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EXTENDED TO NOVEMBER 15, 2017
Return of Private Foundation

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

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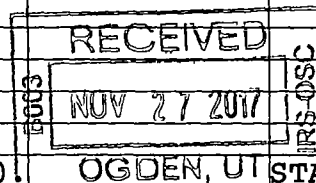
For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE WARE FOUNDATION C/O AMARILLO NATIONAL BANK--TRUST		A Employer identification number 75-2662421
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1	Room/suite	B Telephone number 806-378-8343
City or town, state or province, country, and ZIP or foreign postal code AMARILLO, TX 79105-0001		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,188,418.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		10,905.	10,905.		STATEMENT 1
4 Dividends and interest from securities		199,586.	199,586.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		25,210.			
b Gross sales price for all assets on line 6a		25,995.			
7 Capital gain net income (from Part IV, line 2)			25,210.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		74,200.	74,200.		STATEMENT 3
12 Total. Add lines 1 through 11		309,901.	309,901.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		5.	0.		0.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 5		8,392.	8,392.		0.
19 Depreciation and depletion		11,130.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		9,218.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		28,745.	8,392.		0.
25 Contributions, gifts, grants paid		1,580,440.			1,580,440.
26 Total expenses and disbursements. Add lines 24 and 25		1,609,185.	8,392.		1,580,440.
27 Subtract line 26 from line 12:		-1,299,284.			
a Excess of revenue over expenses and disbursements			301,509.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,999,340.	2,708,338.	2,708,338.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	3,466.	2,681.	2,820.
	b Investments - corporate stock STMT 9	6,068,629.	6,068,629.	6,824,792.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment, basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment, basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)		1,429,297.	1,420,833.	652,468.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		11,500,732.	10,200,481.	10,188,418.
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 ▶ STATEMENT 11)	1,265.	298.		
23 Total liabilities (add lines 17 through 22)	1,265.	298.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	11,499,467.	10,200,183.		
30 Total net assets or fund balances	11,499,467.	10,200,183.		
31 Total liabilities and net assets/fund balances	11,500,732.	10,200,481.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,499,467.
2 Enter amount from Part I, line 27a	2	-1,299,284.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,200,183.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,200,183.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FNGL POOL #767861 6.5% 12/1/32	P	04/08/04	10/25/16
b CAPITAL GAINS DIVIDENDS			
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 746.		785.	-39.
b 25,249.			25,249.
c			
d			
e			

(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			-39.
b			25,249.
c			
d			
e			

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	25,210.
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	2,027,652.	13,651,110.	.148534
2014	795,550.	14,679,534.	.054194
2013	1,060,980.	14,521,809.	.073061
2012	1,084,230.	12,540,335.	.086459
2011	958,448.	8,344,488.	.114860

2 Total of line 1, column (d)	2	.477108
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	.095422
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	11,204,332.
5 Multiply line 4 by line 3	5	1,069,140.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,015.
7 Add lines 5 and 6	7	1,072,155.
8 Enter qualifying distributions from Part XII, line 4	8	1,580,440.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,015.
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	3,015.
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	3,015.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	46,898.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	46,898.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	43,883.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 43,883. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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?	X	
Website address ► N/A		
14 The books are in care of ► TRUST DEPARTMENT Telephone no. ► 806-378-8000		
Located at ► AMARILLO NATIONAL BANK; P.O. BOX 1; AMARILLO, TX ZIP+4 ► 79105-0001		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15 N/A	
16 At any time during calendar year 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?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	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?	1b	
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)):	1c	X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b	
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?	3b	
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?	4a	X
	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD C. WARE II	PRESIDENT			
P.O. BOX 1				
AMARILLO, TX 79105-0001	0.00	0.	0.	0.
PAT WARE	VICE PRESIDENT			
P.O. BOX 1				
AMARILLO, TX 79105-0001	0.00	0.	0.	0.
WILLIAM J WARE	SECRETARY AND TREASURER			
P.O. BOX 1				
AMARILLO, TX 79105-0001	0.00	0.	0.	0.

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

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

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

0

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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	6,601,530.
b	Average of monthly cash balances	1b	3,497,574.
c	Fair market value of all other assets	1c	1,275,852.
d	Total (add lines 1a, b, and c)	1d	11,374,956.
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	11,374,956.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	170,624.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,204,332.
6	Minimum investment return. Enter 5% of line 5	6	560,217.

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	560,217.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,015.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,015.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	557,202.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	557,202.
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	557,202.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,580,440.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,580,440.
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	3,015.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,577,425.

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.

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				557,202.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	556,248.			
b From 2012	471,710.			
c From 2013	376,960.			
d From 2014	74,070.			
e From 2015	1,353,292.			
f Total of lines 3a through e	2,832,280.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1,580,440.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				557,202.
e Remaining amount distributed out of corpus	1,023,238.			
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	3,855,518.			
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.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	556,248.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	3,299,270.			
10 Analysis of line 9:				
a Excess from 2012	471,710.			
b Excess from 2013	376,960.			
c Excess from 2014	74,070.			
d Excess from 2015	1,353,292.			
e Excess from 2016	1,023,238.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(5)

- [illegible]

1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:**

- b The form in which applications should be submitted and information and materials they should include:**

- c Any submission deadlines:

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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				
SEE ATTACHED SCHEDULE				1,580,440.
Total			▶ 3a	1,580,440.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

THE WARE FOUNDATION #75-2662421
CALENDAR YEAR 2015
SCHEDULE SUPPORTING FORM 990-PF

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
<u>PAGE 2, PART II, LINE 2, SAVINGS AND TEMPORARY CASH INVESTMENTS:</u>		
Cash	\$ 2,694,211	\$ 2,694,211
Invesco/Aim Prime	1,305,129	1,305,129
Total Savings and Temporary Cash Investments	<u>\$ 3,999,340</u>	<u>\$ 3,999,340</u>

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

FEDERAL AGENCIES:

FNGL POOL #767861 6 50% Due 12/1/32	\$ 3,466	\$ 3,661
Total Government Securities	<u>\$ 3,466</u>	<u>\$ 3,661</u>

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

Abbott Laboratories	\$ 75,232	\$ 89,371
Abbvie Inc Com	75,266	89,808
ADR Royal Dutch Shell PLC	75,173	46,202
Altria Group Inc Com	75,236	114,441
Anheuser Busch	75,149	87,000
Apple Computer	74,956	105,365
Boeing Company	75,164	86,031
Caterpillar Inc	75,247	49,611
Causeway International Value	70,337	61,132
Cisco Systems Inc	75,216	88,525
Conoco Phillips Com	75,214	48,744
Dow Chemical Common	75,197	79,640
Duke Realty Corp	75,321	92,068
Dupont Fabros Tech Inc	75,339	97,246
Eaton Corp PLC Com	75,221	52,977
Eli Lilly Company	75,174	105,325
Exxon Mobil Corp Com	75,138	59,788
Federated International Leaders	70,337	64,975
Federated Strategic Value-In	1,049,684	1,136,139
Freeport-McMoran Copper-B	75,243	15,090
General Electric co	75,324	90,335
General Mills, Inc	75,186	84,011
Illinois Tools Wks Inc	75,129	83,597
Intel Corp	75,281	96,253
International Business Machines	75,267	52,571
Ishares MSCI South Korea	100,136	86,475
Ishares MSCI Singapore	200,193	182,984
Kimco Realty Corp	75,261	89,514
Kohls Corp	75,234	64,015
Kraft Heinz Co Com	75,216	96,844
Linn Energy LLC	75,286	3,395
Maxim Integrated Products	75,170	87,894
MFC Spdr Gold Tr Gold Shs	200,208	123,274

THE WARE FOUNDATION #75-2662421
CALENDAR YEAR 2015
SCHEDULE SUPPORTING FORM 990-PF

	<u>BOOK</u> <u>VALUE</u>	<u>FAIR</u> <u>MARKET</u> <u>VALUE</u>
MFC Spdr S&P Midcap 400 ETF TR Unit Ser	3,136	5,081
Oneok Inc Com New	75,196	31,047
Pepsico Inc	75,233	89,328
Phillips 66	75,197	78,037
Potash Corp of Saskatchewan	75,233	37,270
Proctor & Gamble - Common	75,151	73,216
Regal Entertainment Group	75,349	75,084
S & P Depositary Receipt	1,000,437	1,230,152
Staples Inc	75,436	58,222
Starwood Property Trust	75,283	67,827
Transocean LTD Switz	75,238	22,754
United Parcel Service, Inc	75,076	74,097
Wal-Mart Stores, Inc.	75,260	59,522
Welltower Inc Com	75,209	82,044
Weyerhaeuser Co	75,257	79,207
Wisdomtree Dividend Ex-Fin Fund	365,200	494,210
Total Corporate Stocks	<u>\$ 6,068,629</u>	<u>\$ 6,267,738</u>
 Total Investments	 <u><u>\$ 6,072,095</u></u>	 <u><u>\$ 6,271,399</u></u>

THE WARE FOUNDATION

75-2662421

CALENDAR YEAR 2016

SCHEDULE SUPPORTING FORM 990-PF

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

	MONTH END MARKET VALUE	STOCKS AND BONDS MONTHLY AVERAGE	CASH MONTHLY AVERAGE	OIL & GAS LEASE AVERAGE
<u>MARKET VALUE OF ASSETS:</u>				
AT DECEMBER 31, 2015				
STOCKS & BONDS	\$ 6,271,399	\$	\$	\$
MINERAL PROPERTIES	1,902,088			1,902,088
CASH AND TEMPORARY INVEST	3,998,262			
AT JANUARY 31, 2016				
STOCKS & BONDS	6,057,718	6,164,559		
MINERAL PROPERTIES	1,902,088			
CASH AND TEMPORARY INVEST.	3,998,027		3,998,144	
AT FEBRUARY 28, 2016				
STOCKS & BONDS	6,103,128	6,080,423		
MINERAL PROPERTIES	1,902,088			
CASH AND TEMPORARY INVEST.	3,945,868		3,971,947	
AT MARCH 31, 2016				
STOCKS & BONDS	6,536,922	6,320,025		
MINERAL PROPERTIES	1,902,088			
CASH AND TEMPORARY INVEST.	3,935,669		3,940,768	
AT APRIL 30, 2016				
STOCKS & BONDS	6,548,853	6,542,888		
MINERAL PROPERTIES	1,902,088			
CASH AND TEMPORARY INVEST.	3,949,820		3,942,744	
AT MAY 31, 2016				
STOCKS & BONDS	6,570,008	6,559,430		
MINERAL PROPERTIES	1,902,088			
CASH AND TEMPORARY INVEST.	3,972,682		3,961,251	
AT JUNE 30, 2016				
STOCKS & BONDS	6,769,050	6,669,529		
MINERAL PROPERTIES	1,902,088			
CASH AND TEMPORARY INVEST	3,990,976		3,981,829	
AT JULY 31, 2016				
STOCKS & BONDS	6,954,961	6,862,006		
MINERAL PROPERTIES	649,615			
CASH AND TEMPORARY INVEST	2,984,450		3,487,713	

THE WARE FOUNDATION

75-2662421

CALENDAR YEAR 2016

SCHEDULE SUPPORTING FORM 990-PF

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

	MONTH END MARKET <u>VALUE</u>	STOCKS AND BONDS MONTHLY <u>AVERAGE</u>	CASH MONTHLY <u>AVERAGE</u>	OIL & GAS LEASE <u>AVERAGE</u>
AT AUGUST 31, 2016				
STOCKS & BONDS	6,856,289	6,905,625		
MINERAL PROPERTIES	649,615			
CASH AND TEMPORARY INVEST.	2,996,310		2,990,380	
AT SEPTEMBER 30, 2016				
STOCKS & BONDS	6,857,434	6,856,862		
MINERAL PROPERTIES	649,615			
CASH AND TEMPORARY INVEST	2,971,308		2,983,809	
AT OCTOBER 31, 2016				
STOCKS & BONDS	6,665,175	6,761,305		
MINERAL PROPERTIES	649,615			
CASH AND TEMPORARY INVEST	2,991,411		2,981,359	
AT NOVEMBER 30, 2016				
STOCKS & BONDS	6,749,317	6,707,246		
MINERAL PROPERTIES	649,615			
CASH AND TEMPORARY INVEST.	2,879,791		2,935,601	
AT DECEMBER 31, 2016				
STOCKS & BONDS	6,827,612	6,788,464		
MINERAL PROPERTIES	649,615			649,615
CASH AND TEMPORARY INVEST.	2,710,894		2,795,342	
		<u>\$ 79,218,363</u>	<u>\$ 41,970,889</u>	<u>\$ 2,551,703</u>
AVERAGES		<u>\$ 6,601,530</u>	<u>\$ 3,497,574</u>	<u>\$ 1,275,852</u>
AVERAGE FAIR MARKET VALUE ALL ASSETS		<u>\$ 11,374,956</u>		

THE WARE FOUNDATION
CALENDAR YEAR 2016
SCHEDULE SUPPORTING FORM 990-PF

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

SECTION 501(C)(3) ORGANIZATIONS

Advanced Medical Research Foundation	1101 Beaton St No 2W, Brookline, MA 02446	Operating grant	5,000 00
Amarillo Area Foundation	801 S Fillmore St., Amarillo, TX 79101	Operating grant	9,750 00
Amarillo Area Foundation	801 S Fillmore St., Amarillo, TX 79101	ACE scholarship fund	6,000 00
Amarillo College Foundation	P O Box 447, Amarillo, TX 79178	ANB Adult Scholarship Fund	25,000 00
Another Chance House	209 S Jackson St, Amarillo, TX 79101	Operating grant	10,000 00
Baptist Community Services	701 Park Place Ave, Amarillo, TX 79101	Ware Center	25,000 00
Buckner Children and Family Services, Inc	700 N Pearl St., Suite 1200, Dallas TX 75201	Buckner Family Pathways	10,000 00
The Children's Home	3400 South Bowie Street, Amarillo, TX 79109	Operating grant	2,000 00
City Church	205 S Polk Street, Amarillo, TX 79101	Operating grant	5,000 00
Faith City Mission	401 S E. 2nd, Amarillo, TX 79101	Operating grant	10,000 00
Franciscan Sisters of Mary Emaculate	4301 NE 18th Ave, Amarillo, TX 79107	Repairs at the convent	1,000 00
Globe-News Center for the Performing Arts	P O Box 9258, Amarillo, Texas 79105	Window on a Wider World educational program	1,000 00
Hands on Amarillo	P O Box 2783, Amarillo, TX 79105	Operating grant	10,000 00
High Plains Food Bank	815 Ross St., Amarillo, TX 79102	Operating grant	8,000 00
Kids Inc. of Amarillo, TX	2201 E. 27th, Amarillo, TX 79103	Capital drive - Panhandle Sports Hall of Fame	20,000 00
Kids Inc. of Amarillo, TX	2201 E. 27th, Amarillo, TX 79103	New marquee signage	24,990 00
Maverick Boys & Girls Club	1923 S Lincoln, Amarillo, TX 79109	Operating grant	20,000 00
Moss Lane Club	3512 Moss Lane, Amarillo, TX 79109	Operating grant	5,000 00
Polk Street United Methodist Church	1401 S Polk, Amarillo, TX 79101	Operating grant	30,000 00
Saint Andrew's Episcopal School	1515 S Georgia, Amarillo, TX 79102	Capital campaign	75,000 00
Saint Francis Xavier Church	115 N 1st St, Clayton, NM 88415	Capital campaign	1,000 00
Salvation Army	1211 SE 27th Ave, Amarillo, TX	Operating grant	10,000 00
Southern Methodist University	P O Box 750261, Dallas, TX 75275	Capital pledge - Ware Commons	500,000 00
Southern Methodist University	P O Box 750261, Dallas, TX 75275	Miller Campus Center in Taos	10,000 00
Square Mile Community Development	PO BOX 7926 Amarillo, TX 79114	Operating grant	25,000 00
Turn Center	1250 Wallace Blvd, Amarillo, TX 79106	Therapy pool at medical center	25,000 00
United Way of Amarillo & Canyon	2207 Line Avenue, Amarillo, TX 79106	Operating grant	135,000 00
Wesley Community Center	1615 S Roberts, Amarillo, TX 79102	Operating grant	5,000 00

THE WARE FOUNDATION
CALENDAR YEAR 2016
SCHEDULE SUPPORTING FORM 990-PF

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

West Texas A&M University	2501 4th Ave, Canyon, TX 79016	Amarillo Campus	500,000.00
Matching contributions to 501(c)(3) organiza	Various, primarily in or near Amarillo, TX	Matching qualified donations by others	66,500.00
Various		Memorials or similar, 1 @ \$100 or less	200.00

Total grants for calendar year 2016

Relationship between recipients and managers or contributors:

All contribution recipients are qualified 501 (c)(3) charitable entities or governmental organizations
There were no relationships between recipients and any foundation manager or substantial contributor

Foundation status of recipients:

All of the recipients are qualified public charities or governmental entities None of the recipients are private foundations

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMARILLO NATIONAL BANK MONEY MARKET #739693	8,327.	8,327.	
MONEY MARKET--INVESCO PREMIER US GOVT MONEY	191.	191.	
MONEY MARKET--INVESCO/AIM PRIME	2,387.	2,387.	
TOTAL TO PART I, LINE 3	10,905.	10,905.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABBOTT LABORATORIES	2,070.	0.	2,070.	2,070.	
ABBVIE INC COM	3,456.	0.	3,456.	3,456.	
ADR ROYAL DUTCH SHELL PLC	2,692.	0.	2,692.	2,692.	
ALTRIA GROUP INC COM	4,532.	0.	4,532.	4,532.	
ANHEUSER BUSCH	1,895.	0.	1,895.	1,895.	
APPLE COMPUTER INC.	2,232.	0.	2,232.	2,232.	
BOEING COMPANY	2,594.	0.	2,594.	2,594.	
CATERPILLAR INC CAUSEWAY INTERNATIONAL VALUE	718.	0.	718.	718.	
CISCO SYSTEMS INC	3,227.	0.	3,227.	3,227.	
CONOCOPHILLIPS COM	1,044.	0.	1,044.	1,044.	
DOW CHEMICAL	2,846.	0.	2,846.	2,846.	
DUKE REALTY CORP	3,197.	0.	3,197.	3,197.	
DUPONT FABROS TECH INC	5,751.	0.	5,751.	5,751.	
EATON CORP PLC COM	1,857.	0.	1,857.	1,857.	
ELI LILLY COMPANY	2,550.	0.	2,550.	2,550.	
EXXON MOBIL CORP COM	2,286.	0.	2,286.	2,286.	
FEDERATED INTERNATIONAL LEADERS	1,512.	0.	1,512.	1,512.	

FEDERATED				
STRATEGIC VALUE-IN	62,353.	25,249.	37,104.	37,104.
FNGL POOL 767861				
6.50% DUE 12/1/32	190.	0.	190.	190.
GENERAL ELECTRIC				
CO	2,668.	0.	2,668.	2,668.
GENERAL MILLS	2,710.	0.	2,710.	2,710.
ILLINOIS TOOLS WKS				
INC	2,075.	0.	2,075.	2,075.
INTEL CORP	2,906.	0.	2,906.	2,906.
INTERNATIONAL				
BUSINESS MACHINES	2,101.	0.	2,101.	2,101.
ISHARES MSCI				
SINGAPORE	1,138.	0.	1,138.	1,138.
ISHARES MSCI SOUTH				
KOREA	1,124.	0.	1,124.	1,124.
KIMCO REALTY CORP	3,451.	0.	3,451.	3,451.
KOHL'S CORP	2,688.	0.	2,688.	2,688.
KRAFT HEINZ CO COM	3,893.	0.	3,893.	3,893.
MAXIM INTEGRATED				
PRODUCTS	2,914.	0.	2,914.	2,914.
MFC ISHARES INC				
MSCI SINGAPORE ETF				
NEW	5,894.	0.	5,894.	5,894.
MFC SPDR S & P				
MIDCAP 400	76.	0.	76.	76.
ONEOK IN COM NEW	3,097.	0.	3,097.	3,097.
PEPSICO INC	2,602.	0.	2,602.	2,602.
PHILLIPS 66	2,337.	0.	2,337.	2,337.
POTASH CORP OF				
SASKATCHEWAN	2,134.	0.	2,134.	2,134.
PROCTOR &				
GAMBLE-COMMON	2,463.	0.	2,463.	2,463.
REGAL				
ENTERTAINMENT				
GROUP	3,502.	0.	3,502.	3,502.
S&P DEPOSITARY				
RECEIPT	26,680.	0.	26,680.	26,680.
STAPLES INC	2,951.	0.	2,951.	2,951.
STARWOOD PROPERTY				
TRUST	6,334.	0.	6,334.	6,334.
UNITED PARCEL				
SERVICE, INC	2,402.	0.	2,402.	2,402.
WAL-MART STORES,				
INC	1,932.	0.	1,932.	1,932.
WELLTOWER INC COM	4,149.	0.	4,149.	4,149.
WEYERHAEUSER CO	3,276.	0.	3,276.	3,276.
WISDOMTREE DVD				
EX-FIN FUND	18,087.	0.	18,087.	18,087.
TO PART I, LINE 4	224,835.	25,249.	199,586.	199,586.

FORM 990-PF	OTHER INCOME	STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	74,200.	74,200.	
TOTAL TO FORM 990-PF, PART I, LINE 11	74,200.	74,200.	

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

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GROSS PRODUCTION TAXES	5,565.	5,565.		0.
PROPERTY TAXES PAID	2,827.	2,827.		0.
TO FORM 990-PF, PG 1, LN 18	8,392.	8,392.		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	
GRANT TO OTHER PRIVATE GRANTMAKING FOUNDATION	9,218.	0.			0.
TO FORM 990-PF, PG 1, LN 23	9,218.	0.			0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT SECURITIES	X		2,681.	2,820.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,681.	2,820.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,681.	2,820.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	6,068,629.	6,824,792.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,068,629.	6,824,792.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OIL AND GAS INTERESTS	1,429,110.	1,417,980.	649,615.
ACCRUED INTEREST & DIVIDENDS	187.	2,853.	2,853.
TO FORM 990-PF, PART II, LINE 15	1,429,297.	1,420,833.	652,468.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
OIL & GAS ROYALTIES PAYABLE	1,265.	298.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,265.	298.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

RICHARD C. WARE II
PAT WARE
WILLIAM J WARE