






For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

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 (see instructions) (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 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) ▶ \$ 57,912,615	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	989,709			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,970	7,970		
	4 Dividends and interest from securities . . .	801,053	801,053		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-212,716			
	b Gross sales price for all assets on line 6a 1,500,480				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 2,522,489	1,171,485	0	
	12 Total. Add lines 1 through 11	4,108,505	1,980,508	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 (attach schedule)	 131	131	0	0
	b Accounting fees (attach schedule)	 8,760	8,760	0	0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	 32,834	32,834	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 34,870	34,870	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	76,595	76,595	0	0
	25 Contributions, gifts, grants paid	2,952,607			2,952,607
	26 Total expenses and disbursements. Add lines 24 and 25	3,029,202	76,595	0	2,952,607
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,079,303			
	b Net investment income (if negative, enter -0-)		1,903,913		
				0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	361,249	1,727,465	1,727,465		
	2	Savings and temporary cash investments	10,119	10,387	10,387		
	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 (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges	22,000	21,200	21,200		
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)					
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ 307,000 Less accumulated depreciation (attach schedule) ▶ _____	307,000	307,000	307,000		
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	57,193,101	54,559,817	54,706,299		
	14	Land, buildings, and equipment basis ▶ _____ 28,608 Less accumulated depreciation (attach schedule) ▶ _____	28,608	28,608	28,608		
15	Other assets (describe ▶ _____)	1,000,000	1,111,656	1,111,656			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	58,922,077	57,766,133	57,912,615			
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 (attach schedule)					
	22	Other liabilities (describe ▶ _____)	262	-10			
	23	Total liabilities (add lines 17 through 22)	262	-10			
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	58,921,815	57,766,143			
	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 (see instructions)	58,921,815	57,766,143			
31	Total liabilities and net assets/fund balances (see instructions) .	58,922,077	57,766,133				

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	58,921,815
2	Enter amount from Part I, line 27a	2	1,079,303
3	Other increases not included in line 2 (itemize) ▶ _____	3	286,761
4	Add lines 1, 2, and 3	4	60,287,879
5	Decreases not included in line 2 (itemize) ▶ _____	5	2,521,736
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	57,766,143

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)
1 a C SCHWAB S/T PUBLICLY TRADED SECURITIES			2018-12-31
b C SCHWAB L/T PUBLICLY TRADED SECURITIES			2018-12-31
c LONE STAR BANK STOCK	P		2018-12-31
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 245,664		376,600	-130,936
b 892,150		975,768	-83,618
c 362,666		360,828	1,838
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			-130,936
b			-83,618
c			1,838
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	-212,716
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 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))
2017	2,784,074	59,854,839	0 046514
2016	2,163,914	56,627,116	0 038213
2015	420,999	44,536,505	0 009453
2014	135,781	7,874,485	0 017243
2013	244,764	4,849,795	0 050469


2 Total of line 1, column (d)	2	0 161892
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	0 032378
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	58,661,705
5 Multiply line 4 by line 3	5	1,899,349
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,039
7 Add lines 5 and 6	7	1,918,388
8 Enter qualifying distributions from Part XII, line 4	8	2,952,607

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	19,039
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	19,039
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	19,039
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	21,200
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	14,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	35,200
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	148
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	16,013
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 16,013 Refunded ▶	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?	1a	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>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</i>	1b	No
c	Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
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? <i>If "No," attach explanation</i> .	8b	Yes
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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> 	10	Yes

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW WARRENGIVING ORG	13	Yes	
14	The books are in care of KEVIN PETTY Telephone no (432) 685-3666			

Located at **808 W WALL STREET MIDLAND TX**ZIP+4 **79701**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2018, 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 ▶	16	Yes	No

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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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. <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		No
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 2017, 2016, 2015, 20____			
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).	2b	Yes	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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 2018 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 2018).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2018?	4b		No

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		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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. See instructions				
(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 Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	0

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	17,416,991
b	Average of monthly cash balances.	1b	1,727,285
c	Fair market value of all other assets (see instructions).	1c	40,410,754
d	Total (add lines 1a, b, and c).	1d	59,555,030
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	59,555,030
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	893,325
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	58,661,705
6	Minimum investment return. Enter 5% of line 5.	6	2,933,085

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	2,933,085
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	19,039
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	19,039
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,914,046
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,914,046
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	2,914,046

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	2,952,607
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	2,952,607
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. See instructions.	5	19,039
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,933,568

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,914,046
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			2,966,356	
b Total for prior years 2016, 2015, 20____		12,164		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 2,952,607				
a Applied to 2017, but not more than line 2a			2,952,607	
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 2018 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (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		12,164		
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.		12,164		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			13,749	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				2,914,046
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 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email 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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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.

Sign Here	*****	2019-11-12	*****	May the IRS discuss this return with the preparer shown below? (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	MARC YOUNG				P01579061
	Firm's name ▶ WEAVER AND TIDWELL LLP				Firm's EIN ▶ 75-0786316
	Firm's address ▶ 400 W ILLINOIS AVE MIDLAND, TX 79701				Phone no (432) 683-5226

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
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				
KEVIN Y PETTY 808 W WALL STREET MIDLAND, TX 79701	VICE PRESIDENT 15 00	0	0	0
JOSHUA P HAM 808 W WALL STREET MIDLAND, TX 79701				
DAVID SMITH 808 W WALL STREET MIDLAND, TX 79701	TREASURER/ED 20 00	0	0	0
ALLEN PRUITT 808 W WALL STREET MIDLAND, TX 79701				
SECRETARY 5 00				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
2801 SAN JACINTO ASSOCIATION 2404 PEMBERTON PL AUSTIN, TX 787032548	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	100,000
AGAPE COUNSELING SERVICES WT 2817 JOHN BEN SHEPPERD PKWY ODESSA, TX 79761	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000
ALLEGRO SOLUTIONS 5535 F-811 MEMORIAL DR HOUSTON, TX 77007	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,000
Total ► 3a				2,952,607

Form 990PF Part XV Line 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				
ANDREW MCHONOUGH B POSITIVE FOUNDAT 101 ROCKLAND CIR WILMINGTON, DE 19803	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
APHASIA CENTER OF WEST TEXAS 5214 THOMASON DR MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,500
ART FROM THE STREETS304 E 7TH ST AUSTIN, TX 78701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BAYLOR STUDENT MISSION FUND ONE BEAR PLACE 97013 WACO, TX 76798	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,500
BAYLOR UNIVERSITY 1301 S UNIVERSITY PARTKS DR WACO, TX 76706	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
BEYOND BATTEN DISEASE FDN PO BOX 200998 AUSTIN, TX 78720	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	50,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BIG BROTHERS BIG SISTERS 714 W LOUISIANA AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	25,000
BOWIE PTA C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,450
BOYS AND GIRLS CLUB 110 E NEW JERSEY AVE MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	33,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BREAST CANCER RESEARCH C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
BUCKNER CHILDREN FAMILY SERVICES 700 NORTH PEARL STREET STE 1200 DALLAS, TX 75201	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,750
BUCKNER FAMILY PLACE 700 NORTH PEARL STREET STE 1200 DALLAS, TX 75201	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	22,750
Total ► 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BUFFALO TRAIL COUNCIL BSA 1101 W TEXAS AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	11,000
BYNUM SCHOOLPO BOX 80175 MIDLAND, TX 79708	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	35,000
CASA DE AMIGOS1101 GARDEN LANE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CASA OF WEST TEXAS 1611 W TEXAS AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	40,000
CENTERS FOR CHILDREN AND FAMILI 1004 N BIG SPRING ST STE 325 MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	22,500
CENTRAL TEXAS OPPORTUNIITES 114 NEEDHAM ST COLEMAN, TX 76834	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	200,689
Total ► 3a				2,952,607

Form 990PF Part XV Line 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				
CHANCE FOR HOPE C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
COMMUNITIES IN SCHOOLS 1341 W MOCKINGBIRD LANE STE 1000E DALLAS, TX 75247	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	25,000
COMMUNITY CHILDREN'S CLINIC 1101 E FRONT ST MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,200
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CRISIS CENTER ODESSA 910 S GRANT AVE B ODESSA, TX 79763	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	25,000
DASHC/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,200
DENISON FORUM ON TRUTH CULTURE C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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				
DFW ASYLUM C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
DIABETES ACTION RESEARCH PO BOX 34635 BETHESDA, MD 20827	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
EDUCATE MIDLAND 3500 N A ST STE 2700 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ELLEN NOEL ART MUSEUM 4909 E UNIVERSITY BLVD MIDLAND, TX 79762	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
EVANGELICAL DEVELOPMENT MINISTRY C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,500
FAMILY LEGACY MISSIONS INT'L 5005 W ROYAL LANE STE 252 IRVING, TX 75063	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	3,168
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
FAMILY PROMISE 3500 NORTH A STE 1400 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	20,000
FIRST PRESBYTERIAN CHURCH 800 W TEXAS MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	60,250
FIRST UNITED METHODIST CHURCH 415 N LEE AVE ODESSA, TX 79762	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,350
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
FRIENDSHIP CREEKSIDE FELLOWSHIP 14455 FARM TO MARKET RD 1826 AUSTIN, TX 78737	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	3,000
GLADNEY CENTER FOR ADOPTION 901 W BRAKER LN A-126 AUSTIN, TX 78758	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,500
GOLF COURSE RD CHURCH OF CHRIST 3500 W GOLF COURSE RD MIDLAND, TX 79764	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,500
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
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	8,000
GREENWOOD VOLUNTEER FIRE DEPT 2900 S CO RD 1083 MIDLAND, TX 79706	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
HARMONY HOME CHILDREN'S ADVOCATE 910 S GRANT AVE MIDLAND, TX 79761	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	20,000
HIGH SKY CHILDREN'S RANCH 8701 W COUNTY ROAD 60 MIDLAND, TX 79707	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	200,000
HILLCREST SCHOOL2800 N A ST MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
HOPE MOMMINES C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,250
HOUSTON HABITAT FOR HUMANITY 3750 N MCCARTY ST HOUSTON, TX 77029	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	50,000
IRLEN SYNDROME FOUNDATION C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,700
Total ► 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
KALEIDOSCOPE MINISTRIES 502 E NOBLES AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	20,000
KSBJ RADIO C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	9,500
KWO MINISTRIES 3500 W GOLF COURSE RD MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
LEUKEMIA LYMPHOMA SOCIETY C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
MANOR PARK2208 N LOOP 250 W MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	50,355
MD ANDERSON CANCER CENTER C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	125
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MICHAEL J FOX FOUNDATION PO BOX 5014 HAGERSTOWN, MD 21741	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
MIDLAND CHILDREN'S REHAB CENTER 802 VENTURA AVE MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	101,450
MIDLAND CHRISTIAN SCHOOL 2001 CULVER DRIVE MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,500
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MIDLAND COLLEGE FOUNDATION 3600 N GARFIELD MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000
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	34,920
Total ► 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MIDLAND HABITAT FOR HUMANITY 305 E TEXAS AVE MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	9,500
MIDLAND HUMANE COALITION PO BOX 53213 MIDLAND, TX 79710	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
MIDLAND MEMORIAL FOUNDATION 2200 W ILLINOIS AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	502,500
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MIDLAND PARKER PLACE 508 E PARKER AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	25,000
MIDLAND PROJECT GRADUATION PO BOX 80881 MIDLAND, TX 79707	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
MIDLAND SHARED SPACES VIA UW 3500 N A ST STE 1100 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	64,600
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MIDLAND SOUP KITCHEN MINISTRY 1401 ORCHARD LN MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,000
MIDLAND-ODESSA SYMPHONY 7 CHORAL C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
MISC CONTRIBUTIONS 1000 C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,596
Total ► 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MISD EDUCATION FOUNDATION C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	34,029
MISSION MESSIAH1213 W 2ND ST ODESSA, TX 79763	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000
NONPROFIT MANAGEMENT CENTER OTHER 3500 NORTH A ST STE 2300 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,600
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
NOW I LAY ME DOWN TO SLEEP 7500 E ARAPAHOE ROAD STE 101 CENTENNIAL, CO 80112	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
OATH INC C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,000
PARKER MADISON FOUNDATION 4624 GARDEN LN ODESSA, TX 79761	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,500
Total ► 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PARTNERS RELIEF DEVELOPMENT C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	35,000
PB REGIONAL COUNCILDRUG ABUSE 120 E 2ND ST ODESSA, TX 79761	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,600
PB REHABILITATION CENTER 620 N ALLEGHANNEY AVE ODESSA, TX 79762	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	20,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PERMIAN BASIN HONOR FLIGHT C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000
RECORDING LIBRARY OF WEST TEXAS 3500 N A ST 2800 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000
ROPE YOUTH COUNSELING 3500 W GOLF COURSE RD MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SAFE PLACE C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
SALUTEC/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	9,000
SALVATION ARMY3500 PARK LN MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	351,625
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SAMARITAN COUNCELING CENTER 10008 PILOT AVE MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	20,000
SENIOR LINK MIDLANDPO BOX 80519 MIDLAND, TX 79708	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
SHAMIDA ETHIOPIA C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SIBLEY NATURE CENTER 1307 E WADLEY AVE MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
SPECIAL OLYMPICS400 S ZANG BLVD DALLAS, TX 75208	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,125
SUL ROSS UNIVERSITY79830 US-90 ALPINE, TX 79830	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
TEAM RUBICON C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	50,000
TEEN CHALLENGE OF THE PB PO BOX 251 MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000
TEEN FLOWPO BOX 733 MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	20,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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				
TEXAS CHILDREN'S HOSPITAL 18200 KATY FWY HOUSTON, TX 77001	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000
UNITED WAY OF MIDLAND 1209 W WALL ST MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	6,500
UNLOCK MINISTRIES 3310 W WADLEY AVE MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	100
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
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
VETPAWC/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	3,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WARRIOR DOG FOUNDATION C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,250
WATCH PRAY INT'L MINISTRY 4810 W LOOP 250 NORTH MIDLAND, TX 79707	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	12,500
WATER MISSIONS INTERNATIONAL C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	25,000
Total ► 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WEST TEXAS FOOD BANK 1601 WESTCLIFF DR MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	203,975
WOODLAND CHURCH ATASCOCITA 18111 W LAKE HOUSTON PKWY HUMBLE, TX 77346	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,500
WT REGIONAL OFFICE MAKE A WISH C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
Total ▶ 3a				2,952,607

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
YMCA ANNUAL CAMPAIGN PO BOX 954 MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	65,000
YOUNG LIFE AFRICA C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	18,000
YOUNG LIFE MIDLAND C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	45,000
Total ▶ 3a				2,952,607

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a APPALACHIAN BASIN MINERALS LP	531390	-16,074	14	37,249	
b AVESTA MULTIFAMILY PARTNERS II LP	531390	1,656	14	-30,041	
c BASIN ACQUISITION FUND LP	531390	100,983	14	-144,879	
d BASIN CO INVESTMENT II LP	531390	206,104	14	-226,441	
e BOOT CREEK ROYALTY LTD	531390	-4	14	9,881	
f CCP BOXX INVESTMENT TECHNOLOGIES LLC CL B	531390	19,254	14	2,539	
g CCP CMIT INVESTMENT LLC - CL A	531390	-1,888	14	5,147	
h CCP SCANDATA INVESTMENT LLC	531390	9,800	14	58,278	
i CLI CAPITAL	531390	0	14	408,000	
j CORO ARBOR INVESTOR LLC	531390	0	14	0	
k CORO MIDTOWN INVESTOR LLC	531390	-31,381	14	-1	
l CPI PRODUCTS HOLDINGS LLC	531390	3,170	14	647	
m DESERT PARTNERS V LP	531390	4,616	14	331,394	
n DESERT PARTNERS VI LP	531390	2,007	14	67,445	
o FALLCO INVESTMENT LLC	531390	18,958	14	51	
p FLATLAND MINERAL FUND L P	531390	-11,666	14	268,260	
q FLATLAND SIDECAR LLC	531390	-7,178	14	145,977	
r GATEWAY ROYALTY II LLC	531390	0	14	4,143	
s GATEWAY ROYALTY III LLC	531390	0	14	39,079	
t GATEWAY ROYALTY IV LLC	531390	0	14	11,201	

TY 2018 Accounting Fees Schedule**Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	8,760	8,760	0	0

TY 2018 Investments - Other Schedule**Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS	AT COST	54,559,817	54,706,299

TY 2018 Legal Fees Schedule**Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	131	131	0	0

TY 2018 Other Assets Schedule

Name: WARREN CHARITABLE FOUNDATION

EIN: 30-0490635

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
NOTES RECEIVABLE	1,000,000	1,111,656	1,111,656

TY 2018 Other Decreases Schedule**Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635

Description	Amount
NET BOOK/TAX ADJUSTMENTS FROM PASS-THROUGH ENTITIES	88,343
2017 EXCISE & STATE W/H TAX	30,406
NET PRIOR PERIOD CAPITAL ADJUSTMENTS FROM PASS-THROUGH ENTITIES	5,620
UNREALIZED GAIN	2,397,367

TY 2018 Other Expenses Schedule**Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	18,529	18,529	0	0
SOFTWARE & COMPUTER EXPENSES	13,273	13,273	0	0
DUES & SUBSCRIPTIONS	1,150	1,150	0	0
FILING FEES	901	901	0	0
MISCELLANEOUS	1,017	1,017	0	0

TY 2018 Other Income Schedule

Name: WARREN CHARITABLE FOUNDATION

EIN: 30-0490635

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
O&G RI INCOME	161,491	161,491	
OTHER	111,322	111,322	
APPALACHIAN BASIN MINERALS LP	21,175	37,249	0
AVESTA MULTIFAMILY PARTNERS II LP	-28,385	-30,041	0
BASIN ACQUISITION FUND LP	-43,896	-144,879	0
BASIN CO INVESTMENT II LP	-20,337	-226,441	0
BOOT CREEK ROYALTY LTD	9,877	9,881	0
CCP BOXX INVESTMENT TECHNOLOGIES LLC CL B	21,793	2,539	0
CCP CMIT INVESTMENT LLC - CL A	3,259	5,147	0
CCP SCANDATA INVESTMENT LLC	68,078	58,278	0
CLI CAPITAL	408,000	408,000	0
CORO MIDTOWN INVESTOR LLC	-31,382	-1	0
CPI PRODUCTS HOLDINGS LLC	3,817	647	0
DESERT PARTNERS V LP	336,010	331,394	0
DESERT PARTNERS VI LP	69,452	67,445	0
FALLCO INVESTMENT LLC	19,009	51	0
FLATLAND MINERAL FUND L P	256,594	268,260	0
FLATLAND SIDECAR LLC	138,799	145,977	0
GATEWAY ROYALTY II LLC	4,143	4,143	0
GATEWAY ROYALTY III LLC	39,079	39,079	0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GATEWAY ROYALTY IV LLC	11,201	11,201	0
GATEWAY ROYALTY LLC	3,086	3,086	0
GREENWAY DTC LP	174,995	0	0
HUMPTY DUMPTY TSM LTD	89,544	-78	0
LONE STAR STATE BANCSHARES INC	9,535	-85	0
LONG VIEW EQUITY PARTNERS III	23,844	6,224	0
MAC CAMPBELL GLEN INVESTORS LP	17,002	0	0
MAC CONCORD CENTER	-2,840	0	0
MAC CONSOLIDATED CENTER	24,340	65	0
MAC CORPORATE CENTER INVESTORS	-2,748	708	0
MAC PEACHTREE CORNERS INVESTORS	28,305	0	0
MAC ROYAL RIDGE INVESTORS LP	40,281	9	0
MPLX LP	-4,196	148	0
MUSCLE SHOALS COMMON LLC	-19,186	0	0
ORLANDO 05 15 LLC	1,972	1	0
ORLANDO 06-16 LLC	-28,539	5,300	0
PENNYBACKER III LP	152,628	821	0
PENNYBACKER IV, LP	-13,261	92	0
PWE CO-INVESTORS LLC	18,560	66	0
PYOTE WATER SYSTEMS III LLC	7,478	0	0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PYOTE WATER SYSTEMS IV LLC	-7,565	9,538	0
RESOURCE ACQUISITION LLC	-85,393	-58,967	0
SEALY STRATEGIC EQUITY PARTNERS, LP	-971	-925	0
SI 2109 ABILENE HOTEL LP CL A	-3,089	0	0
SI 2109 ABILENE HOTEL LP CL B	-12,355	0	0
SI 4343 INVESTOR LP (CL A)	-41,034	-16,415	0
SI 4343 INVESTOR LP (CL B)	-164,136	-65,658	0
SI AMARILLO MEMORY LP CL A	2,034	0	0
SI AMARILLO MEMORY LP CL B	8,135	0	0
SI BROOKHOLLOW INDUSTRIAL (CL A)	60,708	0	0
SI BROOKHOLLOW INDUSTRIAL (CL B)	242,835	0	0
SI CASTLE HILLS RETAIL CL A	37,619	39	0
SI CASTLE HILLS RETAIL CL B	161,918	159	0
SI CHINO INVESTOR LP CL A	-5,629	5	0
SI CHINO INVESTOR LP CL B	-22,514	20	0
SI CINCO RANCH MEMORY LLC	-49	0	0
SI COLONY HOTEL INVESTOR LLC	-62,405	0	0
SI CV INVESTOR LLC	-185,236	-25,417	0
SI DD INVESTOR LLC	-21,758	6	0
SI DHO INDUSTRIAL LP (CL A)	6,296	0	0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SI DHO INDUSTRIAL LP (CL B)	25,183	0	0
SI EC RETAIL LLC CL A	3,133	1	0
SI EC RETAIL LLC CL B	12,531	4	0
SI EMPIRE INVESTOR LP CL A	946	5	0
SI EMPIRE INVESTOR LP CL B	3,784	19	0
SI FB RETAIL LLC	-3,754	338	0
SI FITZHUGH INVESTOR LP CL A	2,788	0	0
SI FITZHUGH INVESTOR LP CL B	11,153	0	0
SI HOTEL FUND I INVESTOR (CL A)	-22,042	28	0
SI HOTEL FUND I INVESTOR (CL B)	-88,164	113	0
SI JEFFERSON HOUSE MEMORY LP	-598	2	0
SI KIRKLAND INVESTOR LLC	-333	5	0
SI MB INVESTOR LLC	-6,215	0	0
SI MODESTO IL LP (CL A)	-729	18	0
SI MODESTO IL LP (CL B)	-2,914	72	0
SI MODESTO MEMORY LP CL A	-16,139	-6,042	0
SI MODESTO MEMORY LP CL B	-64,559	-24,169	0
SI RC INVESTOR LP CL A	2,392	1	0
SI RC INVESTOR LP CL B	9,571	5	0
SI SA INDUSTRIAL INVEST (CL A)	8,606	0	0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SI SA INDUSTRIAL INVEST (CL B)	34,424	0	0
SI STONERIDGE IND INVEST CL A	-20	0	0
SI STONERIDGE IND INVEST CL B	-80	0	0
SI TOWNE LAKE MEMORY LLC	-284	0	0
SI TRUCK CENTER INVESTOR (CL A)	-34,416	0	0
SI TRUCK CENTER INVESTOR (CL B)	-137,662	0	0
SI WAX RETAIL LP CL A	16,149	0	0
SI WAX RETAIL LP CL B	64,598	0	0
SI WHEELING MEMORY LLC	-633	0	0
SPRINGTOWN VMU, LTD	590	372	0
SPUR CREEK ROYALTY LTD	-15,364	-15,364	0
STAGG 2701 LTD	32,865	196	0
STAGG 901 LTD	867	0	0
STAGG INVESTMENT II LTD	98,589	0	0
STAGG INVESTMENT III LTD	139,099	0	0
STAGG INVESTMENT IV LTD	600	0	0
TPEG SOUTH ORLANDO INVESTORS	-3,190	0	0
VELOCIS FAIRVIEW LP	-4,034	-13,994	0
VELOCIS FUND CAMELBACK LP	637,331	195,225	0
VELOCIS FUND II QP LP	-22,812	-39,823	0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
VELOCIS LOUDOUN LP	-40,479	-12,153	0
VELOCIS PARK ONE, LP	-97,259	-32,161	0
PYOTE WATER SYSTEMS II LLC	-8,340	-697	0

TY 2018 Other Increases Schedule

Name: WARREN CHARITABLE FOUNDATION

EIN: 30-0490635

Description	Amount
NET CONTRIBUTIONS/DISTRIBUTIONS FROM PASS-THROUGH ENTITIES	286,761

TY 2018 Other Liabilities Schedule**Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635

Description	Beginning of Year - Book Value	End of Year - Book Value
OTHER LIABILITIES	262	-10

**TY 2018 Substantial Contributors
Schedule****Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635**Name****Address**

JOSHUA P HAM

C/O WCF 808 W WALL STREET
MIDLAND, TX 79701

TY 2018 Taxes Schedule**Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	7,739	7,739	0	0
ADVALOREM TAXES	6,671	6,671	0	0
O&G RI TAXES	18,424	18,424	0	0

Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Go to <u>www.irs.gov/Form990</u> for the latest information	OMB No 1545-0047 2018
	Name of the organization WARREN CHARITABLE FOUNDATION	Employer identification number 30-0490635

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check 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 other 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 33¹/₃% 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization WARREN CHARITABLE FOUNDATION	Employer identification number 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 AND ANNE M WARREN 909 HARVARD AVE MIDLAND, TX 79701	\$ 400,000	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	\$ 450,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	JOSHUA P HAM 808 WEST WALL STREET MIDLAND, TX 79701	\$ 139,709	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)

Employer identification number

30-0490635

Part II	Noncash Property
----------------	-------------------------

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization WARREN CHARITABLE FOUNDATION	Employer identification number 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 information once. See instructions.) ► \$ _____ 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
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	