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EXTENDED TO NOVEMBER 15, 2018

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

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

Department of the Treasury
Internal Revenue Service

- ▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation WARREN CHARITABLE FOUNDATION		A Employer identification number 30-0490635
Number and street (or P O box number if mail is not delivered to street address) 808 W. WALL STREET	Room/suite	B Telephone number 432-683-9093
City or town, state or province, country, and ZIP or foreign postal code MIDLAND, TX 79701		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 58,998,303.	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		1,000,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		6,148.	6,148.		STATEMENT 1
4 Dividends and interest from securities		1,121,544.	1,121,544.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		946,940.			
b Gross sales price for all assets on line 6a	4,451,331.				
7 Capital gain net income (from Part IV, line 2)			946,940.		
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		746,168.	70,346.	0.	STATEMENT 3
12 Total. Add lines 1 through 11		3,820,800.	2,144,978.	0.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		9,130.	9,130.	0.	0.
c Other professional fees					
17 Interest					
18 Taxes	STMT 5	22,587.	22,587.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		3,036.	3,036.	0.	0.
22 Printing and publications					
23 Other expenses	STMT 6	21,258.	21,258.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		56,011.	56,011.	0.	0.
25 Contributions, gifts, grants paid		2,804,964.			2,804,964.
26 Total expenses and disbursements. Add lines 24 and 25		2,860,975.	56,011.	0.	2,804,964.
27 Subtract line 26 from line 12:		959,825.			
a Excess of revenue over expenses and disbursements			2,088,967.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				0.	

723501 01-03-16 LHA For Paperwork Reduction Act Notice, see instructions.

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2017.06020 WARREN CHARITABLE FOUNDAT 20086041

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	2,113,952.	361,249.	361,249.	
	2 Savings and temporary cash investments	10,096.	10,119.	10,119.	
	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		22,000.	22,000.	
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	Assets	11 Investments - land, buildings, and equipment basis ▶ 307,000.			
Less: accumulated depreciation ▶		307,000.	307,000.	307,000.	
12 Investments - mortgage loans					
13 Investments - other STMT 9		47,446,970.	57,193,101.	57,269,327.	
14 Land, buildings, and equipment: basis ▶ 28,608.					
Less: accumulated depreciation ▶		28,608.	28,608.	28,608.	
15 Other assets (describe ▶ STATEMENT 10)		7,177,790.	1,000,000.	1,000,000.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		57,084,416.	58,922,077.	58,998,303.	
Liabilities		17 Accounts payable and accrued expenses			
		18 Grants payable			
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ OTHER LIABILITIES)	0.	262.		
	23 Total liabilities (add lines 17 through 22)	0.	262.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.				
	24 Unrestricted	57,084,416.	58,921,815.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances	57,084,416.	58,921,815.		
	31 Total liabilities and net assets/fund balances	57,084,416.	58,922,077.		

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	57,084,416.
2 Enter amount from Part I, line 27a	2	959,825.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	906,954.
4 Add lines 1, 2, and 3	4	58,951,195.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	29,380.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	58,921,815.

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

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 4,451,331.		3,504,391.	946,940.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			946,940.

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	946,940.
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 doesn't 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))
2016	2,163,914.	56,627,116.	.038213
2015	420,999.	44,536,505.	.009453
2014	135,781.	7,874,485.	.017243
2013	244,764.	4,849,795.	.050469
2012	105,330.	2,665,555.	.039515

2 Total of line 1, column (d)	2	.154893
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.030979
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	59,854,839.
5 Multiply line 4 by line 3	5	1,854,243.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,890.
7 Add lines 5 and 6	7	1,875,133.
8 Enter qualifying distributions from Part XII, line 4	8	2,804,964.

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.

WARREN CHARITABLE FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ACCO BRANDS CORP			
b	BASIC ENERGY SERVICE			
c	BUCKEYE PARTNERS			
d	CLAYTON WILLIAMS CALL			
e	COLONY NORTHSTAR INC			
f	COMMERCIAL VEHI CALL			
g	CONCHO RESOURCES			
h	CONE MIDSTREAM			
i	DANA INC CALL			
j	ENBRIDGE INC			
k	ENERGY TRANSFER PTRS			
l	ENTERPRISE PRODUCTS			
m	FIFTH STREET FINANCE			
n	GOODRICH PETE CORP			
o	HILTON WORLDWIDE			

(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	21,000.	21,245.	-245.
b	16,630.	17,025.	-395.
c	479,366.	424,462.	54,904.
d	100,000.	95,613.	4,387.
e	6.	5.	1.
f	43,000.	43,815.	-815.
g	87,463.	85,957.	1,506.
h	266,766.	147,940.	118,826.
i	51,344.	50,457.	887.
j	30.	28.	2.
k	190,682.	175,244.	15,438.
l	431,974.	339,509.	92,465.
m	5,381.	5,171.	210.
n	91.	10,505.	-10,414.
o	30,844.	30,998.	-154.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-245.
b			-395.
c			54,904.
d			4,387.
e			1.
f			-815.
g			1,506.
h			118,826.
i			887.
j			2.
k			15,438.
l			92,465.
m			210.
n			-10,414.
o			-154.

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

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

WARREN CHARITABLE FOUNDATION

 CONTINUATION FOR 990-PF, PART IV
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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	KOPPERS INC			
b	LINN ENERGY INC			
c	MAGELLAN MIDSTREAM			
d	MICRON TECHNOLO CALL			
e	MPLX LP			
f	NAVISTAR INTL CO CALL			
g	NEUSTAR INC CALL			
h	ONEOK INC CALL			
i	OPPENHEIMER HLDG			
j	PENN VIRGINIA			
k	PLAINS ALL AMERICAN			
l	POST HOLDINGS			
m	POWERSHARES SENIOR LOAN			
n	TC PIPELINES			
o	TENET HEALTHCARE			

	(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	25,328.		25,800.	-472.
b	6,085.		19,754.	-13,669.
c	474,101.		393,568.	80,533.
d	52,203.		49,597.	2,606.
e	360,145.		263,978.	96,167.
f	50,000.		49,267.	733.
g	25,815.		22,505.	3,310.
h	10,000.		9,535.	465.
i	50,000.		52,270.	-2,270.
j	157.			157.
k	248,926.		155,973.	92,953.
l	31,106.		30,818.	288.
m	83,326.		83,326.	0.
n	386,086.		254,003.	132,083.
o	25,333.		26,128.	-795.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-472.
b			-13,669.
c			80,533.
d			2,606.
e			96,167.
f			733.
g			3,310.
h			465.
i			-2,270.
j			157.
k			92,953.
l			288.
m			0.
n			132,083.
o			-795.

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

WARREN CHARITABLE FOUNDATION

 CONTINUATION FOR 990-PF, PART IV
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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	TEREX CORP			
b	TESORO LOGISTICS			
c	TITAN INTL INC CALL			
d	TRANSMONTAIGNE			
e	VIASAT INC CALL			
f	WHITEWAVE FOODS CALL			
g	WSTN GAS PARTNERS			
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	56,306.	56,776.	-470.
b	166,140.	117,105.	49,035.
c	98,266.	87,513.	10,753.
d	157,874.	105,395.	52,479.
e	32,550.	34,184.	-1,634.
f	31,103.	26,888.	4,215.
g	355,904.	192,034.	163,870.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-470.
b			49,035.
c			10,753.
d			52,479.
e			-1,634.
f			4,215.
g			163,870.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	946,940.
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 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 ☐ 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 ☒ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments-

a 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d **TAX PAID W/ O.R.**8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be **Credited to 2018 estimated tax** ☒Refunded ☒**Part VII-A Statements Regarding Activities**

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.

c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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*

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?

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

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☒**TX**b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation

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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

STMT 11

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.WARRENGIVING.ORG</u>	X	
14 The books are in care of ► <u>KEVIN PETTY</u> Telephone no. ► <u>432-685-3666</u> Located at ► <u>808 W. WALL STREET, MIDLAND, TX</u> ZIP+4 ► <u>79701</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here		N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)). a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ► <u>2016</u> , <u>2015</u> , _____ 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.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____ , _____ , _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2017 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 2017.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2017?		X

Form 990-PF (2017)

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
Organizations relying on a current notice regarding disaster assistance, check here

N/A

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

N/A

☐ Yes ☐ No

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

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

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

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, and foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

Total number of others receiving over \$50,000 for professional services

Part IX-A	Summary of Direct Charitable Activities
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List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

Form **990-PF** (2017)

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	16,714,879.
b	Average of monthly cash balances	1b	2,927,035.
c	Fair market value of all other assets	1c	41,124,420.
d	Total (add lines 1a, b, and c)	1d	60,766,334.
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	60,766,334.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	911,495.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,854,839.
6	Minimum investment return. Enter 5% of line 5	6	2,992,742.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,992,742.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	20,890.
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,890.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,971,852.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,971,852.
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	2,971,852.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,804,964.
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	2,804,964.
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	20,890.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,784,074.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,971,852.
2 Undistributed income, if any, as of the end of 2017			2,815,173.	
a Enter amount for 2016 only				
b Total for prior years:		1,955.		
2015 , ,				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 2,804,964.			2,804,964.	
a Applied to 2016, but not more than line 2a				
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 2017 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (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		1,955.		
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		1,955.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			10,209.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				2,971,852.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ABILINE CHRISTIAN UNIVERSITY C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
AGAPE COUNSELING SERVICES WT 2817 JOHN BEN SHEPPERD PKWY ODESSA, TX 79761	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000.
ANDREW MCHONOUGH B POSITIVE FOUNDATION 101 ROCKLAND CIR WILMINGTON, DE 19803	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
APHASIA CENTER OF WEST TEXAS 5214 THOMASON DR MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	16,700.
BAYLOR STUDENT MISSION FUND ONE BEAR PLACE #97013 WACO, TX 76798	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
Total			SEE CONTINUATION SHEET(S)	3a 2,804,964.
b Approved for future payment				
NONE				
Total			3b	0.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIG BROTHERS BIG SISTERS 714 W LOUISIANA AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
BOYS AND GIRLS CLUB 110 E NEW JERSEY AVE MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	20,000.
BUCKNER FAMILY PLACE 700 NORTH PEARL STREET STE 1200 DALLAS, TX 75201	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	26,200.
BUFFALO TRAIL COUNCIL BSA 1101 W TEXAS AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
BYNUM SCHOOL PO BOX 80175 MIDLAND, TX 79708	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	530,200.
CASA DE AMIGOS 1101 GARDEN LANE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000.
CASA OF WEST TEXAS 1611 W TEXAS AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
CENTERS FOR CHILDREN AND FAMILI 1004 N BIG SPRING ST STE 325 MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	20,250.
CHILD ADVOCATES SAN ANTONIO 406 SAN PEDRO AVE SAN ANTONIO, TX 78212	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,500.
COMMUNITIES IN SCHOOLS 1341 W. MOCKINGBIRD LANE STE 1000E DALLAS, TX 75247	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	40,000.
Total from continuation sheets				2,769,264.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY CHILDREN'S CLINIC 1101 E FRONT ST MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	12,500.
CRISIS CENTER (ODESSA) 910 S GRANT AVE #B ODESSA, TX 79763	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000.
ELLEN NOEL ART MUSEUM 4909 E UNIVERSITY BLVD MIDLAND, TX 79762	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
FAMILY LEGACY MISSIONS INT'L 5005 W ROYAL LANE STE 252 IRVING, TX 75063	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	3,024.
FAMILY PROMISE 3500 NORTH A STE 1400 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
FELLOWSHIP CHRISTIAN ATHLETE 8701 LEEDS ROAD KANSAS CITY, MO 64129	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000.
FIRST PRESBYTERIAN CHURCH 800 W TEXAS MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	67,000.
FIRST UNITED METHODIST CHURCH 415 N LEE AVE ODESSA, TX 79762	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,000.
GOLF COURSE RD CHURCH OF CHRIST 3500 W GOLF COURSE RD MIDLAND, TX 79764	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,500.
GRACE REFUGE OUTREACH WORLDWIDE C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	3,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREEN BERET FOUNDATION 14402 BLANCO ROAD STE 101 SAN ANTONIO, TX 78216	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
GREENWOOD H S PROJECT GRAD 2018 C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,500.
GREENWOOD ISD 2700 FM 1379 MIDLAND, TX 79706	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,500.
HALO HOUSE 4010 BLUE BONNET BLVD #209 HOUSTON, TX 77025	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	50,000.
HARMONY HOME CHILDREN'S ADVOCATE 910 S GRANT AVE MIDLAND, TX 79761	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000.
HILLCREST SCHOOL 2800 N A ST MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	7,049.
HISPANIC CENTER OF MIDLAND 1311 E WADLEY AVE MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
HOSPICE OF MIDLAND 911 W TEXAS AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
INTERNATIONAL JUSTICE MISSION C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	6,000.
IRLEN SYNDROME FOUNDATION C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KALEIDOSCOPE MINISTRIES 502 E NOBLES AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000.
KSBJ RADIO C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
KWO MINISTRIES 3500 W GOLF COURSE RD MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
LAKE COLEMAN VFW 501 THOMPSON DR LAKE DALLAS, TX 75065	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	19,500.
MANOR PARK 2208 N LOOP 250 W MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	100,000.
MARC - SPECTRUM OF SOLUTIONS 2701 NORTH A STREET MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	20,000.
MD ANDERSON CANCER CENTER C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,100.
MIDLAND CHILDREN'S REHAB CENTER 802 VENTURA AVE MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	105,000.
MIDLAND CHRISTIAN SCHOOL 2001 CULVER DRIVE MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,000.
MIDLAND COLLEGE FOUNDATION 3600 N GARFIELD MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIDLAND COMMUNITY THEATRE 2000 W WADLEY AVE MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
MIDLAND FAIR HAVENS 2400 WHITMIRE BLVD #100 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	27,696.
MIDLAND HABITAT FOR HUMANITY 305 E TEXAS AVE MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	3,000.
MIDLAND JUNIOR BASEBALL C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	17,000.
MIDLAND MEMORIAL FOUNDATION 2200 W ILLINOIS AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	122,079.
MIDLAND MEMORIAL HOSPITAL 400 ROSALIND REDFERN GROVER PKWY MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	12,500.
MIDLAND SHARED SPACES VIA UW 3500 N A ST STE 1100 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	35,350.
MIDLAND SOUP KITCHEN MINISTRY 1401 ORCHARD LN MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,000.
MIDLAND TENNIS CENTER C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	50,000.
MIDLAND-ODESSA SYMPHONY 7 CHORAL C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIO FRONTIER PO BOX 60670 PHOENIX, AZ 85082	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,000.
MISD EDUCATION FOUNDATION C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	65,949.
MISSION MESSIAH 1213 W 2ND ST ODESSA, TX 79763	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
OTHER MISC CONTRIBUTIONS < 1K C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	25,667.
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	2,500.
PARTNERS RELIEF & DEVELOPMENT C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	20,000.
PB REHABILITATION CENTER 620 N ALLEGHANAY AVE ODESSA, TX 79762	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	20,000.
PERMIAN BASIN HONOR FLIGHT C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000.
READING IS FUNDAMENTAL C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RECORDING LIBRARY OF WEST TEXAS 3500 N A ST #2800 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000.
ROCK THE DESERT 200 FARM TO MARKET 1788 MIDLAND, TX 79711	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000.
SAFE PLACE C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,500.
SALVATION ARMY 3500 PARK LN MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	451,200.
SAMARITAN COUNCELING CENTER 10008 PILOT AVE MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000.
SENIOR LINK MIDLAND PO BOX 80519 MIDLAND, TX 79708	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000.
SIBLEY NATURE CENTER 1307 E WADLEY AVE MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000.
SPECIAL OLYMPICS 400 S ZANG BLVD DALLAS, TX 75208	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,000.
SPRINGBOARD CENTER 200 CORPORATE DR MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	425,000.
ST ANDREWS PRESBYTERIAN MISSION 1708 N FORT WORTH ST MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEEN CHALLENGE OF THE PB PO BOX 251 MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000.
TEEN FLOW PO BOX 733 MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	20,000.
TEXAS CHILDREN'S HOSPITAL 18200 KATY FWY HOUSTON, TX 77001	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
THE WAY RETREAT CENTER 4014 N COUNTY RD 1160 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	50,000.
UNITED WAY OF MIDLAND 1209 W WALL ST MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000.
UNLOCK MINISTRIES 3310 W WADLEY AVE MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,100.
UT AUSTIN LONGHORN FDN C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,500.
UT AUSTIN SCHOOL OF NURSING C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000.
VETPAW C/O WCF 808 W. WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,500.
WATCH & PRAY INT'L MINISTRY 4810 W LOOP 250 NORTH MIDLAND, TX 79707	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	12,500.
Total from continuation sheets				

30-0490635

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XVII	Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations
------------------	--

- | | | Yes | No |
|----------|---|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| | c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| | d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes ☒ No ☐
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below? See instr

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

MARC YOUNG

11/12/19

P01579061

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

Firm's EIN ▶	75-0786316
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Firm's address ► 400 W. ILLINOIS AVE
MIDLAND, TX 79701

Phone no **432-683-5226**

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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

WARREN CHARITABLE FOUNDATION

Employer identification number

30-0490635

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

WARREN CHARITABLE FOUNDATION

30-0490635

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	W. STIRLING WARREN & ANNE M. WARREN 909 HARVARD AVE MIDLAND, TX 79701	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	WARREN VENTURES LTD 808 WEST WALL MIDLAND, TX 79701	\$ 800,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

WARREN CHARITABLE FOUNDATION**30-0490635****Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization	Employer identification number
WARREN CHARITABLE FOUNDATION	30-0490635

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

Use duplicate copies of Part III if additional space is needed

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST & DIVIDENDS	6,148.	6,148.	6,148.
TOTAL TO PART I, LINE 3	6,148.	6,148.	6,148.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
C SCHWAB	603,872.	0.	603,872.	603,872.	603,872.
OTHER INTEREST	517,672.	0.	517,672.	517,672.	517,672.
TO PART I, LINE 4	1,121,544.	0.	1,121,544.	1,121,544.	1,121,544.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
O&G RI INCOME	60,712.	60,712.	0.
OTHER	9,634.	9,634.	0.
APPALACHIAN BASIN MINERALS LP	7,371.	0.	0.
AVESTA MULTIFAMILY PARTNERS II LP	-43,600.	0.	0.
BASIN ACQUISITION FUND LP	136,093.	0.	0.
BASIN CO INVESTMENT II LP	-98,402.	0.	0.
BOOT CREEK ROYALTY LTD	-3,266.	0.	0.
BUCKEYE PARTNERS	-6,697.	0.	0.
CCP BOXX INVESTMENT TECH LLC	22,162.	0.	0.
CCP SCANDATA INVESTMENTS	2,391.	0.	0.
CLI CAPITAL	433,500.	0.	0.
CONE MIDSTREAM	1,772.	0.	0.
CORO ARBOR INVESTOR LLC	-1,491.	0.	0.
CORO MIDTOWN INVESTOR LLC	-12,422.	0.	0.
CORO PARKVIEW INVESTOR LLC	1,305.	0.	0.
CPI PRODUCTS HOLDINGS LLC	-1,431.	0.	0.
DESERT PARTNERS V LP	562,883.	0.	0.
DESERT PARTNERS IV LP	994.	0.	0.
ENERGY TRANSFER PARTNERS	1,738.	0.	0.
ENTERPRISE PRODUCTS PTRS	-10,318.	0.	0.
FALLCO INVESTMENT LLC	15,511.	0.	0.
FLATLAND MINERAL FUND LP	11,690.	0.	0.
FLATLAND SIDECAR LLC	5,639.	0.	0.
GATEWAY ROYALTY II LLC	-4,927.	0.	0.

WARREN CHARITABLE FOUNDATION

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GATEWAY ROYALTY LLC	2,014.	0.	0.
GATEWAY ROYALTY III LLC	10,008.	0.	0.
GATEWAY ROYALTY IV LLC	-65.	0.	0.
GREENWAY DTC LP	23,484.	0.	0.
HUMPTY DUMPTY TSM LTD	-12,358.	0.	0.
LONE STAR BANC SHARES	36,190.	0.	0.
LONG VIEW EQUITY PARTNERS III	16,496.	0.	0.
MAC CAMPBELL GLEN INVESTORS LP	19,123.	0.	0.
MAC CONCORD CENTER	-235,786.	0.	0.
MAC CONSOLIDATED CENTER	20,346.	0.	0.
MAC CORPORATE CENTER INVESTORS	10,737.	0.	0.
MAC PEACHTREE CORNERS INVESTORS	10,835.	0.	0.
MAC ROYAL RIDGE INVESTORS LP	48,604.	0.	0.
MUSCLE SHOALS COMMON LLC	-7,677.	0.	0.
MAGELLAN MIDSTREAM PTRS	-8,266.	0.	0.
MPLX LP	-14,653.	0.	0.
ORLANDO 05 15 LLC	-10,403.	0.	0.
ORLANDO 06 16 LLC	-88,184.	0.	0.
PENNYBACKER III LP	279,210.	0.	0.
PENNYBACKER IV, LP	-9,510.	0.	0.
PETRO WASTE ENVIRONMENTAL LLC	-12,248.	0.	0.
PLAINS ALL AMERICAN	-6,515.	0.	0.
PYOTE WATER SYSTEMS II LLC	-114,678.	0.	0.
PYOTE WATER SYSTEMS III LLC	-13,657.	0.	0.
PYOTE WATER SYSTEMS IV LLC	-18,413.	0.	0.
RESOURCE ACQUISITION LLC	-154,760.	0.	0.
SEALY STRATEGIC EQUITY PARTNERS	-79.	0.	0.
SI 4343 INVESTOR LP CL A	-27,797.	0.	0.
SI 4343 INVESTOR LP CL B	-111,189.	0.	0.
SI AMARILLO MEMORY LP CL A	-8,657.	0.	0.
SI AMARILLO MEMORY LP CL B	-34,627.	0.	0.
SI BROOKHOLLOW INDUSTRIAL CL A	-9,757.	0.	0.
SI BROOKHOLLOW INDUSTRIAL CL B	-39,026.	0.	0.
SI CASTLE HILLS RETAIL CL A	1,008.	0.	0.
SI CASTLE HILLS RETAIL CL B	4,033.	0.	0.
SI CHINO INVESTOR LP CL A	-5,043.	0.	0.
SI CHINO INVESTOR LP CL B	-20,172.	0.	0.
SI CINCO RANCH MEMORY LLC	-47.	0.	0.
SI COLONY HOTEL INVESTOR LLC	-56,487.	0.	0.
SI CV INVESTOR LLC	-828.	0.	0.
SI DD INVESTOR LLC	-43,354.	0.	0.
SI DHO INDUSTRIAL LP CL A	-60,461.	0.	0.
SI DHO INDUSTRIAL LP CL B	-241,840.	0.	0.
SI EC RETAIL LLC CL A	1,922.	0.	0.
SI EC RETAIL LLC CL B	7,690.	0.	0.
SI EMPIRE INVESTOR LP CL A	-276.	0.	0.
SI EMPIRE INVESTOR LP CL B	-1,106.	0.	0.
SI FB RETAIL LLC	-6,177.	0.	0.
SI FITZHUGH INVESTOR LP CL A	1,591.	0.	0.
SI FITZHUGH INVESTOR LP CL B	6,364.	0.	0.
SI HOTEL FUND I INVESTOR CL A	-7,533.	0.	0.
SI HOTEL FUND I INVESTOR CL B	-30,130.	0.	0.
SI JEFFERSON HOUSE MEMORY LP	-3,278.	0.	0.
SI KIRKLAND INVESTOR LLC	223,369.	0.	0.
SI MB INVESTOR LLC	-3,171.	0.	0.
SI MODESTO MEMORY LP CL A	-28,246.	0.	0.
SI MODESTO MEMORY LP CL B	-112,987.	0.	0.
SI MODESTO IL LP CL A	-3,739.	0.	0.

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SI MODESTO IL LP CL B	-14,955.	0.	0.
SI RC INVESTOR LP CL A	-1,166.	0.	0.
SI RC INVESTOR LP CL B	-4,662.	0.	0.
SI SA INDUSTRIAL INVESTOR CL A	5,752.	0.	0.
SI SA INDUSTRIAL INVESTOR CL B	23,007.	0.	0.
SI TOWNE LAKE MEMORY LLC	16,981.	0.	0.
SI TRUCK CENTER INVESTOR CL A	-6,326.	0.	0.
SI TRUCK CENTER INVESTOR CL B	-25,302.	0.	0.
SI WAX RETAIL LP CL A	74,867.	0.	0.
SI WAX RETAIL LP CL B	299,464.	0.	0.
SI WHEELING MEMORY LLC	-635.	0.	0.
SPRINGTOWN VMU LTD	-705.	0.	0.
SPUR CREEK ROYALTY LTD	-34,078.	0.	0.
STAGG 2701 LTD	30,696.	0.	0.
STAGG 901 LTD	95,335.	0.	0.
STAGG INVESTMENT II LTD	95,263.	0.	0.
STAGG INVESTMENT III LTD	191,441.	0.	0.
STAGG INVESTMENT IV LTD	263.	0.	0.
SUNOCO LOGISTICS PARTNERS	11,015.	0.	0.
TC PIPELINES	-9,619.	0.	0.
ANDEAVOR FKA TESSORO	-5,815.	0.	0.
TRANSMONTAIGNE PARTNERS	-7,293.	0.	0.
VELOCIS FUND CAMELBACK LP	-39,676.	0.	0.
VELOCIS FAIRVIEW LP	-11,080.	0.	0.
VELOCIS FUND II QP LP	-56,897.	0.	0.
VELOCIS LOUDOUN LP	-63,049.	0.	0.
VELOCIS PARK ONE LP	-80,985.	0.	0.
WESTERN GAS PARTNERS	13,642.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	746,168.	70,346.	0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,130.	9,130.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	9,130.	9,130.	0.	0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	5,723.	5,723.	0.	0.
ADVALOREM TAXES	2,019.	2,019.	0.	0.
O&G RI TAXES	14,533.	14,533.	0.	0.
INTEREST EXPENSE	312.	312.	0.	0.
TO FORM 990-PF, PG 1, LN 18	22,587.	22,587.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	18,760.	18,760.	0.	0.
SOFTWARE & COMPUTER EXPENSES	1,555.	1,555.	0.	0.
DUES & SUBSCRIPTIONS	900.	900.	0.	0.
FILING FEES & MISCELLANEOUS	43.	43.	0.	0.
TO FORM 990-PF, PG 1, LN 23	21,258.	21,258.	0.	0.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 7

DESCRIPTION	AMOUNT
NET PRIOR PERIOD CAPITAL ADJUSTMENTS FROM PASS-THROUGH ENTITIES	12,390.
NET CONTRIBUTIONS/DISTRIBUTIONS FROM PASS-THROUGH ENTITIES	57,273.
UNREALIZED GAIN	837,291.
TOTAL TO FORM 990-PF, PART III, LINE 3	906,954.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
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DESCRIPTION	AMOUNT
NET BOOK/TAX ADJUSTMENTS FROM PASS-THROUGH ENTITIES	10,353.
2016 EXCISE & STATE W/H TAX	19,027.
TOTAL TO FORM 990-PF, PART III, LINE 5	29,380.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	57,193,101.	57,269,327.
TOTAL TO FORM 990-PF, PART II, LINE 13		57,193,101.	57,269,327.

FORM 990-PF	OTHER ASSETS	STATEMENT 10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MISC RECEIVABLES	25,040.	0.	0.
NOTES RECEIVABLE	7,152,750.	1,000,000.	1,000,000.
TO FORM 990-PF, PART II, LINE 15	7,177,790.	1,000,000.	1,000,000.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 11
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NAME OF CONTRIBUTOR	ADDRESS
W. STIRLING & ANNE M. WARREN	909 HARVARD AVE MIDLAND, TX 79701

FORM 990-PF

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

STATEMENT 12

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

FORM 990-PF

OTHER REVENUE

STATEMENT 13

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
APPALACHIAN BASIN MINERALS LP	531390	7,371.			
AVESTA MULTIFAMILY PARTNERS II LP	531390	-43,600.			
BASIN ACQUISITION FUND LP	531390	136,093.			
BASIN CO INVESTMENT II LP	531390	-98,402.			
BOOT CREEK ROYALTY LTD	531390	-3,266.			
BUCKEYE PARTNERS	531390	-6,697.			
CCP BOXX INVESTMENT TECH LLC	531390	22,162.			
CCP SCANDATA INVESTMENTS	531390	2,391.			
CLI CAPITAL	531390	433,500.			
CONE MIDSTREAM	531390	1,772.			
CORO ARBOR INVESTOR LLC	531390	-1,491.			
CORO MIDTOWN INVESTOR LLC	531390	-12,422.			
CORO PARKVIEW INVESTOR LLC	531390	1,305.			
CPI PRODUCTS HOLDINGS LLC	531390	-1,431.			
DESERT PARTNERS V LP	531390	562,883.			
DESERT PARTNERS IV LP	531390	994.			
ENERGY TRANSFER PARTNERS	531390	1,738.			
ENTERPRISE PRODUCTS PTRS	531390	-10,318.			
FALLCO INVESTMENT LLC	531390	15,511.			
FLATLAND MINERAL FUND LP	531390	11,690.			
FLATLAND SIDECAR LLC	531390	5,639.			
GATEWAY ROYALTY II LLC	531390	-4,927.			
GATEWAY ROYALTY LLC	531390	2,014.			
GATEWAY ROYALTY III LLC	531390	10,008.			
GATEWAY ROYALTY IV LLC	531390	-65.			
GREENWAY DTC LP	531390	23,484.			
HUMPTY DUMPTY TSM LTD	531390	-12,358.			
LONE STAR BANC SHARES	531390	36,190.			
LONG VIEW EQUITY PARTNERS III	531390	16,496.			
MAC CAMPBELL GLEN INVESTORS LP	531390	19,123.			
MAC CONCORD CENTER	531390	-235,786.			
MAC CONSOLIDATED CENTER	531390	20,346.			
MAC CORPORATE CENTER INVESTORS	531390	10,737.			
MAC PEACHTREE CORNERS INVESTORS	531390	10,835.			
MAC ROYAL RIDGE INVESTORS LP	531390	48,604.			
MUSCLE SHOALS COMMON LLC	531390	-7,677.			
MAGELLAN MIDSTREAM PTRS	531390	-8,266.			
MPLX LP	531390	-14,653.			
ORLANDO 05 15 LLC	531390	-10,403.			
ORLANDO 06 16 LLC	531390	-88,184.			
PENNYBACKER III LP	531390	279,210.			
PENNYBACKER IV, LP	531390	-9,510.			

WARREN CHARITABLE FOUNDATION

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PETRO WASTE ENVIRONMENTAL LLC	531390	-12,248.
PLAINS ALL AMERICAN	531390	-6,515.
PYOTE WATER SYSTEMS II LLC	531390	-114,678.
PYOTE WATER SYSTEMS III LLC	531390	-13,657.
PYOTE WATER SYSTEMS IV LLC	531390	-18,413.
RESOURCE ACQUISITION LLC	531390	-154,760.
SEALY STRATEGIC EQUITY PARTNERS	531390	-79.
SI 4343 INVESTOR LP CL A	531390	-27,797.
SI 4343 INVESTOR LP CL B	531390	-111,189.
SI AMARILLO MEMORY LP CL A	531390	-8,657.
SI AMARILLO MEMORY LP CL B	531390	-34,627.
SI BROOKHOLLOW INDUSTRIAL CL A	531390	-9,757.
SI BROOKHOLLOW INDUSTRIAL CL B	531390	-39,026.
SI CASTLE HILLS RETAIL CL A	531390	1,008.
SI CASTLE HILLS RETAIL CL B	531390	4,033.
SI CHINO INVESTOR LP CL A	531390	-5,043.
SI CHINO INVESTOR LP CL B	531390	-20,172.
SI CINCO RANCH MEMORY LLC	531390	-47.
SI COLONY HOTEL INVESTOR LLC	531390	-56,487.
SI CV INVESTOR LLC	531390	-828.
SI DD INVESTOR LLC	531390	-43,354.
SI DHO INDUSTRIAL LP CL A	531390	-60,461.
SI DHO INDUSTRIAL LP CL B	531390	-241,840.
SI EC RETAIL LLC CL A	531390	1,922.
SI EC RETAIL LLC CL B	531390	7,690.
SI EMPIRE INVESTOR LP CL A	531390	-276.
SI EMPIRE INVESTOR LP CL B	531390	-1,106.
SI FB RETAIL LLC	531390	-6,177.
SI FITZHUGH INVESTOR LP CL A	531390	1,591.
SI FITZHUGH INVESTOR LP CL B	531390	6,364.
SI HOTEL FUND I INVESTOR CL A	531390	-7,533.
SI HOTEL FUND I INVESTOR CL B	531390	-30,130.
SI JEFFERSON HOUSE MEMORY LP	531390	-3,278.
SI KIRKLAND INVESTOR LLC	531390	223,369.
SI MB INVESTOR LLC	531390	-3,171.
SI MODESTO MEMORY LP CL A	531390	-28,246.
SI MODESTO MEMORY LP CL B	531390	-112,987.
SI MODESTO IL LP CL A	531390	-3,739.
SI MODESTO IL LP CL B	531390	-14,955.

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SI RC INVESTOR LP CL A	531390	-1,166.
SI RC INVESTOR LP CL B	531390	-4,662.
SI SA INDUSTRIAL INVESTOR	531390	
CL A		5,752.
SI SA INDUSTRIAL INVESTOR	531390	
CL B		23,007.
SI TOWNE LAKE MEMORY LLC	531390	16,981.
SI TRUCK CENTER INVESTOR	531390	
CL A		-6,326.
SI TRUCK CENTER INVESTOR	531390	
CL B		-25,302.
SI WAX RETAIL LP CL A	531390	74,867.
SI WAX RETAIL LP CL B	531390	299,464.
SI WHEELING MEMORY LLC	531390	-635.
SPRINGTOWN VMU LTD	531390	-705.
SPUR CREEK ROYALTY LTD	531390	-34,078.
STAGG 2701 LTD	531390	30,696.
STAGG 901 LTD	531390	95,335.
STAGG INVESTMENT II LTD	531390	95,263.
STAGG INVESTMENT III LTD	531390	191,441.
STAGG INVESTMENT IV LTD	531390	263.
SUNOCO LOGISTICS PARTNERS	531390	11,015.
TC PIPELINES	531390	-9,619.
ANDEAVOR FKA TESSORO	531390	-5,815.
TRANSMONTAIGNE PARTNERS	531390	-7,293.
VELOCIS FUND CAMELBACK LP	531390	-39,676.
VELOCIS FAIRVIEW LP	531390	-11,080.
VELOCIS FUND II QP LP	531390	-56,897.
VELOCIS LOUDOUN LP	531390	-63,049.
VELOCIS PARK ONE LP	531390	-80,985.
WESTERN GAS PARTNERS	531390	13,642.

TOTAL TO FORM 990-PF, PG 12, LN 11	675,822.
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GENERAL EXPLANATION

STATEMENT 14

FORM/LINE IDENTIFIER

FORM 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 RETURNS.