FAIR HAVENS 2400 WHITMIRE BLVD #100 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	27,728.
MIDLAND HUMANE COALITION PO BOX 53213 MIDLAND, TX 79710	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000.
MIDLAND ISD MEMORIAL SCHOLARSHIP C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,700.
MIDLAND PROJECT GRADUATION PO BOX 80881 MIDLAND, TX 79707	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
MIDLAND SHARED SPACES VIA UW 3500 N A ST STE 1100 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,100.
MIDLAND SOUP KITCHEN MINISTRY 1401 ORCHARD LN MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	3,750.
MIDLAND YOUNG LIFE BUILDING FDN 808 W WALL MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	320,000.
MIDLAND-ODESSA SYMPHONY 7 CHORAL C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
Total from continuation sheets				

## WARREN CHARITABLE FOUNDATION

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**Part XV** Supplementary Information

<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
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
MIO FRONTIER PO BOX 60670 PHOENIX, AZ 85082	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,000.
MISC CONTRIBUTIONS <\$1,000 C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	8,172.
MISSION MESSIAH 1213 W 2ND ST ODESSA, TX 79763	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,500.
NONPROFIT MANAGEMENT CENTER OTHER 3500 NORTH A ST STE 2300 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,044.
NOW I LAY ME DOWN TO SLEEP 7500 E ARAPAHOE ROAD STE 101 CENTENNIAL, CO 80112	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,250.
NYRR TEAMS FOR KIDS 156 WEST 56TH ST 3RD FL NEW YORK, NY 10019	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,100.
PALMER DRUG ABUSE MIDLAND 1208 W WALL ST MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000.
PARKER MADISON FOUNDATION 4624 GARDEN LN ODESSA, TX 79761	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
PB REGIONAL COUNCIL/DRUG ABUSE 120 E 2ND ST ODESSA, TX 79761	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
PB REHABILITATION CENTER 620 N ALLEGHANNEY AVE ODESSA, TX 79762	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	55,000.
<b>Total from continuation sheets</b>				

## WARREN CHARITABLE FOUNDATION

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**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PERMIAN BASIN AREA FOUNDATION 200 N LORAIN ST #500 MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,300.
SALVATION ARMY 3500 PARK LN MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	200,533.
SAMARITAN COUNCELING CENTER 10008 PILOT AVE MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000.
SENIOR LINK MIDLAND PO BOX 80519 MIDLAND, TX 79708	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	6,100.
SHARE 3500 N A ST MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,200.
SJ BOYS ATHLETIC BOOSTER C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
TEEN CHALLENGE OF THE PB PO BOX 251 MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000.
TEEN FLOW PO BOX 733 MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000.
TEXAS CHILDREN'S HOSPITAL 18200 KATY FWY HOUSTON, TX 77001	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,650.
TEXAS EXES MIDLAND CHAPTER C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000.
Total from continuation sheets				

## WARREN CHARITABLE FOUNDATION

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**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE GREATER CINCINNATI FDN 200 WEST FOURTH ST CINCINNATI, OH 45202	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000.
UC SAN DIEGO FOUNDATION C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000.
UNITED WAY OF MIDLAND 1209 W WALL ST MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	14,650.
UNLOCK MINISTRIES 3310 W WADLEY AVE MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,100.
UT AUSTIN LONGHORN FDN C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	3,100.
UT AUSTIN SCHOOL OF NURSING C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,300.
WATCH & PRAY INT'L MINISTRY 4810 W LOOP 250 NORTH MIDLAND, TX 79707	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	12,500.
WEST TEXAS FOOD BANK 1601 WESTCLIFF DR MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	26,700.
YCM YOUTH CONFERENCE MINISTRIE 1200 MOUNTAIN CREEK RD STE 130 CHATTANOOGA, TN 37405	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,500.
YMCA ANNUAL CAMPAIGN PO BOX 954 MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
Total from continuation sheets				

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**3 Grants and Contributions Paid During the Year (Continuation)****Total from continuation sheets**

## 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
INTEREST & DIVIDENDS	104.	104.	104.
TOTAL TO PART I, LINE 3	104.	104.	104.

## 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
C SCHWAB	684,835.	0.	684,835.	684,835.	684,835.
OTHER INTEREST	911,146.	0.	911,146.	911,146.	911,146.
UBS	59,038.	0.	59,038.	59,038.	59,038.
TO PART I, LINE 4	1,655,019.	0.	1,655,019.	1,655,019.	1,655,019.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
APPALACHIAN BASIN MINERALS LP	9,770.	0.	0.
AVESTA MULTIFAMILY PARTNERS II LP	-1,397.	0.	0.
BASIN ACQUISITION FUND LP	-152,054.	0.	0.
BASIN CO INVESTMENT II LP	-237,312.	0.	0.
BOOT CREEK ROYALTY LTD	-2,433.	0.	0.
BUCKEYE PARTNERS	-5,051.	0.	0.
BUCKEYE PARTNERS	-9,685.	0.	0.
CCP BOXX INVESTMENT TECH LLC	10,771.	0.	0.
CLI CAPITAL	340,000.	0.	0.
CONE MIDSTREAM	2,235.	0.	0.
CONE MIDSTREAM	4,480.	0.	0.
CORO PARKVIEW INVESTOR LLC	144.	0.	0.
CPI PRODUCTS HOLDINGS LLC	-30,163.	0.	0.
DESERT PARTNERS V LP	64,681.	0.	0.
ENERGY TRANSFER EQUITY	-4,676.	0.	0.
ENTERPRISE PRODUCTS PTRS	-12,883.	0.	0.
ENTERPRISE PRODUCTS PTRS	-35,610.	0.	0.
FALLCO INVESTMENT LLC	-6,329.	0.	0.
FLATLAND MINERAL FUND LP	4,269.	0.	0.
FLATLAND SIDECAR LLC	1,764.	0.	0.
GATEWAY ROYALTY II LLC	-6,351.	0.	0.
GATEWAY ROYALTY LLC	-3,362.	0.	0.
GATEWAY ROYALTY III LLC	-316.	0.	0.

WARREN CHARITABLE FOUNDATION

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GLOBE ENERGY SERVICES LLC	115,396.	0.	0.
GREENWAY DTC LP	13,129.	0.	0.
HUMPTY DUMPTY TSM LTD	-18,749.	0.	0.
MAC CAMPBELL GLEN INVESTORS LP	19,121.	0.	0.
MAC PEACHTREE CORNERS INVESTORS	16,457.	0.	0.
MAC ROYAL RIDGE INVESTORS LP	34,451.	0.	0.
MUSCLE SHOALS COMMON LLC	-2,621.	0.	0.
MAGELLAN MIDSTREAM PTRS	-5,941.	0.	0.
MAGELLAN MIDSTREAM PTRS	-18,073.	0.	0.
MPLX LP	-10,490.	0.	0.
MPLX LP	-27,968.	0.	0.
ORLANDO 05 15 LLC	-3,411.	0.	0.
ORLANDO 06 16 LLC	-23,560.	0.	0.
PENNYBACKER III LP	32,364.	0.	0.
P III LOAN INVESTORS LLC	2.	0.	0.
PETRO WASTE ENVIRONMENTAL LLC	-17,418.	0.	0.
PLAINS ALL AMERICAN	-11,041.	0.	0.
PLAINS ALL AMERICAN	-9,346.	0.	0.
PYOTE WATER SOLUTIONS	-153,117.	0.	0.
PYOTE WATER SYSTEMS II LLC	-16,924.	0.	0.
PYOTE WATER SYSTEMS III LLC	-17,580.	0.	0.
PYOTE WATER SYSTEMS IV LLC	-18,299.	0.	0.
RESOURCE ACQUISITION LLC	-81,924.	0.	0.
SI AMARILLO MEMORY LP CL A	-41,672.	0.	0.
SI AMARILLO MEMORY LP CL B	-166,688.	0.	0.
SI CASTLE HILLS RETAIL CL A	-5,856.	0.	0.
SI CASTLE HILLS RETAIL CL B	-23,425.	0.	0.
SI CHINO INVESTOR LP CL A	-5,212.	0.	0.
SI CHINO INVESTOR LP CL B	-20,851.	0.	0.
SI CINCO RANCH MEMORY LLC	-15,934.	0.	0.
SI COLONY HOTEL INVESTOR LLC	-110,641.	0.	0.
SI CV INVESTOR LLC	-944.	0.	0.
SI DD INVESTOR LLC	-34,781.	0.	0.
SI EC RETAIL LLC CL A	235.	0.	0.
SI EC RETAIL LLC CL B	942.	0.	0.
SI EMPIRE INVESTOR LP CL A	601.	0.	0.
SI EMPIRE INVESTOR LP CL B	2,407.	0.	0.
SI FB RETAIL LLC	-6,829.	0.	0.
SI FITZHUGH INVESTOR LP CL A	-293.	0.	0.
SI FITZHUGH INVESTOR LP CL B	-1,171.	0.	0.
SI KIRKLAND INVESTOR LLC	93,542.	0.	0.
SI MB INVESTOR LLC	7,185.	0.	0.
SI MODESTO MEMORY LP CL A	-2,158.	0.	0.
SI MODESTO MEMORY LP CL B	-8,633.	0.	0.
SI RC INVESTOR LP CL A	-2,513.	0.	0.
SI RC INVESTOR LP CL B	10,052.	0.	0.
SI SA INDUSTRIAL INVESTOR CL A	-4,615.	0.	0.
SI SA INDUSTRIAL INVESTOR CL B	-18,460.	0.	0.
SI TOWNE LAKE MEMORY LLC	-4,590.	0.	0.
SI WAX RETAIL LP CL A	-21,733.	0.	0.
SI WAX RETAIL LP CL B	-86,931.	0.	0.
SI WHEELING MEMORY LLC	-632.	0.	0.
SPUR CREEK ROYALTY LTD	4,103.	0.	0.
STAGG 2701 LTD	40,439.	0.	0.
STAGG 901 LTD	73,890.	0.	0.
STAGG INVESTMENT II LTD	125,922.	0.	0.
STAGG INVESTMENT III LTD	253,935.	0.	0.
STAGG INVESTMENT IV LTD	12,990.	0.	0.

## WARREN CHARITABLE FOUNDATION

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SUNOCO LOGISTICS PARTNERS	-7,899.	0.	0.
SUNOCO LOGISTICS PARTNERS	-26,018.	0.	0.
TC PIPELINES	-8,633.	0.	0.
TC PIPELINES	-18,294.	0.	0.
TESORO LOGISTICS	-2,078.	0.	0.
TESORO LOGISTICS	-10,804.	0.	0.
TRANSMONTAIGNE PARTNERS	-1,286.	0.	0.
TRANSMONTAIGNE PARTNERS	-12,363.	0.	0.
VELOCIS FUND CAMELBACK LP	-89,496.	0.	0.
VELOCIS FUND II QP LP	-47,882.	0.	0.
VELOCIS LOUDOUN LP	-16,706.	0.	0.
VELOCIS PARK ONE LP	-41,218.	0.	0.
WESTERN GAS PARTNERS	-11,500.	0.	0.
WESTERN GAS PARTNERS	-27,827.	0.	0.
WILLIAMS PARTNERS LP	-6,516.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	-561,889.	0.	0.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,200.	4,200.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4,200.	4,200.	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
FOREIGN TAX	1,768.	1,768.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,768.	1,768.	0.	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
INVESTMENT FEES	22,735.	22,735.	0.	0.
SOFTWARE & COMPUTER EXPENSES	8,080.	8,080.	0.	0.
TO FORM 990-PF, PG 1, LN 23	30,815.	30,815.	0.	0.

## FORM 990-PF

## OTHER INCREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 7

DESCRIPTION	AMOUNT
NET PRIOR PERIOD CAPITAL ADJUSTMENTS FROM PASS-THROUGH ENTITIES	71,529.
TOTAL TO FORM 990-PF, PART III, LINE 3	71,529.

## FORM 990-PF

## OTHER DECREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 8

DESCRIPTION	AMOUNT
NET BOOK/TAX ADJUSTMENTS FROM PASS-THROUGH ENTITIES	3,663.
2015 EXCISE & STATE W/H TAX	13,096.
NET CONTRIBUTIONS/DISTRIBUTIONS FROM PASS-THROUGH ENTITIES	728,935.
TOTAL TO FORM 990-PF, PART III, LINE 5	745,694.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	COST	47,446,970.	51,252,377.
TOTAL TO FORM 990-PF, PART II, LINE 13		47,446,970.	51,252,377.

## FORM 990-PF

## OTHER ASSETS

## STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MISC RECEIVABLES	24,729.	25,040.	25,040.
NOTES RECEIVABLE	4,714,230.	7,152,750.	7,152,750.
TO FORM 990-PF, PART II, LINE 15	4,738,959.	7,177,790.	7,177,790.

## FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS  
PART VII-A, LINE 10

## STATEMENT 11

## NAME OF CONTRIBUTOR

## ADDRESS

W. STIRLING &amp; ANNE M. WARREN

909 HARVARD AVE  
MIDLAND, TX 79701

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
W. STIRLING WARREN 808 W. WALL STREET MIDLAND, TX 79701	PRESIDENT 20.00	0.	0.	0.
ANNE M. WARREN 808 W. WALL STREET MIDLAND, TX 79701	VICE PRESIDENT 15.00	0.	0.	0.
KEVIN Y. PETTY 808 W. WALL STREET MIDLAND, TX 79701	TREASURER/ED 20.00	0.	0.	0.
JOSHUA P. HAM 808 W. WALL STREET MIDLAND, TX 79701	SECRETARY 5.00	0.	0.	0.
DAVID SMITH 808 W. WALL STREET MIDLAND, TX 79701	BOARD MEMBER 5.00	0.	0.	0.
ALLEN PRUITT 808 W. WALL STREET MIDLAND, TX 79701	BOARD MEMBER 20.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

## FORM 990-PF

## OTHER REVENUE

## STATEMENT 13

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
APPALACHIAN BASIN MINERALS LP	531390	9,770.			
AVESTA MULTIFAMILY PARTNERS II LP	531390	-1,397.			
BASIN ACQUISITION FUND LP	531390	-152,054.			
BASIN CO INVESTMENT II LP	531390	-237,312.			
BOOT CREEK ROYALTY LTD	531390	-2,433.			
BUCKEYE PARTNERS	531390	-5,051.			
BUCKEYE PARTNERS	531390	-9,685.			
CCP BOXX INVESTMENT TECH LLC	531390	10,771.			
CCP SCANDATA INVESTMENTS	531390	0.			
CLI CAPITAL	531390	340,000.			
CONE MIDSTREAM	531390	2,235.			
CONE MIDSTREAM	531390	4,480.			
CORO PARKVIEW INVESTOR LLC	531390	144.			
CPI PRODUCTS HOLDINGS LLC	531390	-30,163.			
DESERT PARTNERS V LP	531390	64,681.			
ENERGY TRANSFER EQUITY	531390	-4,676.			
ENTERPRISE PRODUCTS PTRS	531390	-12,883.			
ENTERPRISE PRODUCTS PTRS	531390	-35,610.			
FALLCO INVESTMENT LLC	531390	-6,329.			
FLATLAND MINERAL FUND LP	531390	4,269.			
FLATLAND SIDECAR LLC	531390	1,764.			
GATEWAY ROYALTY II LLC	531390	-6,351.			
GATEWAY ROYALTY LLC	531390	-3,362.			
GATEWAY ROYALTY III LLC	531390	-316.			
GLOBE ENERGY SERVICES LLC	531390	115,396.			
GREENWAY DTC LP	531390	13,129.			
HUMPTY DUMPTY TSM LTD	531390	-18,749.			
MAC CAMPBELL GLEN INVESTORS LP	531390	19,121.			
MAC PEACHTREE CORNERS INVESTORS	531390	16,457.			
MAC ROYAL RIDGE INVESTORS LP	531390	34,451.			
MUSCLE SHOALS COMMON LLC	531390	-2,621.			
MAGELLAN MIDSTREAM PTRS	531390	-5,941.			
MAGELLAN MIDSTREAM PTRS	531390	-18,073.			
MPLX LP	531390	-10,490.			
MPLX LP	531390	-27,968.			
ORLANDO 05 15 LLC	531390	-3,411.			
ORLANDO 06 16 LLC	531390	-23,560.			
PENNYBACKER III LP	531390	32,364.			
P III LOAN INVESTORS LLC	531390	2.			
PETRO WASTE ENVIRONMENTAL LLC	531390	-17,418.			
PLAINS ALL AMERICAN	531390	-11,041.			
PLAINS ALL AMERICAN	531390	-9,346.			
PYOTE WATER SOLUTIONS	531390	-153,117.			

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PYOTE WATER SYSTEMS II LLC	531390	-16,924.
PYOTE WATER SYSTEMS III LLC	531390	-17,580.
PYOTE WATER SYSTEMS IV LLC	531390	-18,299.
RESOURCE ACQUISITION LLC	531390	-81,924.
SI AMARILLO MEMORY LP CL A	531390	-41,672.
SI AMARILLO MEMORY LP CL B	531390	-166,688.
SI CASTLE HILLS RETAIL CL A	531390	-5,856.
SI CASTLE HILLS RETAIL CL B	531390	-23,425.
SI CHINO INVESTOR LP CL A	531390	-5,212.
SI CHINO INVESTOR LP CL B	531390	-20,851.
SI CINCO RANCH MEMORY LLC	531390	-15,934.
SI COLONY HOTEL INVESTOR LLC	531390	-110,641.
SI CV INVESTOR LLC	531390	-944.
SI DD INVESTOR LLC	531390	-34,781.
SI EC RETAIL LLC CL A	531390	235.
SI EC RETAIL LLC CL B	531390	942.
SI EMPIRE INVESTOR LP CL A	531390	601.
SI EMPIRE INVESTOR LP CL B	531390	2,407.
SI FB RETAIL LLC	531390	-6,829.
SI FITZHUGH INVESTOR LP CL A	531390	-293.
SI FITZHUGH INVESTOR LP CL B	531390	-1,171.
SI KIRKLAND INVESTOR LLC	531390	93,542.
SI MB INVESTOR LLC	531390	7,185.
SI MODESTO MEMORY LP CL A	531390	-2,158.
SI MODESTO MEMORY LP CL B	531390	-8,633.
SI RC INVESTOR LP CL A	531390	-2,513.
SI RC INVESTOR LP CL B	531390	10,052.
SI SA INDUSTRIAL INVESTOR CL A	531390	-4,615.
SI SA INDUSTRIAL INVESTOR CL B	531390	-18,460.
SI TOWNE LAKE MEMORY LLC	531390	-4,590.
SI WAX RETAIL LP CL A	531390	-21,733.
SI WAX RETAIL LP CL B	531390	-86,931.
SI WHEELING MEMORY LLC	531390	-632.
SPUR CREEK ROYALTY LTD	531390	4,103.
STAGG 2701 LTD	531390	40,439.
STAGG 901 LTD	531390	73,890.
STAGG INVESTMENT II LTD	531390	125,922.
STAGG INVESTMENT III LTD	531390	253,935.
STAGG INVESTMENT IV LTD	531390	12,990.
SUNOCO LOGISTICS PARTNERS	531390	-7,899.
SUNOCO LOGISTICS PARTNERS	531390	-26,018.
TC PIPELINES	531390	-8,633.
TC PIPELINES	531390	-18,294.
TESORO LOGISTICS	531390	-2,078.

## WARREN CHARITABLE FOUNDATION

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TESORO LOGISTICS	531390	-10,804.
TRANSMONTAIGNE PARTNERS	531390	-1,286.
TRANSMONTAIGNE PARTNERS	531390	-12,363.
VELOCIS FUND CAMELBACK LP	531390	-89,496.
VELOCIS FUND II QP LP	531390	-47,882.
VELOCIS LOUDOUN LP	531390	-16,706.
VELOCIS PARK ONE LP	531390	-41,218.
WESTERN GAS PARTNERS	531390	-11,500.
WESTERN GAS PARTNERS	531390	-27,827.
WILLIAMS PARTNERS LP	531390	-6,516.

TOTAL TO FORM 990-PF, PG 12, LN 11	-561,889.
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## GENERAL EXPLANATION

STATEMENT 14

## FORM/LINE IDENTIFIER

AMENDED RETURN 990 PF

## EXPLANATION:

THIS RETURN IS BEING AMENDED TO CORRECTLY REPORT THE FOUNDATION'S  
STATUS AS NON OPERATING.

## GENERAL EXPLANATION

STATEMENT 15

## FORM/LINE IDENTIFIER

AMENDED RETURN 990 T

## EXPLANATION:

THIS RETURN IS BEING AMENDED TO CORRECTLY REPORT THE UNRELATED BUSINESS  
INCOME ON FORM 990-T AND RECORD CORRECT NOL CARRYFORWARD DUE TO PRIOR  
YEAR AMENDED RETURN.