Form **990-PF**

2017 EXTENDED TO NOVEMBER 15, **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. 1612

▶ Information about Form 990-PF and its separate instructions is at www irs gov/form990pf For calendaz year 2016 or tax year beginning Name of foundation A Employer identification number WARREN CHARITABLE FOUNDATION 30-0490635 Number and street (or P O box number if mail is not delivered to street address) B Telephone number 808 W. WALL STREET 432-683-9093 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here MIDLAND, TX 79701 G Check all that apply Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return X Amended return 2. Foreign organizations meeting the 85% test, check here and attach computation Address change Name change X Section 501(c)(3) exempt private foundation H Check type of organization. E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here X Cash I Fair market value of all assets at end of year | J | Accounting method: If the foundation is in a 60-month termination Other (specify) (from Part II, col (c), line 16) under section 507(b)(1)(B), check here 60,889,823. (Part I, column (d) must be on cash basis) **▶**\$ Part I Analysis of Revenue and Expenses (d) Disbursements or charitable purposes (cash basis only) (c) Adjusted net (b) Net investment (a) Revenue and (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) expenses per books income ıncome 8,250,000.Contributions, gifts, grants, etc., received if the foundation is not required to attach Sch. D. Interest on savings and temporary cash investments 104. 104 STATEMENT 1,655,019. 1,655,019 STATEMENT Dividends and interest from securities h Net rental income or (loss) -787,914. 6a Net gain or (loss) from sale of assets not on line 10 847,244. 0. 7 Capital gain net income (from Part IV, line 2) RECEIVED 8 Net short-term capital gain 9 Income modifications NOV 25 2019 b Less Cost of goods sold c Gross profit or (loss) OGO H STATEMEN -561,889. 0. 11 Other income 3 8,555,320. 1,655,123 12 Total. Add lines 1 through 11 0. 0. 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees Ō. STMT 4 4,200. 4,200 0. **b** Accounting fees c Other professional fees 17 Interest 1.768. 1,768. 18 Taxes 19 Depreciation and depletion STMT 5 0. 0. 20 Occupancy 21 Travel conferences, and meetings 22 Printing and publications 23 Other expenses 30,815. 0. STMT 6 30,815. 0. 24 Total operating and administrative 36,783 36,783 0. expenses. Add lines 13 through 23 2,180,097 2,180,097.Contributions, gifts, grants paid 26 Total expenses and disbursements. 36,783 2,216,880. 0. 2,180,097. Addilines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) 6,338,440. 1,618,340 0. c Adjusted net income (if negative, enter -0-)

623501 11-23-96 LHA For Paperwork Reduction Act Notice, see instructions.

1 Cash - non-interest-bearing

3 Accounts receivable ►

4 Pledges recoivable

disqualified persons

Other notes and loans receivable

8 Inventories for sale or use

Less accumulated depreciation

12 Investments - mortgage loans

Less accumulated depreciation

15 Other assets (describe ▶

13 Investments - other

18 Grants payable19 Deferred revenue

24 Unrestricted25 Temporarily restricted26 Permanently restricted

Fund

b Investments - corporate stock
c Investments - corporate bonds

11 Investments - land buildings and equipment basis ,

5 Grants receivable

2 Savings and temporary cash investments

Less allowance for doubtful accounts

Less allowance for doubtful accounts

Less allowance for doubtful accounts

10a Investments - U.S. and state government obligations

9 Prepaid expenses and deferred charges

14 Land, buildings, and equipment hasis

instructions. Also, see page 1, item 1)

17 Accounts payable and accrued expenses

21 Mortgages and other notes payable

23 Total liabilities (add lines 17 through 22)

and complete lines 27 through 31.
27 Capital stock, trust principal, or current funds

31 Total liabilities and net assets/fund balances

3 Other increases not included in line 2 (itemize)

Decreases not included in line 2 (itemize)

30 Total net assets or fund balances

2 Enter amount from Part I, line 27a

Add lines 1, 2, and 3

16 Total assets (to be completed by all filers - see the

20 Loans from officers, directors, trustees, and other disqualified persons

Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.

Foundations that do not follow SFAS 117, check here

28 Paid-in or capital surplus, or land, bldg., and equipment fund
29 Retained earnings, accumulated income, endowment, or other funds

(must agree with end-of-year figure reported on prior year's return)

Part III Analysis of Changes in Net Assets or Fund Balances

Total net assets or fund balances at beginning of year - Part II, column (a), line 30

22 Other habilities (describe ► OTHER LIABILITIES)

6 Receivables due from officers, directors, trustees, and other

STMT 9

STATEMENT 10

28,608.

▶ X

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

Beginning of year

(a) Book Value

328,732

10,081.

307,000.

25,608.

750.

750.

46,010,511.

4,738,959.

51,420,891.

51,420,141.

51,420,141.

51,420,891.

<u> </u>	total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	_
		_
623	511 11-23-16	

SEE STATEMENT 7

SEE STATEMENT 8

57,084,416.

57,084,416

51,420,141.

6,338,440.

57,830,110.

57,084,416. Form **990-PF** (2016)

71,529.

745.694.

Part Vi Capital Gains a	and Losses fo	r Tax on Inves		Income			ТТАСНЕ		PATEME		Page
		operty sold (e.g., real n stock, 200 shs. ML0			(p)	How a	mase i .		acquired ay, yr.)	(d) Date (mo., day	sold vr \
1a		11 Stock, 200 Sils. MEC	0 00.,		╀╹	- Don	ation	(1110., 0	ω, γ,		
b		 -			\vdash				•		
C		***								-	
d											
е											
(e) Gross sales price (f) Depreciation allowed (or allowable) (g) Cost or other basis plus expense of sale					ain or (loss) s (f) minus (
<u>a</u> b											
C				•					-		
d e 847,244.				1,635,15	Ω					-787,	01/
Complete only for assets showing	a gain in column (h	and owned by the fo			,	-	41) (Paine (C	ol. (h) gaın		714
	(j) Adjuste			cess of col. (I)			còl. (l	k), but r	not less than	-0-) or	
(i) F.M.V. as of 12/31/69	as of 12/			col. (j), if any			<u> </u>	Losses	(from col. (f	1))	
a .											
b											
c d											
e										-787,	914
· - · · · · · · · · · · · · · · · · · · ·		f gain, also enter in P	art I line	7	7		T			,	
Capital gain net income or (net cap	pital loss) 🥻 i	f (loss), enter -0- in P	art I, line	7)	2				-787,	<u>914</u>
Net short-term capital gain or (los	,	tions 1222(5) and (6)			٦						
If gain, also enter in Part I, line 8, If (loss), enter -0- in Part I, line 8	column (c).				 	3			N/A		
Part V Qualification U	nder Section	4940(e) for Red	duced	Tax on Net	Inve	stm	ent Incon	ne			
/as the foundation liable for the sect "Yes," the foundation does not quali	fy under section 49	40(e). Do not complet	te this pai	rt						Yes [X N
Enter the appropriate amount in e	ach column for eac		tions ber	ore making any e						(4)	
Base period years Calendar year (or tax year beginnin	ng in) Adjust	(b) ed qualifying distribut		Net value of no		rıtable-			Dıstrıbı (col. (b) dıvı	(d) ution ratio ded by col. (d	
2015		420,					<u>6,505.</u>			.00	
2014		135,					4,485.			.01	
2013		244, 105,					9,795. 5,555.			.05	
2012 2011	-	105,	330.			, 00	5,555.			.03	731
	•										
Total of line 1, column (d)	S year baca paried	duuda tha total on lin	0 2 hv F	or hy the number	of vo	210		2		.11	<u> </u>
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		.02	917		
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5					4	5 (5,627,	116			
5 Multiply line 4 by line 3					5	_	L,651,	<u>813</u>			
6 Enter 1% of net investment income (1% of Part I, line 27b)					6		16,	183			
Add lines 5 and 6	· ·	•						7	1	L,667,	
Enter qualifying distributions from	Part XII line 4							8		2,180,	
If line 8 is equal to or greater than See the Part VI instructions.	-	x in Part VI, line 1b, a	and comp	lete that part usir	ng a 1º	% tax r	ate.		•	2,200,	
oce the rait vi instructions.										orm 990-P	F (20)

Form 990-PF (2016) WARREN CHARITABLE FOUNDATION	1040/10 4040/10	30-0490		<u> </u>	Page 4		
Part VI Excise Tax Based on Investment Income (Section 4940		348 - see II	nstruc	tions	<u>s)</u>		
1a Exempt operating foundations described in section 4940(d)(2), check here 🕨 🔲 and e	nter "N/A" on line 1.	1 -		+]		
Date of ruling or determination letter (attach copy of letter if nec							
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here	1	6,1	83.				
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 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Ot	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)						
3 Add lines 1 and 2	1	6,1	83.				
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. 0			0.				
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1	6,1	83.		
6 Credits/Payments							
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 12,480.		•		1		
b Exempt foreign organizations - tax withheld at source	6b] . [Į		
c Tax paid with application for extension of time to file (Form 8868)	6c 5,000.	1.			.]		
d Backup withholding erroneously withheld	6d	1 .		,	1		
7 Total credits and payments. Add lines 6a through 6d		7	1	7,4	80.		
8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is atta	ched	8			09.		
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		1,0	88.		
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax	1,088. Refunded	11			0.		
Part VII-A Statements Regarding Activities							
1a During the tax year, did the foundation attempt to influence any national, state, or local legis	lation or did it participate or intervene	ın	T	Yes	No		
any political campaign?	·		1a		X		
b Did it spend more than \$100 during the year (either directly or indirectly) for political purpose	ses (see instructions for the definition)?	1b		X		
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities a	•	•	•	٠.	1		
distributed by the foundation in connection with the activities	ra copies of any materials publish	CO 07		` '	l		
c Did the foundation file Form 1120-POL for this year?			10		$\overline{\mathbf{x}}$		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the	vear.						
(1) On the foundation. > \$ 0 . (2) On foundation managers	-		1 1		* {		
e Enter the reimbursement (if any) paid by the foundation during the year for political expendi		-			·		
managers. ► \$ 0.					1		
2 Has the foundation engaged in any activities that have not previously been reported to the IF	RS?		2		X		
If "Yes," attach a detailed description of the activities							
3 Has the foundation made any changes, not previously reported to the IRS, in its governing in		r			ا		
bylaws, or other similar instruments? If "Yes," attach a conformed copy of the change			3		X		
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year	43	37 / 3	4a		<u> </u>		
b'lf "Yes," has it filed a tax return on Form 990-T for this year?		N/A	4b		37		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5		X		
If "Yes," attach the statement required by General Instruction T	N						
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied er	tner:						
By language in the governing instrument, or	t and a second second second second	1-			1		
By state legislation that effectively amends the governing instrument so that no mandatory	y directions that conflict with the state	: Iaw			╼┷┦		
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," cor	nplete Part II, col (c), and Part XV	,	7	Х			
8a Enter the states to which the foundation reports or with which it is registered (see instruction	ns) >						
TX					-		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the A	ttorney General (or designate)						
of each state as required by General Instruction G? If "No," attach explanation	-		8b	Х			
9 Is the foundation claiming status as a private operating foundation within the meaning of se	ction 4942(j)(3) or 4942(j)(5) for cale	ndar					
year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," of	•		9		<u>X</u>		
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedu	le listing their names and addresses	STMT 11	10	X			
		Fo	orm 990	PF	(2016)		

Pa	rt 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			
• •	•	2(b)(13)? If "Yes," attach schedule (see instructions)	11		Х
12		ndation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
'-		ach statement (see instructions)	12		Х
12	•	ndation comply with the public inspection requirements for its annual returns and exemption application?	13	х	<u> </u>
10		dress > WWW.WARRENGIVING.ORG			
1.4		are in care of ► KEVIN PETTY Telephone no. ► 432-68	5-3	666	
14		▶808 W. WALL STREET, MIDLAND, TX ZIP+4 ▶79		000	
46		47(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	701	_	$\overline{}$
15			N	/A	
40		he amount of tax-exempt interest received or accrued during the year 15	14	Yes	No
16	•	during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank,	46	103	X
	-	or other financial account in a foreign country?	16		
		tructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the			
Da	foreign cou	Statements Regarding Activities for Which Form 4720 May Be Required			
				Yes	No
4.		4720 if any item is checked in the "Yes" column, unless an exception applies.		163	140
ıa	•	year did the foundation (either directly or indirectly): e in the sale or exchange, or leasing of property with a disqualified person? Yes X No			
		e in the sale or exchange, or leasing of property with a disqualified person? w money from, lend money to, or otherwise extend credit to (or accept it from)			
		ualified person? Yes X No			1
	•	h goods, services, or facilities to (or accept them from) a disqualified person?			Í
		impensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No			
		er any income or assets to a disqualified person (or make any of either available			1
		benefit or use of a disqualified person)? Yes X No			
		to pay money or property to a government official? (Exception. Check "No"	•		'•
		oundation agreed to make a grant to or to employ the official for a period after			Ì
		ation of government service, if terminating within 90 days.)	٠. ا		
h		ver is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	'		. }
	•	4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		لحسب
		ons relying on a current notice regarding disaster assistance check here			
c	•	ndation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected			- 1
·		first day of the tax year beginning in 2016?	1c		$\overline{\mathbf{x}}$
2		allure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			
•		section 4942(j)(3) or 4942(j)(5)).			
9		of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
_	before 201				
		the years > 2015			1
ь	•	ny years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			1
Ī		f assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			1
		- see instructions.)	2b	X	
C	If the provi	sions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			1
	•				I
3a	Did the for	ndation hold more than a 2% direct or indirect interest in any business enterprise at any time			1
	during the				
b	•	It have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after			j
_	•	69, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose			
		acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,		1	
		0. to determine if the foundation had excess business holdings in 2016)	3b		
4a		ndation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
		ndation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that			
		en removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

Form 990-PF (2016) WARREN CHARITABLE FOUNDAT			<u>30-04906</u>	35	Page 6	
Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be Re	equired _{(contini}	ued)			
5a During the year did the foundation pay or incur any amount to			l.	'		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	4945(e))?	Ye	s X No			
(2) Influence the outcome of any specific public election (see section 4955); or	to carry on, directly or indire	ctly,				
any voter registration drive?			s X No		1	
(3) Provide a grant to an individual for travel, study, or other similar purposes?)	Y6	es 🗓 No 🚶		{	
(4) Provide a grant to an organization other than a charitable, etc., organization				-	1. 1	
4945(d)(4)(A)? (see instructions)		Y6	s X No			
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or fo	or —			. <u> </u>	
the prevention of cruelty to children or animals?			s X No	1]	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the exceptions described i	· 	_	.		
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 he	•		▶□□□		1 . 1	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr		ned	_		1 1	
expenditure responsibility for the grant?		//A □ Y€	s No	İ	-	
If "Yes," attach the statement required by Regulations section 53 4945-						
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	* *		İ		1 1	
a personal benefit contract?	ay promisino on		s X No	1	1 1	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?		1-	6b	X	
			<u> </u>	-	1	
If "Yes" to 6b, file Form 8870 7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transaction?	□ v.	s X No		{	
b If "Yes," did the foundation receive any proceeds or have any net income attribu				7b	†—'	
Part VIII Information About Officers, Directors, Truste		agers. Highly	-17 1	, , , , , , , , , , , , , , , , , , , 		
Paid Employees, and Contractors						
1 List all officers, directors, trustees, foundation managers and their of	ompensation.					
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans	(e) E	pense	
(a) Name and address	hòurs per week devoted to position	(If not paid, enter -0-)	and deferred compensation		it, other ances	
area.	to position	enter -o-y	compensation	411011	411000	
SEE STATEMENT 12		0.	0.		0.	
DDB DIAIBMBNI 12		<u>`</u>				
		<u> </u>				
	7					
	•					
2 Compensation of five highest-paid employees (other than those incl	uded on line 1). If none.	enter "NONE."				
	(b) Title, and average		(d) Contributions to employee benefit plans	(e) E	pense	
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	employee benefit plans and deferred compensation	accour	nt, other vances	
NONE	devoted to position		compensation	anovi	411003	
NONE						
	<u>.</u>					
		 				
		1				
T. I. I. washow of other complement and over \$000,000	L.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	1	<u> </u>		0	
Total number of other employees paid over \$50,000			<u>Γ</u>	990-PF		
			Form	JJU-F1	(2010)	

623561 11-23-16

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	dation	s, see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
а	Average monthly fair market value of securities	1a	14,414,182.
b	Average of monthly cash balances	1b	14,414,182. 633,069.
C		1c	42,442,207.
ď		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	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,627,116.
6	Minimum investment return. Enter 5% of line 5	6	2,831,356.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an	d certai	n
	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		
b	Income tax for 2016. (This does not include the tax from Part VI.)		
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_	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,815,173.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1e	2,180,097. 0.
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:		
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	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	Adjusted qualifying distributions. 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 q	ualifies	for the section

Form 990-PF (2016) WARREN CHARI	TABLE FOUNDA	TION	30-0	490635 Page 9
Part XIII Undistributed Income (see	nstructions)			
,	(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 (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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.			<u> </u>
8 Excess distributions carryover from 2011	T			
not applied on line 5 or line 7	0.		<u>-</u>	
9 Excess distributions carryover to 2017.	_			
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				

e Excess from 2016 623581 11-23-16

a Excess from 2012 **b** Excess from 2013 c Excess from 2014 ${\it d}$ Excess from 2015

	CHARITABLE)-0490635 Page 10
Part XIV Private Operating F	oundations (see in	structions and Part VII	A, question 9)	N/A	
1 a If the foundation has received a ruling of	or determination letter that	t it is a private operating			
foundation, and the ruling is effective fo	or 2016, enter the date of t	the ruling	▶ L_		
b Check box to indicate whether the found	d <u>ation is a private operatir</u>	ng foundation described i	section	4942(j)(3) or	4942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	<u></u>	Prior 3 years		
income from Part I or the minimum	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
investment return from Part X for					
each year listed					
b 85% of line 2a		Ĭ			
c Qualifying distributions from Part XII,					
line 4 for each year listed					
d Amounts included in line 2c not					
used directly for active conduct of				-	
exempt activities					
e Qualifying distributions made directly					
for active conduct of exempt activities.					1
Subtract line 2d from line 2c					}
3 Complete 3a, b, or c for the		1	 		
alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter					
2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross					
investment income (interest,					
dividends, rents, payments on					
securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public					
and 5 or more exempt					
organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from					
an exempt organization					
(4) Gross investment income					
Part XV Supplementary Info	rmation (Comple	te this part only i	the foundati	on had \$5,000 o	r more in assets
at any time during t					
1 Information Regarding Foundation	n Managers:				
a List any managers of the foundation wh	_	than 2% of the total contr	ibutions received by	v the foundation before	the close of any tax
year (but only if they have contributed r				,	,
NONE					
b List any managers of the foundation wh	o own 10% or more of th	e stock of a corporation (or an equally large i	portion of the ownership	of a partnership or
other entity) of which the foundation ha			. , , , ,	•	
NONE					
2 Information Regarding Contribute	ion, Grant, Gift, Loan,	Scholarship, etc., Pre	ograms:		
Check here ► X if the foundation of			_	oes not accept unsolicit	ed requests for funds. If
the foundation makes gifts, grants, etc.					
a The name, address, and telephone num	ber or e-mail address of t	he person to whom apply	cations should be ac	ddressed	
a The hame, address, and telephone ham	501 01 5 man 4541005 01 t	no porcon to mioni appin	accord on out a bo ac	30,0000	
b The form in which applications should to	pe submitted and informat	tion and materials they sh	ould include:		
c Any submission deadlines.					
4 A		al annual about the Cott	المستقدية المستقدية المستقدية	au athau factorer	
d Any restrictions or limitations on award	s, such as by geographica	ai areas, charitable fields,	Kinas of institutions	s, or other factors:	

Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Foundation status of Purpose of grant or show any relationship to Amount any foundation manager contribution Name and address (home or business) recipient or substantial contributor a Paid during the year 501(C)(3) 311 MINISTRIES TO FURTHER CHARITABLE NONE 1412 WEST ILLINOIS PURPOSE MIDLAND, TX 79701 4,000. AGAPE COUNSELING SERVICES WT NONE 501(C)(3) TO FURTHER CHARITABLE 2817 JOHN BEN SHEPPERD PKWY PURPOSE ODESSA, TX 79761 5,000. 501(C)(3) TO FURTHER CHARITABLE APHASIA CENTER OF WEST TEXAS NONE PURPOSE 5214 THOMASON DR MIDLAND, TX 79703 11,350. BAYLOR STUDENT MISSION FUND NONE 501(C)(3) TO FURTHER CHARITABLE ONE BEAR PLACE #97013 PURPOSE WACO, TX 76798 4,000. BEYOND BATTEN DISEASE FDN NONE 501(C)(3) TO FURTHER CHARITABLE PO BOX 200998 PURPOSE AUSTIN, TX 78720 5,500. SEE CONTINUATION SHEET(S) **▶** 3a 2,180,097. Total **b** Approved for future payment NONE <u>3b</u> Total Form **990-PF** (2016)

Page 12

Part XVI-A Analysis of Income-Producing Activiti
--

Enter gross-amounts unless otherwise indicated. 1 Program service revenue:	(a)		. /al I		
1 Program service revenue:	1 2 3 4 1	(b)	(c) Exclu-	(d)	(e) Related or exempt
	Business code	Amount	sion code	Amount	function income
a					 -
b				·	,
c					
d					
е				<u> </u>	
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments			14	104.	
4 Dividends and interest from securities			14	1,655,019.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-787,914.	
9 Net income or (loss) from special events					
O Gross profit or (loss) from sales of inventory					
1 Other revenue:					
a SEE STATEMENT 13		-561,889.			
b					
c					
d					
e					
2 Subtotal. Add columns (b), (d), and (e)		-561,889.		867,209.	0.
3 Total Add line 12, columns (b), (d), and (e)				13	305,320.
See worksheet in line 13 instructions to verify calculations.)					

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).						
$\overline{}$							
	,						
							
623621 11-23-	Form 990-PF (2016)						

WARREN CHARITABLE FOUNDATION 30-0490635 Form 990-PF (2016) Page 13 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** No Yes 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash X 1a(1) X (2) Other assets 1a(2) **b** Other transactions: (1) Sales of assets to a noncharitable exempt organization 1b(1) (2) Purchases of assets from a noncharitable exempt organization 1b(2) (3) Rental of facilities, equipment, or other assets 1b(3) (4) Reimbursement arrangements 1b(4) (5) Loans or loan guarantees 1b(5) (6) Performance of services or membership or fundraising solicitations 1b(6) c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. (b) Amount involved (c) Name of noncharitable exempt organization N/A2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described X No in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule. (b) Type of organization (c) Description of relationship (a) Name of organization N/A Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge May the IRS discuss the return with the preparer shown below (see instr

Form 990-PF (2016)

X Yes

P01579061

432-683-5226

Firm's EIN ► 75-0786316

Sign

Here

Paid

Preparer

Use Only

ete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Preparer's signature

TX 79701

Signature of officer or truster

Print/Type preparer's rame

MARC YOUNG

Firm's name ► WEAVER AND TIDWELD;

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

Phone no.

TREADURED

PRESIDENT

Check [self- employed

Title

11/12/19

Date

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.

OMB No 1545-0047

Name of the organization

Employer identification number

WARREN CHARITABLE FOUNDATION 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	4947(a)(1) nonexempt charitable trust not treated as a private foundation							
	527 political organization								
Form 990-PF	X 501(c)(3) exempt private foundation								
	4947(a)(1) nonexempt charitable trust treated as a private foundation								
	501(c)(3) taxable private foundation	501(c)(3) taxable private foundation							
• •	is covered by the General Rule or a Special Rule. c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rul	e See instructions							
General Rule									
	on filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling yone contributor. Complete Parts I and II. See instructions for determining a contributor's	•							
Special Rules	`								
sections 509(a)(1) any one contribut	on described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support to and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, of tor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount Z, line 1 Complete Parts I and II	or 16b, and that received from							
year, total contrib	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)

Schedule B (Form 990, 990-EZ, or 990-PF) (2016) Name of organization Employer identification number

WARRE	N CHARITABLE FOUNDATION		-0490635
Part I	Contributors (See instructions) Use duplicate copies of Part I if addition	nal 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 X Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroli Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Occupate Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II for noncash contributions)

Name of organization

Employer identification number

WARREN CHARITABLE FOUNDATION

30-0490635

art II	Noncash Property (See instructions) Use duplicate copies of Pa	rt 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
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		 \$	
(a) No. rom	(b) Description of noncash property given	(c) FMV (or estimate) (See ınstructions)	(d) Date received
		\$	
(a) No. rom Part I	(b) Description of noncash property given 、	(c) FMV (or estimate) (See instructions)	(d) Date received
(a) No. rom art I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_			
153 10-18-		Sahadula B (Farm	990, 990-EZ, or 990-PF) (3

ime oi organ			Employer Identification number				
	CHARITABLE FOUNDATION	hukian ka anaginakan dasa di adi adi	30-0490635				
Cartilla	the year from any one contributor. Complete co	dumns (a) through (e) and the following b	tion 501(c)(7), (8), or (10) that total more than \$1,000 for INE entry. For organizations				
	completing Part III, enter the total of exclusively religious, Use duplicate copies of Part III if additional	charitable, etc., contributions of \$1,000 or less for space is needed	the year (Enter this info once)				
a) No.		1					
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held				
_							
<u> </u>			.				
-			-				
—		(e) Transfer of gift					
		,,					
<u> </u>	Transferee's name, address, and	d ZIP + 4	Relationship of transferor to transferee				
-							
-							
-							
) No. rom	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held				
Part I	(b) Ful pose of gift	(c) Use of gift	(a) Description of now girt is need				
-			-				
- -			- -				
L							
	(e) Transfer of gift						
	To a few all and a set of TIP. A						
<u> </u>	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee				
-							
-							
a) No.			1				
rom Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held				
-							
-			.				
		(e) Transfer of gift					
	(e) transfer of gift						
	Transferee's name, address, and	d ZIP + 4	Relationship of transferor to transferee				
-							
-							
-							
) No.	(h) Diversion of mit	(c) Use of gift	(d) Description of how gift is held				
rom art I	(b) Purpose of gift	(c) Use of gift	(u) Description of now girl is need				
-							
— I -							
L							
		(e) Transfer of gift					
	<u>.</u>	. TID . 4	Delateration of the Control of				
	Transferee's name, address, and	d ZIP + 4	Relationship of transferor to transferee				
-			7-0				
-							
-							

Part IV Capital Gains and Los	ses for Tax on Investment Income							
(a) List and	(a) List and describe the kind(s) of property sold, e.g., real estate, (b) How acquired (c) Date acquired (mo. day, yr.) (mo. day, yr.)							
· 2-story br	ick warehouse, or common stock, 20	00 shs MLC Co.	D - Donation (IIIO., day, yr.) (IIIO., day, yr.)					
1a ENERGY TRANSFER	REQUITY		P 04/17/1502/09/1					
b PLAINS GP HOLD	INGS	·	P 04/17/1502/22/1					
c SPECTRA ENERGY	c SPECTRA ENERGY CORP							
d WILLIAMS PARTNE	ERS LP		P 04/17/1502/09/1					
e ACCURIDE CORP		4 100 100	P 06/01/1512/19/1					
f ACCURIDE CORP	ACCURIDE CORP							
g BEAZER	·-		P 03/20/1511/15/1					
h CASELLA WASTE			P 09/29/1511/16/1					
CCO HOLDINGS			P 09/29/1505/07/1					
COMSTOCK			P 02/02/1508/26/1					
k ELIZABETH ARDEN	J		P 01/21/1510/07/1					
HANES BRANDS			P 03/16/1506/02/1					
m HANES BRANDS			P 05/14/1506/02/1					
n HANGER INC			P 05/20/1508/31/1					
0 HEADWATERS			P 08/24/1507/01/1					
(a) Gross sales price	(f) Depreciation allowed	(g) Cost or other basis	(h) Gain or (loss)					
(e) Gross sales price	(or allowable)	plus expense of sale	(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					
20,350.		20,553.	-203					
9,564.		8,107.	1,457					
k 25,922.		22,931.	2,991					
51,594.		53,238.	-1,644					
m 25,797.		26,525.	-728					
n 25,445.		25,713.	-268					
8,290.		8,351.	-61					
Complete only for assets showin	g gain in column (h) and owned by t	he foundation on 12/31/69	(I) Losses (from col. (h))					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis	(k) Excess of col. (i)	Gains (excess of col. (h) gain over col. (k), but not less than "-0-")					
(1)1.10.0. as of 123 1709	as of 12/31/69	over col. (j), if any	<u>'</u>					
<u>a</u>			-312,560					
b			-225,999					
С			-14,773					
d			-212,825					
е			-928					
f	- nu		-677					
<u>g</u>			-435					
h			710					
<u> </u>			-203					
			1,457					
·k			2,991					
1		-	-1,644					
m			-728					
n			-268					
0	. .		-61					
	r If nam also enter	in Part I, line 7						
2 Capital gain net income or (net ca	pital loss) { If gain, also enter If (loss), enter "-C)-" in Part I, line 7	2					
3 Net short-term capital gain or (los	s) as defined in sections 1222(5) an	d (6).						
If gain, also enter in Part I, line 8,	column (c)	}						
If (loss), enter "-0-" in Part I, line 8	5	J	3					

	(Towns laws downs laws are	30 04	10033	AGE Z OF J
	sses for Tax on Investment Income		(b) Hayraaayyaa	T
	describe the kind(s) of property solo		(b) How acquired P - Purchase	(c) Date acquired (d) Date sold
	ick warehouse; or common stock, 20	JU SNS. IVILG CO.	D - Donation	(1110., day, yr.) (1110., day, yr.)
1a HEADWATERS			P	08/24/1509/18/16
b LSB INDUSTRIES			P	09/24/15/10/14/16
c LIFEPOINT HEAL?	CH		P	08/19/1506/13/16
d OMNOVA SOLUTION	1S	P	05/11/1511/01/16	
e OMNOVA SOLUTION			P	05/11/1511/01/16
f OUTERWALL			P	02/10/1510/27/16
g OUTERWALL			P	07/21/1510/27/16
h SBA COMMUNICAT	LONG		P	07/16/1510/01/16
THOMPSON CREEK	LOND		P	02/06/1510/20/16
J US CONCRETE			P	05/11/1506/16/16
k UNITED RENTALS			P	04/21/1505/30/16
UNITED RENTALS			P	04/21/1508/19/16
m XERIUM TECH			P	08/04/1509/08/16
n PEABODY ENERGY			P	01/12/1509/20/16
o PENN VIRGINIA			P	11/16/16
1.0	(f) Depreciation allowed	(g) Cost or other basis	(h) Gain or (loss)
(e) Gross sales price	(or allowable)	plus expense of sale		olus (f) minus (g)
a 17,616.	-	17,745.	.,.	-129.
b 2,078.		1,952.		126.
E1 (E7		51,950.		-293.
		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.
26,563.		22,950.		3,613.
15,638.	j	16,023.		-385.
k 18,664.		19,536.		-872.
7,258.		7,597.	•	-339.
m 25,555.		26,138.		-583.
n 5,858.		21,265.		-15,407.
0 2,054.		9,007.		-6,953.
	g gain in column (h) and owned by t		//\ o	sses (from col (h))
	· · · · · · · · · · · · · · · · · · ·	(k) Excess of col. (i)	Gains (excess	of col. (h) gain over col. (k),
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	over col. (i), if any		not less than "-0-")
	43 01 12/0 1/03	0 v 01 001. ()), ii uiiy		120
<u>a</u>				-129.
<u>b</u>				126.
<u>c</u>				-293.
d		× - · · · · · · · · · · · · · · · · · ·		-104.
e				-525.
f				2,242.
g				71.
h				-694.
1				3,613.
				-385.
<u> </u>				-872·
<u>r</u>				-339.
1				
m				
<u>n</u>				-15,407.
0				-6,953.
	e If noin also enter	in Part I line 7		
2 Capital gain net income or (net ca	pital loss) { If gain, also enter If (loss), enter "-0	-" in Part I, line 7	2	
3 Net short-term capital gain or (los	ss) as defined in sections 1222(5) and	5 1		
If gain, also enter in Part I, line 8,		· `-''		
If (loss), enter "-0-" in Part I, line 8		J	3	

Capital Gallis and Los	2262 IOL LAY OIL HINGSTILLEUT HICOING				
(a) List and	d describe the kind(s) of property solo rick warehouse, or common stock, 20	d, e.g., real estate, 00 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo., day, yr.)
			P	06/20/15	12/20/16
1a BASIC ENERGY				06/30/15	
b BASIC ENERGY			P	06/30/15	
c BASIC ENERGY	-		P	06/30/15	$12/29/\overline{16}$
d BASIC ENERGY			P		12/28/16
			P	00,00,13	12/20/10
e GOODRICH				04/45/45	00/00/46
f MANITOWOC			P	04/15/15	03/03/16
9				1 .	_
h					
1			†··	1	
			+	+	
	<u> </u>				
k					
1					
m					
n					
				+	
0			<u> </u>	1	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(t (e)	ı) Gaın or (loss) plus (f) mınus (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.
2.5.2.52		26,932.			-869.
	-	20,332.			-003.
<u>g</u>					
h					
1					
1					
1.					
<u>K</u>					
_!					
m					
n					
0					
	ng gain in column (h) and owned by t	he foundation on 12/31/69	/N L o	sses (from col. (h))	
Complete only for abboto only in	· · · · · · · · · · · · · · · · · · ·			of col (h) gain over	
(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	but	not less than "-0-")	· (· //
	as 01 12/3 1/09	Over col. ()), if any			
a					0.
b	,				0.
С					0.
					0.
<u>d</u>	 				-870.
<u>e</u>	-				
f					-869.
g					
h					
1				*	
1	<u> </u>	-	<u> </u>	*	
<u>J</u>					
<u>k</u>	ļ				
1					
m					
n			-	· · ·	
	 				
0	<u> </u>	L	 		
	r If nam also enter	in Part I, line 7			00 01 1
2 Capital gain net income or (net ca	apıtal loss) { If gaın, also enter If (loss), enter "-0)-" in Part I, line 7	2		787,914.
3 Net short-term capital gain or (los	ss) as defined in sections 1222(5) an	`			
If gain, also enter in Part I, line 8,		- \-'.			
If (loss), enter "-0-" in Part I, line	8	J	3	N/A	

WARREN CHARITABLE FOUNDATION Supplementary Information

Part XV Supplementary Informatio 3 Grants and Contributions Paid During the			T	
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
BIG BROTHERS BIG SISTERS	NONE	501(C)(3)	TO FURTHER CHARITABLE	
714 W LOUISIANA AVE			PURPOSE	
MIDLAND, TX 79701				1,500
BOY SCOUT TROOP 175	NONE	501(C)(3)	TO FURTHER CHARITABLE	
C/O WCF 808 W. WALL STREET			PURPOSE	
MIDLAND, TX 79701				1,500
BOYS AND GIRLS CLUB	NONE	501(C)(3)	TO FURTHER CHARITABLE	
110 E NEW JERSEY AVE	NONE	501(0)(3)	PURPOSE	
MIDLAND, TX 79703				12,000
,				
		L		
BREAST CANCER RESEARCH	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	
C/O WCF 808 W. WALL STREET MIDLAND, TX 79701			FORFOSE	1,100
MIDHIND, IN 19701				-,
BUCKNER CHILDREN & FAMILY SERVICES	NONE	501(C)(3)	TO FURTHER CHARITABLE	
700 NORTH PEARL STREET STE 1200 DALLAS, TX 75201			PURPOSE	15,000
DABURD, IX /32VI				13,000
BUCKNER FAMILY PLACE 700 NORTH PEARL STREET STE 1200	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	
DALLAS, TX 75201			FORFOSE	3,450
,				· · · · · · · · · · · · · · · · · · ·
BUFFALO TRAIL COUNCIL BSA 1101 W TEXAS AVE	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	
MIDLAND, TX 79701			FORFOSE	1,000
,				
		501/51/21		
BYNUM SCHOOL	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	
PO BOX 80175 MIDLAND, TX 79708			FORFOSE	473,250
		-		0,200
CASA DE AMIGOS	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	
1101 GARDEN LANE MIDLAND, TX 79701			FORFOSE	5,000
		 		
CASA OF WEST TEXAS	NONE	501(C)(3)	TO FURTHER CHARITABLE	
1611 W TEXAS AVE MIDLAND, TX 79701			PURPOSE	10,450
Total from continuation sheets				2,150,247
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WARREN CHARITABLE FOUNDATION

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Foundation Purpose of grant or show any relationship to Amount any foundation manager or substantial contributor status of contribution Name and address (home or business) recipient CELEBRATION CHURCH NONE 501(c)(3) TO FURTHER CHARITABLE C/O WCF 808 W. WALL STREET PURPOSE MIDLAND, TX 79701 2,900. CENTERS FOR CHILDREN AND FAMILI NONE 501(C)(3) TO FURTHER CHARITABLE PURPOSE 1004 N BIG SPRING ST STE 325 MIDLAND, TX 79701 40,500. COLEMAN CO FIREFIGHTERS ASSOC NONE 501(C)(3) TO FURTHER CHARITABLE C/O WCF 808 W. WALL STREET PURPOSE MIDLAND, TX 79701 2,000. COMMUNITIES IN SCHOOLS NONE 501(C)(3) TO FURTHER CHARITABLE 1341 W. MOCKINGBIRD LANE STE 1000E PURPOSE DALLAS, TX 75247 25,000. 501(C)(3) COMMUNITY CHILDREN'S CLINIC NONE TO FURTHER CHARITABLE 1101 E FRONT ST PURPOSE MIDLAND, TX 79701 10,100. CRISIS CENTER (ODESSA) NONE 501(C)(3) TO FURTHER CHARITABLE 910 S GRANT AVE #B PURPOSE ODESSA, TX 79763 5,000. DIABETES ACTION RESEARCH NONE 501(C)(3) TO FURTHER CHARITABLE PURPOSE PO BOX 34635 BETHESDA, MD 20827 1,000. EDIFY NONE 501(c)(3) TO FURTHER CHARITABLE 8825 AERO DRIVE STE 220 PURPOSE SAN DIEGO, CA 92123 10,000. EDUCATE MIDLAND NONE 501(C)(3) TO FURTHER CHARITABLE 3500 N A ST, STE 2700 PURPOSE 11,000. MIDLAND, TX 79705 TO FURTHER CHARITABLE 501(c)(3) FAMILY LEGACY MISSIONS INT'L NONE 5005 W ROYAL LANE STE 252 PURPOSE IRVING, TX 75063 2,574. Total from continuation sheets

Part XV Supplementary Information				
3 Grants and Contributions Paid During the		·	·	
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
FAMILY PROMISE	NONE	501(C)(3)	TO FURTHER CHARITABLE	
3500 NORTH A STE 1400			PURPOSE	2 000
MIDLAND, TX 79705				2,000
FEEDING CHILDREN EVERYWHERE	NONE	501(C)(3)	TO FURTHER CHARITABLE	
800 W TEXAS	1000		PURPOSE	
MIDLAND, TX 79701				6,563
FIRST PRESBYTERIAN CHURCH	NONE	501(C)(3)	TO FURTHER CHARITABLE	
800 W TEXAS			PURPOSE	
MIDLAND, TX 79701				286,100
		E01/5/42/		
FIRST UNITED METHODIST CHURCH 415 N LEE AVE	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	
ODESSA, TX 79762				5,250
·				,
FRESH CHEF SOCIETY	NONE	501(C)(3)	TO FURTHER CHARITABLE	
5416 PARKCREST DRIVE #700			PURPOSE	
AUSTIN, TX 78731				5,000
GENESIS CENTER PB	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	
2800 w LOUISIANA AVE MIDLAND, TX 79701			PURPOSE	10,000
				20,000
GIFTS OF HOPE	NONE	501(C)(3)	TO FURTHER CHARITABLE	
700 ['] w 1s t st			PURPOSE	
ODESSA, TX 79761			,	1,000
GOLF COURSE RD CHURCH OF CHRIST	NONE	501(C)(3)	TO FURTHER CHARITABLE	
3500 W GOLF COURSE RD MIDLAND, TX 79764			PURPOSE	4,333
				=, 555
GREATER IDEAL FAMILY LIFE CENTER	NONE	501(C)(3)	TO FURTHER CHARITABLE	
411 S TYLER ST			PURPOSE	
MIDLAND, TX 79701				1,500
GREENWOOD ISD	NONE	501(C)(3)	TO FURTHER CHARITABLE	
2700 FM 1379			PURPOSÉ	1 500
MIDLAND, TX 79706 Total from continuation sheets	<u> </u>			1,500

WARREN CHARITABLE FOUNDATION

3 Grants and Contributions Paid During th	e Year (Continuation)		_	
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	Contribution	
ABITAT FOR HUMANITY	NONE	501(C)(3)	TO FURTHER CHARITABLE	
305 E TEXAS AVE			PURPOSE	
MIDLAND, TX 79701				1,50
ELPING HANDS HOME FOR CHILDREN	NONE	501(C)(3)	TO FURTHER CHARITABLE	
301 BRINSON	NONE	501(0/(3/	PURPOSE	
MIDLAND, TX 79703				5,00
IIGH SKY CHILDREN'S RANCH	NONE	501(C)(3)	TO FURTHER CHARITABLE	
701 W COUNTY ROAD 60			PURPOSE	
IIDLAND, TX 79707				3,00
KWO MINISTRIES	NONE	501(C)(3)	TO FURTHER CHARITABLE	
3500 w GOLF COURSE RD MIDLAND, TX 79703			PURPOSE	1,50
IDDAND, IX 19703				1,50
ONESTAR SPCA	NONE	501(C)(3)	TO FURTHER CHARITABLE	
1200 N FAIRGROUNDS RD	NONE	501(0)(3)	PURPOSE	
MIDLAND, TX 79705				2,00
MANOR PARK	NONE	501(C)(3)	TO FURTHER CHARITABLE	
2208 N LOOP 250 W			PURPOSE	25 00
MIDLAND, TX 79703				25,00
MARC - SPECTRUM OF SOLUTIONS	NONE	501(C)(3)	TO FURTHER CHARITABLE	
2701 NORTH A STREET	NONE	501(0)(3)	PURPOSE	
MIDLAND, TX 79705				40,00
HS VOLLEYBALL BOOSTER CLUB	NONE	501(C)(3)	TO FURTHER CHARITABLE	
C/O WCF 808 W. WALL STREET			PURPOSE	1 07
HIDLAND, TX 79701			 	1,00
TOURE I FOU FOIRING TOU	NONE	E01/C\/3\	TO EVIDANDED CHARTMAN P	
MICHAEL J FOX FOUNDATION PO BOX 5014	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	
AGERSTOWN, MD 21741				1,00
MIDLAND CHILDREN'S REHAB CENTER	NONE	501(C)(3)	TO FURTHER CHARITABLE	
302 VENTURA AVE			PURPOSE	
IIDLAND, TX 79705		<u> </u>		255,10

Part XV Supplementary Information	on			
3 Grants and Contributions Paid During the		,		
* Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
MIDLAND CHRISTIAN SCHOOL	NONE	501(C)(3)	TO FURTHER CHARITABLE	
2001 CULVER DRIVE			PURPOSE	4 50
MIDLAND, TX 79705				4,500
VIDLAND GOLLDGE FORDERMON	NONE	E01/0\/3\	TO FURTHER CHARITABLE	
MIDLAND COLLEGE FOUNDATION 3600 N GARFIELD	NONE	501(C)(3)	PURPOSE	
MIDLAND, TX 79705				1,400
MIDLAND FAIR HAVENS	NONE	501(C)(3)	TO FURTHER CHARITABLE	
2400 WHITMIRE BLVD #100			PURPOSE	
MIDLAND, TX 79705		<u> </u>		27,728
MIDLAND HUMANE COALITION PO BOX 53213	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	
MIDLAND, TX 79710				1,000
				•
MIDLAND ISD MEMORIAL SCHOLARSHIP	NONE	501(C)(3)	TO FURTHER CHARITABLE	
C/O WCF 808 W. WALL STREET			PURPOSE	
MIDLAND, TX 79701				2,700
MIDLAND PROJECT GRADUATION	NONE	501(C)(3)	TO FURTHER CHARITABLE	
PO BOX 80881 MIDLAND, TX 79707			PURPOSE	5,000
,				
MIDLAND SHARED SPACES VIA UW	NONE	501(C)(3)	TO FURTHER CHARITABLE	
3500 N A ST STE 1100			PURPOSE	
MIDLAND, TX 79705				10,100
MIDLAND SOUP KITCHEN MINISTRY	NONE	501(C)(3)	TO FURTHER CHARITABLE	
1401 ORCHARD LN MIDLAND, TX 79701			PURPOSE	3,750
ALDERIO, IR 15101				
MIDLAND YOUNG LIFE BUILDING FDN	NONE	501(C)(3)	TO FURTHER CHARITABLE	
808 W WALL		, ,	PURPOSE	
MIDLAND, TX 79701				320,000
MIDLAND-ODESSA SYMPHONY 7 CHORAL	NONE	501(C)(3)	TO FURTHER CHARITABLE	
C/O WCF 808 W. WALL STREET			PURPOSE	5 000
MIDLAND, TX 79701 Total from continuation sheets		<u></u>		5,000

WARREN CHARITABLE FOUNDATION Supplementary Information

Part XV Supplementary Information 3 Grants and Contributions Paid During the You		-		
* Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	contribution	
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	5,000
PB REHABILITATION CENTER 620 N ALLEGHANEY AVE ODESSA, TX 79762	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	55,000

WARREN CHARITABLE FOUNDATION Part XV | Supplementary Information

Year (Continuation)			
If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or	Amount
or substantial contributor	recipient	CONTRIBUTION	
NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,300.
NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	200,533.
NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000.
NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	6,100.
NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,200.
NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000.
NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000.
NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,650.
NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000.
	show any relationship to any foundation manager or substantial contributor NONE NONE NONE NONE NONE NONE NONE NONE	Show any relationship to any foundation manager or substantial contributor Solicition	show any relationship to any foundation any foundation manager or substantial contributor NONE 501(C)(3) FO FURTHER CHARITABLE PURPOSE NONE 501(C)(3) TO FURTHER CHARITABLE PURPOSE

Part XV Supplementary Informat	tion			
3 Grants and Contributions Paid During th	ne Year (Continuation)			
* Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
THE GREATER CINCINNATI FDN	NONE	501(c)(3)	TO FURTHER CHARITABLE	
200 WEST FOURTH ST	10.12	[PURPOSE	
CINCINNATI OH 45202				1,0
INCIMALITY ON 45202				
JC SAN DIEGO FOUNDATION	NONE	501(C)(3)	TO FURTHER CHARITABLE	
C/O WCF 808 W. WALL STREET	10.12	501(0)(0)	PURPOSE	
MIDLAND, TX 79701				1,0
111 / 5 / 01		 	<u>"</u>	
JNITED WAY OF MIDLAND	NONE	501(C)(3)	TO FURTHER CHARITABLE	
1209 W WALL ST	NONE	B01(C)(3)	PURPOSE	
MIDLAND, TX 79701			FORFOSE	14,6
	-	1		,-
DU OCY MINICADIES	NONE	501/6)/3)	TO FURTHER CHARITABLE	
JNLOCK MINISTRIES	NONE	501(C)(3)	PURPOSE	
3310 W WADLEY AVE MIDLAND, TX 79702			PORPOSE	10,1
IDUAND, IN 15102				
UT AUSTIN LONGHORN FDN	NONE	501(C)(3)	TO FURTHER CHARITABLE	
C/O WCF 808 W. WALL STREET			PURPOSE '	2 1
MIDLAND, TX 79701		1		3,1
UT AUSTIN SCHOOL OF NURSING	NONE	501(C)(3)	TO FURTHER CHARITABLE	
C/O WCF 808 W. WALL STREET			PURPOSE	1 1
MIDLAND, TX 79701				1,3
WATCH & PRAY INT'L MINISTRY	NONE	501(C)(3)	TO FURTHER CHARITABLE	
4810 W LOOP 250 NORTH			PURPOSE	
MIDLAND, TX 79707		 	+	12,5
NEST TEXAS FOOD BANK	NONE	501(C)(3)	TO FURTHER CHARITABLE	
1601 WESTCLIFF DR		1	PURPOSE	
MIDLAND, TX 79703			<u> </u>	26,7
		,		
CM YOUTH CONFERENCE MINISTRIE	NONE	501(C)(3)	TO FURTHER CHARITABLE	
200 MOUNTAIN CREEK RD STE 130			PURPOSE	
CHATTANOOGA, TN 37405		1		1,5
MCA ANNUAL CAMPAIGN	NONE	501(C)(3)	TO FURTHER CHARITABLE	
PO BOX 954			PURPOSE	
MIDLAND, TX 79702		<u> </u>	<u> </u>	2,0
Total from continuation sheets				

Part XV **Supplementary Information** Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, Purpose of grant or contribution show any relationship to any foundation manager Foundation Amount status of Name and address (home or business) or substantial contributor recipient YMCA OF MIDLAND NONE 501(C)(3) TO FURTHER CHARITABLE PURPOSE 800 N BIG SPRING ST 2,750. MIDLAND, TX 79701 YOUNG LIFE MIDLAND NONE 501(C)(3) TO FURTHER CHARITABLE PURPOSE C/O WCF 808 W. WALL STREET 38,950. MIDLAND, TX 79701 Total from continuation sheets

STATEMENT 3

FORM	990-PF	INTEREST	ON SAVINO	SS AN	ID TEMPOR	ARY C	ASH	INVESTMENTS	STATEMENT	1
SOURC	CE				(A) REVENUE PER BOOK			(B) INVESTMENT INCOME	(C) ADJUSTEI NET INCOM	
INTER	 Rest & D	IVIDENDS			1	04.		104.	1	104.
TOTAL	TO PAR	T I, LINE	3		1	04.		104.	1	104.
FORM	990-PF		DIVIDENDS	AND	INTEREST	FROM	SEC	URITIES	STATEMENT	2
					DIMAI		7. \	/B)	(0)	

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
C SCHWAB OTHER INTEREST UBS	684,835. 911,146. 59,038.	0. 0. 0.	684,835. 911,146. 59,038.	684,835. 911,146. 59,038.	684,835. 911,146. 59,038.
TO PART I, LINE 4	1,655,019.	0.	1,655,019.	1,655,019.	1,655,019.

OTHER INCOME

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 ACQUSITION 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.
CCP BOXX INVESTMENT TECH LLC	10,771.		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.
FALLCO INVESTMENT LLC	-6,329.	0.	0.
FLATLAND MINERAL FUND LP	4,269.	0.	0.
FLATLAND SIDECAR LLC	1,764.		0.
GATEWAY ROYALTY II LLC	-6,351.		0.
GATEWAY ROYALTY LLC	-3,362.	0.	0.
GATEWAY ROYALTY III LLC	-316.	0.	0.

35 STATEMENT(S) 1, 2, 3 2016.06000 WARREN CHARITABLE FOUNDAT 20086041

FORM 990-PF

WARREN CHARITABLE FOUNDATION		30-0490635
GLOBE ENERGY SERVICES LLC	115,396. 0	. 0.
GREENWAY DTC LP	13,129.	
HUMPTY DUMPTY TSM LTD	-18,749.	
MAC CAMPBELL GLEN INVESTORS LP	19,121.	
MAC PEACHTREE CORNERS INVESTORS	16,457.	
MAC ROYAL RIDGE INVESTORS LP	34,451.	
MUSCLE SHOALS COMMON LLC	-2,621.	
MAGELLAN MIDSTREAM PTRS	-5,941.	
MAGELLAN MIDSTREAM PTRS	-18,073.	
MPLX LP	-10,490.	
MPLX LP	-27,968.	
ORLANDO 05 15 LLC	-3,411.	
ORLANDO 05 15 DEC	-23,560.	
PENNYBACKER III LP	32,364.	
P III LOAN INVESTORS LLC	2. 0	
PETRO WASTE ENVIRONMENTAL LLC	-17,418.	
	_ · ·	
PLAINS ALL AMERICAN	-11,041. 0 -9,346. 0	
PLAINS ALL AMERICAN		
PYOTE WATER SOLUTIONS	-153,117. 0	
PYOTE WATER SYSTEMS II LLC	-16,924. 0	
PYOTE WATER SYSTEMS III LLC	-17,580. 0	
PYOTE WATER SYSTEMS IV LLC	-18,299. 0	
RESOURCE ACQUISITION LLC	-81,924. 0	
SI AMARILLO MEMORY LP CL A	-41,672. 0	
SI AMARILLO MEMORY LP CL B	-166,688. 0	
SI CASTLE HILLS RETAIL CL A	-5,856. 0	
SI CASTLE HILLS RETAIL CL B	-23,425.	
SI CHINO INVESTOR LP CL A	-5,212. 0	
SI CHINO INVESTOR LP CL B	-20,851. 0	
SI CINCO RANCH MEMORY LLC	-15,934. 0	
SI COLONY HOTEL INVESTOR LLC	-110,641. 0	
SI CV INVESTOR LLC	-9 44 . 0	
SI DD INVESTOR LLC	-34,781. 0	
SI EC RETAIL LLC CL A	235. 0	
SI EC RETAIL LLC CL B	942. 0	
SI EMPIRE INVESTOR LP CL A	601. 0	
SI EMPIRE INVESTOR LP CL B	2,407.	
SI FB RETAIL LLC	-6,829.	
SI FITZHUGH INVESTOR LP CL A	-293. 0	
SI FITZHUGH INVESTOR LP CL B	-1,171. 0	
SI KIRKLAND INVESTOR LLC	93,542.	
SI MB INVESTOR LLC	7,185.	
SI MODESTO MEMORY LP CL A	-2,158. 0	
SI MODESTO MEMORY LP CL B	-8,633.	
SI RC INVESTOR LP CL A	-2,513.	
SI RC INVESTOR LP CL B	10,052.	
SI SA INDUSTRIAL INVESTOR CL A	-4,615.	_
SI SA INDUSTRIAL INVESTOR CL B	-18,460.	
SI TOWNE LAKE MEMORY LLC	-4,590.	
SI WAX RETAIL LP CL A	-21,733.	
SI WAX RETAIL LP CL B	-86,931.	
SI WHEELING MEMORY LLC	-632.	
SPUR CREEK ROYALTY LTD	4,103.	_
STAGG 2701 LTD	40,439.	_
STAGG 901 LTD	73,890. 0	
STAGG INVESTMENT II LTD	125,922. 0	
STAGG INVESTMENT III LTD	253,935. 0	
STAGG INVESTMENT IV LTD	12,990. 0	. 0.

WARREN CHARITABLE FOUNDATION			30-0490635
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		Si	TATEMENT 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		ES	Si	PATEMENT 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 E	XPENSES	STATEMENT 6		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES SOFTWARE & COMPUTER EXPENSES	22,735. 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 BALANCE	S STATEMENT 7
DESCRIPTION	AMOUNT
NET PRIOR PERIOD CAPITAL ADUSTMENTS 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 BALANCE	ES STATEMENT 8
DESCRIPTION	AMOUNT
NET BOOK/TAX ADJUSTMENTS FROM PASS-THROUGH ENTITIES 2015 EXCISE & STATE W/H TAX NET CONTRIBUTIONS/DISTRIBUTIONS FROM PASS-THROUGH ENTITIES	3,663. 13,096. 728,935.
TOTAL TO FORM 990-PF, PART III, LINE 5	745,694.
FORM 990-PF OTHER INVESTMENTS	STATEMENT 9
DESCRIPTION VALUATION METHOD BOOK VAL	FAIR MARKET UE VALUE
COST 47,446,	970. 51,252,377.

47,446,970. 51,252,377.

TOTAL TO FORM 990-PF, PART II, LINE 13

FORM 990-PF	OTHER ASSETS	STATEMENT 10	
DESCRIPTION	BEGINNING OF	END OF YEAR	FAIR MARKET
	YR BOOK VALUE	BOOK VALUE	VALUE
MISC RECEIVABLES NOTES RECEIVABLE	24,729.	25,040.	25,040.
	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	STATEMENT 11
	PART VII-A, LINE 10	

NAME OF CONTRIBUTOR

ADDRESS

W. STIRLING & ANNE M. WARREN

909 HARVARD AVE MIDLAND, TX 79701

FORM 990-PF	990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS			STATEMENT 12	
NAME AND ADDRESS		TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	
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	י	VICE PRESIDENT 15.00	0.	0.	0.
KEVIN Y. PETTY 808 W. WALL STREET MIDLAND, TX 79701	י	TREASURER/ED 20.00	0.	0.	0.
JOSHUA P. HAM 808 W. WALL STREET MIDLAND, TX 79701	י	SECRETARY 5.00	0.	0.	0.
DAVID SMITH 808 W. WALL STREET MIDLAND, TX 79701	י	BOARD MEMBER 5.00	0.	0.	0.
ALLEN PRUITT 808 W. WALL STREET MIDLAND, TX 79701	י	BOARD MEMBER 20.00	0.	0.	0.
TOTALS INCLUDED ON	N 990-PF, PAGE	6, PART VIII =	0.	0.	0.

BUS UNRELATED EXCL EXCLUDED EXEMPT FUN	FORM 990-PF	OTHER REVENUE		STATEMENT 13		
MINERALS LP AVESTA MULTIFAMILY PARTNERS II LP BASIN ACQUISTION FUND LP BASIN CO INVESTMENT II LP S31390 COT CREEK ROYALTY LTD S31390 COT CREEK ROYALTY LTD S31390 COT CREEK ROYALTY LTD S31390 COT CREEK ROYALTY LTD S31390 COT CREEK ROYALTY LTD S31390 COT CREEK ROYALTY LTD S31390 COT CREEK ROYALTY LTD S31390 COT CREEK ROYALTY LTD S31390 COT CREEK ROYALTY LTD S31390 COT CREEK ROYALTY LTD S31390 COT CREEK ROYALTY LTD S31390 COT CREEK ROYALTY LTD S31390 COT CREEK ROYALTY LTD S31390 COT CREEK ROYALTY LTD COT CREEK ROYALTY LTD COT CREEK ROYALTY LTD COT CREEK ROYALTY LTD COT CREEK ROYALTY LTD COT CREEK ROYALTY LTD COT CREEK ROYALTY LTD COT CREEK ROYALTY LTD COT CREEK ROYALTY LTD CREEK ROYALTY LLC COT CREEK ROYALTY LTD CREEK ROYALTY	DESCRIPTION					RELATED OR EXEMPT FUNC- TION INCOME
MINERALS LP AVESTA MULTIFAMILY PARTNERS II LP BASIN ACQUSITION FUND LP S31390 COUNTESTMENT II LP BOOT CREEK ROYALTY LTD S31390 COL REEK ROYALTY LTD LLC CCP SCANDATA INVESTMENTS S31390 COL RIDSTREAM S31390 COL RIDSTREAM S31390 CONE MIDSTREAM S31390 CORM MIDSTREAM S31390 CORM MIDSTREAM S31390 CORM MIDSTREAM S31390 CORM MIDSTREAM S31390 CORM MIDSTREAM S31390 CORM MIDSTREAM S31390 CORM MIDSTREAM S31390 CORM MIDSTREAM S31390 CORM MIDSTREAM S31390 CORM MIDSTREAM S31390 CORM MIDSTREAM S31390 CORM MIDSTREAM S31390 CORM MIDSTREAM S31390 CORM MIDSTREAM CORM MIDSTREAM S31390 CORM MIDSTREAM CORM MIDSTREAM S31390 CORM MIDSTREAM CORM MIDSTREAM CORM MIDSTREAM CORM MIDSTREAM S31390 CORM MIDSTREAM CORM MI	APPALACHIAN BASIN	531390				
PARTNERS II LP BASIN ACQUSITION FUND LP BASIN CO INVESTMENT II LP BASIN CO INVESTMENT II LP BOOT CREEK ROYALTY LTD 531390 C-237,312. BOOT CREEK ROYALTY LTD 531390 C-2,433. BUCKEVE PARTNERS 531390 C-9,685. CCP BOOX INVESTMENT TECH 531390 LLC COP SCANDATA INVESTMENTS 531390 CLI CAPITAL 531390 CORE MIDSTREAM 531390 CORE MIDSTREAM 531390 CORE MIDSTREAM 531390 CORE MIDSTREAM 531390 CORE MIDSTREAM 531390 CORE MIDSTREAM 531390 CORE MIDSTREAM 531390 CORE MIDSTREAM 531390 CORE MIDSTREAM 531390 CORE MIDSTREAM 531390 CORE MIDSTREAM 531390 CORE MIDSTREAM 531390 CORE MIDSTREAM CORE MIDSTREAM 531390 CORE MIDSTREAM CORE MIDSTREAM 531390 CORE MIDSTREAM CORE MIDSTREAM 531390 CORE MIDSTREAM CORE MIDSTREAM CORE MIDSTREAM 531390 CORE MIDSTREAM CORE MIDSTREAM CORE MIDSTREAM 531390 CORE MIDSTREAM CORE MIDSTREAM 531390 CORE MIDSTREAM CORE MIDSTREAM 531390 CORE MIDSTREAM CORE MIDSTREAM 531390 CORE MIDSTREAM CORE MIDS	MINERALS LP		9,770.			
BASIN ACQUISTION FUND LP BASIN CO INVESTMENT II LP BOOT CREEK ROYALTY LTD BUCKEYE PARTNERS 531390 -2, 433. BUCKEYE PARTNERS 531390 -9, 685. CCP BOXX INVESTMENT TECH LC CCP SCANDATA INVESTMENTS 531390 CLI CAPITAL S31390 CLI CAPITAL S31390 CLI CAPITAL S31390 CONE MIDSTREAM S31390 CONE MIDSTREAM S31390 CONE MIDSTREAM S31390 LC CORO PARRVIEW INVESTOR LC CPI PRODUCTS HOLDINGS LLC S31390 LC ENTERPRISE PRODUCTS PTS S31390 LC ENTERPRISE PRODUCTS PTS S31390 LT ENTERPRISE PRODUCTS PTS S31390 -4, 676. ENTERPRISE PRODUCTS PTS S31390 -4, 676. ENTERPRISE PRODUCTS PTS S31390 -4, 676. ENTERPRISE PRODUCTS PTS S31390 -4, 676. ENTERPRISE PRODUCTS PTS S31390 -4, 676. ENTERPRISE PRODUCTS PTS S31390 -4, 676. ENTERPRISE PRODUCTS PTS S31390 -12, 883. ENTERPRISE PRODUCTS PTS S31390 -12, 883. ENTERPRISE PRODUCTS PTS S31390 -16, 6329. FLATLAND MINERAL FUND LP FLATLAND MINERAL FUND LP FLATLAND SIDECAR LLC S31390 -6, 351. GATEWAY ROYALTY II LLC S31390 -6, 351. GATEWAY ROYALTY III LLC S31390 -3, 362. GATEWAY ROYALTY III LLC S31390 -3, 662. GATEWAY ROYALTY III LC S31390 -3, 362. GATEWAY ROYALTY LLC S31390 -3, 66. GREENMAY DTC LP HOMPTY DUMPTY TSM LTD S31390 -18, 749. MAC CAMPBELL GEN S31390 -18, 749. MAC ROYAL RIDGE INVESTORS LP MAC ROYAL RIDGE INVESTORS LP MAC ROYAL RIDGE INVESTORS LP MAC ROYAL RIDGE INVESTORS LP MAC ROYAL RIDGE INVESTORS LP MAC ROYAL RIDGE INVESTORS LP MAC ROYAL RIDGE INVESTORS S31390 -16, 457. MAGELLAN MIDSTREAM PTRS S31390 -10, 490. MPLX LP S31390 -2, 621. MAGELLAN MIDSTREAM PTRS S31390 -10, 490. MPLX LP S31390 -27, 968. MPLX LP S31390 -10, 490. MPLX	AVESTA MULTIFAMILY	531390				
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BOOT CREEK ROYALTY LTD 531390 -2,433. BUCKEYE PARTHERS 531390 -5,051. BUCKEYE PARTHERS 531390 -9,685. CCP BOXX INVESTMENT TECH 531390 10.771. CCP SCANDATA INVESTMENTS 531390 0. CLI CAPITAL 531390 340,000. CONE MIDSTREAM 531390 4,480. CONE MIDSTREAM 531390 4,480. CORO PARKVIEW INVESTOR 531390 LLC 144. CPI PRODUCTS HOLDINGS LLC 531390 -0.632. DESERT PARTHERS V LP 531390 64,681. ENRERGY TRANSFER EQUITY 531390 -4,676. ENTERPRISE PRODUCTS PTRS 531390 -4,676. ENTERPRISE PRODUCTS PTRS 531390 -35,610. FALLCO INVESTMENT LLC 531390 -35,610. FALLCO INVESTMENT LLC 531390 -6,329. FLATLAND MINERAL FUND LP 531390 4,269. FLATLAND SIDECAR LC 531390 -6,351. GATEWAY ROYALTY II LLC 531390 -6,351. GATEWAY ROYALTY III LC 531390 -6,356. GATEWAY ROYALTY III LC 531390 -11,764. GATEWAY ROYALTY III LC 531390 -3,362. GATEWAY ROYALTY III LC 531390 -18,749. MAC CAMPBELL GLEN 531390 115,396. GREENNAY DT C.P 531390 115,396. GREENMAY DT C.P 531390 115,396. GREENWAY DT C.P 531390 -18,749. MAC CAMPBELL GLEN 531390 -5,941. MAC CAMPBELL GLEN 531390 -7,968. MAC ROYAL RIDGE INVESTORS LP 19,121. MAC PEACHTREE CORNERS 531390 -10,490. MPLX LP 531390 -27,968. ORLANDO 05 15 LLC 531390 -23,560. PENNYBSTORS 11 LP 531390 -27,968. ORLANDO 06 16 LC 531390 -27,968. ORLANDO 05 15 LLC 531390 -23,560. PENNYBROKER III LP 531390 -23,560. PENNYBROKER III LP 531390 -23,560. PENNYBROKER III LP 531390 -27,968. ORLANDO 06 16 LC 531390 -23,560. PENNYBROKER III LP 531390 -23,560. PENNYBROKER III LP 531390 -23,560. PENNYBROKER III LP 531390 -23,560. PENNYBROKER III LP 531390 -23,560. PENNYBROKER III LP 531390 -23,560. PENNYBROKER III LP 531390 -23,560. PENNYBROKER III LP 531390 -23,560. PENNYBROKER III LP 531390 -24,411. ORLANDO 06 16 LC 531390 -27,968. ORLANDO 06 16 LC 531390 -27,968. ORLANDO 06 16 LC 531390 -27,968. ORLANDO 06 16 LC 531390 -29,966. PENNYBROKER III LP 531390 -29,966.	BASIN ACQUSITION FUND LP	531390				
BUCKEYE PARTNERS 531390 -5,051. BUCKEYE PARTNERS 531390 -9,685. CCP BOXX INVESTMENT TECH 531390	BASIN CO INVESTMENT II LP	531390	-237,312.			
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LLC CCP SCANDATA INVESTMENTS 531390 0. CLI CAPITAL 531390 340,000. CONE MIDSTREAM 531390 2,235. CONE MIDSTREAM 531390 4,480. CONE MIDSTREAM 531390 4,480. CORO PARKVIEW INVESTOR 531390 144. CCPI PRODUCTS HOLDINGS LLC 531390 -30,163. DESERT PARTNERS V LP 531390 -4,676. ENRERGY TRANSFER EQUITY 531390 -4,676. ENTERPRISE PRODUCTS PTRS 531390 -12,883. ENTERPRISE PRODUCTS PTRS 531390 -6,329. FALLCO INVESTMENT LLC 531390 -6,329. FLATLAND MINERAL FUND LP 531390 4,269. FLATLAND MINERAL FUND LP 531390 -6,551. GATEWAY ROYALTY LIL LC 531390 -6,551. GATEWAY ROYALTY LIL LC 531390 -33.62. GATEWAY ROYALTY LIL LC 531390 -316. GDOBE ENERGY SERVICES LLC 531390 13,129. HUMPTY DUMPTY TSM LTD 531390 13,129. HUMPTY DUMPTY TSM LTD 531390 13,129. HOMPTY DUMPTY TSM LTD 531390 19,121. MAC CAMPBELL GLEN 531390 -18,749. MAC ROYAL RIDGE INVESTORS 531390 -18,749. MAC ROYAL RIDGE INVESTORS 531390 -5,941. MAGGELLAN MIDSTREAM PTRS 531390 -7,946. MAGRA ROYAL PLOE 531390 -2,621. MAGGELLAN MIDSTREAM PTRS 531390 -18,073. MPLX LP 531390 -10,490. MPLX LP 531390 -2,7,968. ORLANDO 05 15 LLC 531390 -23,560. PENNYBACKER III LP 531390 -23,560. PENNYBACKER III LP 531390 -23,560. PENNYBACKER III LP 531390 -23,560. PENNYBACKER III LP 531390 -17,418. PLAINS ALL AMERICAN 531390 -11,041. PLAINS ALL AMERICAN 531390 -1,0440. PLAINS ALL AMERICAN 531390 -1,0440. PLAINS ALL AMERICAN 531390 -1,0440.	BUCKEYE PARTNERS	531390	-9,685.			
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GLOBE ENERGY SERVICES LLC 531390 115,396. GREENWAY DTC LP 531390 13,129. HUMPTY DUMPTY TSM LTD 531390 -18,749. MAC CAMPBELL GLEN 531390 INVESTORS LP 19,121. MAC PEACHTREE CORNERS 531390 INVESTORS 16,457. MAC ROYAL RIDGE INVESTORS 531390 LP 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 PETRO WASTE ENVIRONMENTAL 531390 PLAINS ALL AMERICAN 531390 -11,041. PLAINS ALL AMERICAN 531390 -9,346.	GATEWAY ROYALTY LLC	531390	-3,362.			
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INVESTORS LP 19,121. MAC PEACHTREE CORNERS 531390 INVESTORS 16,457. MAC ROYAL RIDGE INVESTORS 531390 LP 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 -23,560. PENNYBACKER III LP 531390 23,364. P III LOAN INVESTORS LLC 531390 2. PETRO WASTE ENVIRONMENTAL 531390 LLC -17,418. PLAINS ALL AMERICAN 531390 -9,346.	HUMPTY DUMPTY TSM LTD	531390	-18,749.			
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MAC ROYAL RIDGE INVESTORS 531390 LP	MAC PEACHTREE CORNERS	531390				
LP 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 531390 LLC -17,418. PLAINS ALL AMERICAN 531390 -9,346.			16,457.			
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PYOTE WATER SOLUTIONS 531390 -153,117.						
	PYOTE WATER SOLUTIONS	531390	-153,117.			

WHICH CHRITINGS TOOKSHITE		
PYOTE WATER SYSTEMS II	531390	
LLC .		-16,924.
PYOTE WATER SYSTEMS III	531390	•
LLC		-17,580.
PYOTE WATER SYSTEMS IV	531390	17,300.
LLC	231370	-18,299.
	E21200	-81,924.
RESOURCE ACQUISITION LLC SI AMARILLO MEMORY LP CL	531390	-01,324.
	231330	41 (7)
A	E21200	-41,672.
SI AMARILLO MEMORY LP CL	531390	166 600
В	504000	-166,688.
SI CASTLE HILLS RETAIL CL	531390	5 056
A	5 04000	-5,856.
SI CASTLE HILLS RETAIL CL	531390	
В		-23,425.
SI CHINO INVESTOR LP CL A		-5,212.
SI CHINO INVESTOR LP CL B		
SI CINCO RANCH MEMORY LLC		-15,934.
SI COLONY HOTEL INVESTOR	531390	
LLC		-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 531390	942.
SI EMPIRE INVESTOR LP CL		
A		601.
SI EMPIRE INVESTOR LP CL	531390	
B	55255	2,407.
SI FB RETAIL LLC	531390	-6,829.
SI FITZHUGH INVESTOR LP		0,020
CL A	332370	-293.
SI FITZHUGH INVESTOR LP	531390	255.
CL B	331330	-1,171.
SI KIRKLAND INVESTOR LLC	531390	93,542.
SI MB INVESTOR LLC	531390	7,185.
CT MODERNO MEMORY I.D. CI. A	531390	-2,158.
SI MODESTO MEMORY LP CL A SI MODESTO MEMORY LP CL B	531390	-8,633.
SI RC INVESTOR LP CL A	531390	-2,513.
SI RC INVESTOR LP CL A SI RC INVESTOR LP CL B	531390	10,052.
SI SA INDUSTRIAL INVESTOR		10,032.
CL A	331390	-4,615.
	E21200	-4,015.
SI SA INDUSTRIAL INVESTOR	531390	10 160
CL B	E21200	-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		-7,899.
SUNOCO LOGISTICS PARTNERS		-26,018.
TC PIPELINES	531390	-8,633.
TC PIPELINES	531390	-18,294.
TESORO LOGISTICS	531390	-2,078.

WARREN CHARITABLE FOUNDATION			30-0490635
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 1	2, LN 11	-561,889.	
			

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.