

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

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) ▶ \$ 66,503,161	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)	2,100,000			
	2 Check ▶ <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	17,374	17,374		
	4 Dividends and interest from securities . . .	645,554	645,554		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-92,627			
	b Gross sales price for all assets on line 6a 1,250,744				
	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)	5,366,447	4,801,046	0	
	12 Total. Add lines 1 through 11	8,036,748	5,463,974	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)				
	b Accounting fees (attach schedule)	9,000	9,000	0	0
	c Other professional fees (attach schedule)	16,764	16,764	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	41,055	41,055	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	45,959	45,959	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	112,778	112,778	0	0
	25 Contributions, gifts, grants paid	2,935,027			2,935,027
	26 Total expenses and disbursements. Add lines 24 and 25	3,047,805	112,778	0	2,935,027
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4,988,943			
	b Net investment income (if negative, enter -0-)		5,351,196		
				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	1,727,465	3,634,652	3,634,652
	2 Savings and temporary cash investments	10,387	10,427	10,427
	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	21,200	80,021	80,021
	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 ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____	307,000		
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	54,559,817	58,906,563	60,629,787
	14 Land, buildings, and equipment: basis ▶ _____ 28,608 Less: accumulated depreciation (attach schedule) ▶ _____	28,608	28,608	28,608
15 Other assets (describe ▶ _____)	1,111,656	2,119,666	2,119,666	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	57,766,133	64,779,937	66,503,161	
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 ▶ _____)	-10	0	
	23 Total liabilities (add lines 17 through 22)	-10	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions	57,766,143	64,779,937	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 Total net assets or fund balances (see instructions)	57,766,143	64,779,937	
30 Total liabilities and net assets/fund balances (see instructions) .	57,766,133	64,779,937		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	57,766,143
2 Enter amount from Part I, line 27a	2	4,988,943
3 Other increases not included in line 2 (itemize) ▶ _____	3	2,385,616
4 Add lines 1, 2, and 3	4	65,140,702
5 Decreases not included in line 2 (itemize) ▶ _____	5	360,765
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	64,779,937

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 22 ACRES WAXAHACHIE	P	2012-01-01	2019-01-01
b L/T CAPITAL LOSS			
c S/T CAPITAL GAINS			
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 326,442		307,000	19,442
b 877,497		989,675	-112,178
c 46,805		46,696	109
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
a			19,442
b			-112,178
c			109
d			
e			

2 Capital gain net income or (net capital loss)	2	-92,627
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))
2018	2,933,568	58,661,705	0.050008
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


2 Total of line 1, column (d)	2	0.161431
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	0.032286
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	62,709,492
5 Multiply line 4 by line 3	5	2,024,639
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	53,512
7 Add lines 5 and 6	7	2,078,151
8 Enter qualifying distributions from Part XII, line 4	8	2,935,027

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	53,512
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	53,512
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	53,512
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	30,013
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	62,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	92,013
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	0
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	38,501
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax ▶ 38,501 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. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
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	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
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 2019 or the taxable year beginning in 2019? 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 ► <u>WWW.WARRENGIVING.ORG</u>	13	Yes	
14	The books are in care of ► <u>KEVIN PETTY</u> Telephone no. ► <u>(432) 685-3666</u>			

Located at ► 808 W WALL STREET MIDLAND TXZIP+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 2019, 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►			

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	1b	
	Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>		
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 2019?	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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? <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 2019 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 2019.)	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 2019?	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	17,912,411
b	Average of monthly cash balances.	1b	2,274,419
c	Fair market value of all other assets (see instructions).	1c	43,477,629
d	Total (add lines 1a, b, and c).	1d	63,664,459
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	63,664,459
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	954,967
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	62,709,492
6	Minimum investment return. Enter 5% of line 5.	6	3,135,475

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	3,135,475
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	53,512
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	53,512
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,081,963
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,081,963
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	3,081,963

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	2,935,027
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	2,935,027
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	53,512
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,881,515

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				3,081,963
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			2,914,046	
b Total for prior years: 2017, 2016, 2015		25,913		
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ <u>2,935,027</u>				
a Applied to 2018, but not more than line 2a			2,914,046	
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 2019 distributable amount.				20,981
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2019. (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:	0			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b.		25,913		
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.		25,913		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				3,060,982
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 2014 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	
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	2,935,027
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated.

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

[illegible]

Part XVII

		Yes	No
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1a(1)		No
1a(2)		No

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1b(1)	No
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1b(2)		No
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1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)		No
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1b(6)		No
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1c		No
----	--	----

value
ue


[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

Sign Here 	*****	2020-11-16	*****	<div style="border: 1px solid black; padding: 5px;"> May the IRS discuss this return with the preparer shown below (see instr.) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>
	_____ Signature of officer or trustee	_____ Date	_____ Title	

Paid Preparer Use Only	MARC YOUNG				
	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

May the IRS discuss this return with the preparer shown below

(see instr.) ☒ **Yes** ☐ **No**

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	PRESIDENT 20.00	0	0	0
808 W WALL STREET MIDLAND, TX 79701				
ANNE M WARREN	VICE PRESIDENT 15.00	0	0	0
808 W WALL STREET MIDLAND, TX 79701				
KEVIN Y PETTY	TREASURER/ED 20.00	0	0	0
808 W WALL STREET MIDLAND, TX 79701				
JOSHUA P HAM	SECRETARY 5.00	0	0	0
808 W WALL STREET MIDLAND, TX 79701				
DAVID SMITH	BOARD MEMBER 5.00	0	0	0
808 W WALL STREET MIDLAND, TX 79701				
ALLEN PRUITT	BOARD MEMBER 20.00	0	0	0
808 W WALL STREET MIDLAND, TX 79701				

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				2,935,027

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>				
ALZHEIMER'S ASSOCIATION 4400 N BIG SPRING ST C32 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000
ANDREW MCHONOUGH B POSITIVE FOUNDAT 101 ROCKLAND CIR WILMINGTON, DE 19803	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
APHASIA CENTER OF WEST TEXAS 5214 THOMASON DR MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	11,750
Total ▶ 3a				2,935,027

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>				
ART FROM THE STREETS304 E 7TH ST AUSTIN, TX 78701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
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
Total ▶ 3a				2,935,027

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>				
BEYOND BATTEN DISEASE FDN PO BOX 200998 AUSTIN, TX 78720	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
BIG BROTHERS BIG SISTERS 714 W LOUISIANA AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	30,000
BOWIE PTA C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	200
Total ▶ 3a				2,935,027

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>				
BOY SCOUT TROOP 175 C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
BOYS AND GIRLS CLUB 110 E NEW JERSEY AVE MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	30,500
BREAST CANCER RESEARCH C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	3,000
Total ▶ 3a				2,935,027

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>				
BUCKNER CHILDREN FAMILY SERVICES 700 NORTH PEARL STREET STE 1200 DALLAS, TX 75201	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	22,000
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	30,000
Total ▶ 3a				2,935,027

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 DE AMIGOS1101 GARDEN LANE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	13,000
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	20,500
Total ▶ 3a				2,935,027

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>				
CENTRAL TEXAS OPPORTUNIITES 114 NEEDHAM ST COLEMAN, TX 76834	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	275,337
CHAMBER OF COMMERCE FOUNDATION 303 W WALL STE 200 MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
CHANCE FOR HOPE C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
Total ► 3a				2,935,027

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>				
COMMUNITIES IN SCHOOLS 1341 W MOCKINGBIRD LANE STE 1000E DALLAS, TX 75247	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000
COMMUNITY BIBLE STUDY 2104 W LOUISIANA AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
COMMUNITY CHILDREN'S CLINIC 1101 E FRONT ST MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000
Total ▶ 3a				2,935,027

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>				
CRU MINISTRIES C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000
DIABETES ACTION RESEARCH PO BOX 34635 BETHESDA, MD 20827	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
EASTERN EUROPEAN MISSION 777 LONESOME DOVE TRAIL HURST, TX 76054	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,500
Total ▶ 3a				2,935,027

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>				
EDUCATE MIDLAND 3500 N A ST STE 2700 MIDLAND, TX 79705	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	1,440
FAMILY PROMISE 3500 NORTH A STE 1400 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000
Total ▶ 3a				2,935,027

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>				
FIRST PRESBYTERIAN CHURCH 800 W TEXAS MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	39,100
FIRST UNITED METHODIST CHURCH 415 N LEE AVE ODESSA, TX 79762	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,200
FRIENDSHIP CREEKSIDE FELLOWSHIP 14455 FARM TO MARKET RD 1826 AUSTIN, TX 78737	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
Total ▶ 3a				2,935,027

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				
GOLF COURSE RD CHURCH OF CHRIST 3500 W GOLF COURSE RD MIDLAND, TX 79764	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
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	352,500
Total ▶ 3a				2,935,027

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>				
HILLANDER SCHOOL 1600 W WADLEY AVE MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	17,000
IRLEN SYNDROME FOUNDATION 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	1,500
Total ▶ 3a				2,935,027

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	100
LONE SURVIVOR FOUNDATION 1414 11TH STREET SUITE 1 HUNTSVILLE, TX 77340	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
MANOR PARK2208 N LOOP 250 W MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	25,000
Total ▶ 3a				2,935,027

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>				
MARC - SPECTRUM OF SOLUTIONS 2701 NORTH A STREET MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	250,000
MD ANDERSON CANCER CENTER C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,500
MICHAEL J FOX FOUNDATION PO BOX 5014 HAGERSTOWN, MD 21741	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
Total ▶ 3a				2,935,027

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 CHILDREN'S REHAB CENTER 802 VENTURA AVE MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	101,900
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 ► 3a				2,935,027

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 FAIR HAVENS 2400 WHITMIRE BLVD 100 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	6,600
MIDLAND HIGH THEATER BOOSTER CLUB C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	3,250
MIDLAND HUMANE COALITION PO BOX 53213 MIDLAND, TX 79710	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
Total ▶ 3a				2,935,027

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				
MIDLAND MEMORIAL FOUNDATION 2200 W ILLINOIS AVE MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000
MIDLAND SHARED SPACES VIA UW 3500 N A ST STE 1100 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,500
MIDLAND SOUP KITCHEN MINISTRY 1401 ORCHARD LN MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
Total ▶ 3a				2,935,027

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>				
MISC CONTRIBUTIONS 1000 C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,440
MISD EDUCATION FOUNDATION C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	25,560
MISSION HEALTH CARE INC 3500 N A ST 1300 MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000
Total ▶ 3a				2,935,027

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>				
MISSION MESSIAH1213 W 2ND ST ODESSA, TX 79763	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
NE TEXAS COMMUNITY COLLEGE 2886 FM 1735 CHAPEL HILL RD MT PLEASANT, TX 76466	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
NOW I LAY ME DOWN TO SLEEP 7500 E ARAPAHOE ROAD STE 101 CENTENNIAL, CO 80112	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,500
Total ▶ 3a				2,935,027

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>				
OATH INC C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
ODESSA CHRISTMAS IN ACTION 500 S LEE ST MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
PARTNERS RELIEF DEVELOPMENT C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	50,000
Total ▶ 3a				2,935,027

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>				
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
PERMIAN BASIN AREA FOUNDATION 3312 ANDREWS HWY MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,000
Total ▶ 3a				2,935,027

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>				
ROCK THE DESERT 200 FARM TO MARKET 1788 MIDLAND, TX 79711	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000
SALVATION ARMY3500 PARK LN MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	26,500
SAMARITAN COUNCELING CENTER 10008 PILOT AVE MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	15,000
Total ▶ 3a				2,935,027

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>				
SENIOR LINK MIDLANDPO BOX 80519 MIDLAND, TX 79708	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
SPECIAL OLYMPICS400 S ZANG BLVD DALLAS, TX 75208	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	5,000
SPRINGBOARD CENTER 200 CORPORATE DR MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	50,000
Total ▶ 3a				2,935,027

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>				
STARLIGHT THERAPEUTIC RIDING CENTER 5401 POLO CLUB RD MIDLAND, TX 79705	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	1,000
TEEN CHALLENGE OF THE PB PO BOX 251 MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	20,000
TEEN FLOWPO BOX 733 MIDLAND, TX 79702	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	20,000
Total ▶ 3a				2,935,027

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>				
TEXAS BRIGADES6644 FM 1102 NEW BRAUNFELS, TX 78132	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	17,500
TEXAS CHILDREN'S HOSPITAL 18200 KATY FWY HOUSTON, TX 77001	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,500
TEXAS SCOTTISH RITE HOSPITAL 2222 WELBORN ST DALLAS, TX 75219	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	4,800
Total ▶ 3a				2,935,027

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>				
THE ABLE CENTER FOR INDEPENDENT LIV 4803 PLAZA BLVD STE 401 ODESSA, TX 79762	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,000
THE CRISIS CENTER ODESSA 910 S GRANT AVE B ODESSA, TX 79761	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	25,000
TRINITY OAKS9385 MILLER LANE SAN ANTONIO, TX 78266	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	2,500
Total ▶ 3a				2,935,027

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>				
UNITED WAY OF MIDLAND 1209 W WALL ST MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	11,000
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	5,000
Total ► 3a				2,935,027

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	2,000
WEST TEXAS FOOD BANK 1601 WESTCLIFF DR MIDLAND, TX 79703	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	49,000
WOODLAND CHURCH ATASCOCITA 18111 W LAKE HOUSTON PKWY HUMBLE, TX 77346	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	10,500
Total ▶ 3a				2,935,027

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	8,000
YOUNG LIFE AFRICA C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	12,000
YOUNG LIFE MIDLAND C/O WCF 808 W WALL STREET MIDLAND, TX 79701	NONE	501(C)(3)	TO FURTHER CHARITABLE PURPOSE	948,250
Total ▶ 3a				2,935,027

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	-24,203	14	82,957	
b ARROYO ENERGY FUND LP	531390	-6	14	-1,660	
c AVESTA MULTIFAMILY PARTNERS II LP	531390	62,143	14	16,235	
d BASIN ACQUISITION FUND LP	531390	236,759	14	355,062	
e BASIN ACQUISITION FUND II LP	531390	-11,745	14	-14,353	
f BASIN CO INVESTMENT II LP	531390	128,911	14	-189,355	
g BOOT CREEK ROYALTY LTD	531390	127	14	4,335	
h BTA OIL PRODUCERS	531390	-286,472	14	-5,354	
i CCP BOXX INVESTMENT TECHNOLOGIES LLC CL B	531390	6,602	14	16,329	
j CCP CMIT INVESTMENT LLC - CL A	531390	14,768	14	127,665	
k CCP SCANDATA INVESTMENT LLC	531390	21,957	14	51,609	
l CLI CAPITAL	531390	0	14	416,500	
m CORO ARBOR INVESTOR LLC	531390	44,983	14	0	
n CORO BURKITT COMMONS PHASE II	531390	0	14	0	
o CORO MIDTOWN INVESTOR LLC	531390	-16,388	14	0	
p CORO PARKVIEW	531390	-52	14	52	
q CPI PRODUCTS HOLDINGS LLC	531390	-40,177	14	-2,431	
r DESERT PARTNERS V LP	531390	0	14	1,998,051	
s DESERT PARTNERS VI LP	531390	162,018	14	552,447	
t DELAGO CAPITAL II, LLC	531390	75,900	14	297,282	

TY 2019 Accounting Fees Schedule**Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	9,000	9,000	0	0

TY 2019 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	58,906,563	60,629,787

TY 2019 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	1,111,656	2,119,666	2,119,666

TY 2019 Other Decreases Schedule**Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635

Description	Amount
2018 EXCISE & STATE W/H TAX	37,383
PRIOR PERIOD BASIS ADJUSTMENTS PASS-THRU	323,382

TY 2019 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	18,222	18,222	0	0
SOFTWARE & COMPUTER EXPENSES	25,700	25,700	0	0
DUES & SUBSCRIPTIONS	1,500	1,500	0	0
FILING FEES	68	68	0	0
MISCELLANEOUS	469	469	0	0

TY 2019 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	191,537	191,537	
OTHER	122,623	122,623	
APPALACHIAN BASIN MINERALS LP	58,754	82,957	0
ARROYO ENERGY FUND LP	-1,666	-1,660	0
AVESTA MULTIFAMILY PARTNERS II LP	78,378	16,235	0
BASIN ACQUISITION FUND LP	591,821	355,062	0
BASIN ACQUISITION FUND II LP	-26,098	-14,353	0
BASIN CO INVESTMENT II LP	-60,444	-189,355	0
BOOT CREEK ROYALTY LTD	4,462	4,335	0
BTA OIL PRODUCERS	-291,826	-5,354	0
CCP BOXX INVESTMENT TECHNOLOGIES LLC CL B	22,931	16,329	0
CCP CMIT INVESTMENT LLC - CL A	142,433	127,665	0
CCP SCANDATA INVESTMENT LLC	73,566	51,609	0
CLI CAPITAL	416,500	416,500	0
CORO ARBOR INVESTOR LLC	44,983	0	0
CORO MIDTOWN INVESTOR LLC	-16,388	0	0
CPI PRODUCTS HOLDINGS LLC	-42,608	-2,431	0
DESERT PARTNERS V LP	1,998,051	1,998,051	0
DESERT PARTNERS VI LP	714,465	552,447	0
DELAGO CAPITAL II, LLC	373,182	297,282	0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FALLCO INVESTMENT LLC	9,295	74	0
FLATLAND MINERAL FUND L P	14,353	21,352	0
FLATLAND SIDECAR LLC	5,579	12,127	0
FM 2499 OFFICE VENTURE LLC	1,117	1,117	0
GATEWAY ROYALTY II LLC	-12,051	-12,051	0
GATEWAY ROYALTY III LLC	15,811	15,811	0
GATEWAY ROYALTY IV LLC	-4,500	-4,500	0
GATEWAY ROYALTY LLC	-6,895	-6,895	0
GATEWAY ROYALTY V, LLC	-2,596	-2,596	0
GREENWAY DTC LP	-1,540	0	0
HUMPTY DUMPTY TSM LTD	50,118	38,580	0
KLR SEA WOLF FUND LP	-162,724	-62,981	0
LONG VIEW EQUITY PARTNERS III	-3,301	1,374	0
MAC BRENTWOOD INVESTORS LLC	-103,941	95	0
MAC CAMPBELL GLEN INVESTORS LP	-149,140	-529	0
MAC CONCORD CENTER	-36,779	0	0
MAC CONSOLIDATED CENTER	38,424	9	0
MAC CORPORATE CENTER INVESTORS	17,648	959	0
MAC PEACHTREE CORNERS INVESTORS	18,059	0	0
MAC ROYAL RIDGE INVESTORS LP	25,117	0	0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MPLX LP	-2,290	229	0
MUSCLE SHOALS COMMON LLC	-9,805	0	0
ORLANDO 05 15 LLC	695,803	637	0
ORLANDO 06-16 LLC	9,444	0	0
P III LOAN INVESTORS LLC	22,767	22,767	0
PENNYBACKER III LP	164,370	49,240	0
PENNYBACKER IV, LP	18,365	27,981	0
PENNYBACKER V, LP	-7,563	-174	0
PWE CO-INVESTORS LLC	472,754	448,233	0
PYOTE WATER SYSTEMS II LLC	99	7,759	0
PYOTE WATER SYSTEMS III LLC	159,938	0	0
PYOTE WATER SYSTEMS IV LLC	-178,563	4,848	0
RESOURCE ACQUISITION LLC	-127,694	-163,599	0
SEALY STRATEGIC EQUITY PARTNERS, LP	68,542	14,200	0
SI 2109 ABILENE HOTEL LP CL A	-41,229	0	0
SI 2109 ABILENE HOTEL LP CL B	-164,919	0	0
SI 4343 INVESTOR LP (CL A)	-32,794	0	0
SI 4343 INVESTOR LP (CL B)	-131,175	0	0
SI AMARILLO MEMORY LP CL A	-519	0	0
SI AMARILLO MEMORY LP CL B	-2,076	0	0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SI ASHFORD INVESTOR LP	2,448	1,452	0
SI BELLEVUE INVESTOR LP	-1,218	121	0
SI BROOKHOLLOW INDUSTRIAL (CL A)	90,384	10,816	0
SI BROOKHOLLOW INDUSTRIAL (CL B)	443,930	58,202	0
SI CHINO INVESTOR LP CL A	-1,083	11	0
SI CHINO INVESTOR LP CL B	-4,329	46	0
SI CINCO RANCH MEMORY LLC	-2,272	0	0
SI COLONY HOTEL INVESTOR LLC	-2,532	0	0
SI CV INVESTOR LLC	-57,649	-27,269	0
SI DD INVESTOR LLC	-39,144	7	0
SI DHO INDUSTRIAL LP (CL A)	10,269	2	0
SI DHO INDUSTRIAL LP (CL B)	41,068	5	0
SI EC RETAIL LLC CL A	31,248	31,578	0
SI EC RETAIL LLC CL B	124,995	126,311	0
SI EMPIRE INVESTOR LP CL A	3,008	7	0
SI EMPIRE INVESTOR LP CL B	12,029	24	0
SI FB RETAIL LLC	144,103	8	0
SI FITZHUGH INVESTOR LP CL A	3,196	3	0
SI FITZHUGH INVESTOR LP CL B	12,781	13	0
SI HOTEL FUND I INVESTOR (CL A)	-3,034	-366	0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SI HOTEL FUND I INVESTOR (CL B)	-12,137	-1,463	0
SI JEFFERSON HOUSE MEMORY LP	-563	2	0
SI KIRKLAND INVESTOR LLC	-289	6	0
SI MB INVESTOR LLC	-4,090	0	0
SI MODESTO IL LP (CL A)	-85,970	12	0
SI MODESTO IL LP (CL B)	-343,878	47	0
SI MODESTO MEMORY LP CL A	-1,685	0	0
SI MODESTO MEMORY LP CL B	-6,743	0	0
SI RC INVESTOR LP CL A	1,055	2	0
SI RC INVESTOR LP CL B	4,217	6	0
SI RIVERVIEW GRANDE LP	-501,139	366	0
SI SA INDUSTRIAL INVEST (CL A)	10,246	0	0
SI SA INDUSTRIAL INVEST (CL B)	40,985	0	0
SI STONERIDGE IND INVEST CL A	-12,356	0	0
SI STONERIDGE IND INVEST CL B	-49,424	0	0
SI TOWNE LAKE MEMORY LLC	-1,031	0	0
SI TRUCK CENTER INVESTOR (CL A)	150,682	37,152	0
SI TRUCK CENTER INVESTOR (CL B)	661,748	160,459	0
SI WAX RETAIL LP CL A	4,306	0	0
SI WAX RETAIL LP CL B	20,264	0	0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SI WHEELING MEMORY LLC	-1,232	0	0
SPRINGTOWN VMU, LTD	117,284	29,448	0
SPUR CREEK ROYALTY LTD	13,334	12,127	0
STAGG 2701 LTD	34,613	2,603	0
STAGG 901 LTD	82,919	0	0
STAGG INVESTMENT II LTD	100,905	0	0
STAGG INVESTMENT III LTD	164,305	0	0
TPEG DISPATCH INVESTORS LLC	-37	0	0
TPEG GULFSTREAM INVESTORS LLC	-8,724	0	0
TPEG LINK IQ INVESTORS LLC	-68,607	0	0
TPEG MT-CC INVESTORS LLC	-22,115	-6	0
TPEG NASHVILLE HOTEL INVESTORS LLC	-93,155	0	0
TPEG NEW ORLEANS HOTEL INVESTORS	-232,619	0	0
TPEG OVERLAND PARK HOTEL INVESTORS	-66,998	-4	0
TPEG OGDEN SL INVESTORS	-54,812	0	0
TPEG PARTNERS CAPITAL IV LLC	-68,771	11	0
TPEG SOUTH ORLANDO INVESTORS	-20,347	-149	0
TPEG SOUTHWEST SL INVESTORS LLC	-49,715	0	0
VELOCIS FAIRVIEW LP	-42,956	-25,530	0
VELOCIS FUND CAMELBACK LP	-40,116	-12,288	0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
VELOCIS FUND II QP LP	-144,605	-54,836	0
VELOCIS LOUDOUN LP	127,106	35,604	0
VELOCIS PARK ONE, LP	-61,771	-17,040	0

TY 2019 Other Increases Schedule**Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635

Description	Amount
NET BOOK/TAX ADJUSTMENTS FROM PASS-THROUGH ENTITIES	289,789
NET UNREALIZED GAINS ON INVESTMENTS	1,532,638
DISTRIBUTION (PROCEEDS FROM 2018) VELOCIS CAMELBACK INVESTMENT	563,189

TY 2019 Other Liabilities Schedule**Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635

Description	Beginning of Year - Book Value	End of Year - Book Value
OTHER LIABILITIES	-10	0

TY 2019 Other Professional Fees Schedule**Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANT WRITER CONSULTANT	16,764	16,764	0	0

**TY 2019 Substantial Contributors
Schedule****Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635

Name	Address
WARREN VENTURES LTD	808 W WALL STREET MIDLAND, TX 79701
STIRLING WARREN	808 W WALL STREET MIDLAND, TX 79701
WARREN VENTURES II LTD	808 W WALL STREET MIDLAND, TX 79701

TY 2019 Taxes Schedule**Name:** WARREN CHARITABLE FOUNDATION**EIN:** 30-0490635

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	8,274	8,274	0	0
ADVALOREM TAXES	11,639	11,639	0	0
O&G RI TAXES	21,142	21,142	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
		2019
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	\$ 1,000,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
2	WARREN VENTURES LTD 808 WEST WALL MIDLAND, TX 79701	\$ 750,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
3	WARREN VENTURES II LTD 808 WEST WALL MIDLAND, TX 79701	\$ 350,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
.		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
.		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
.		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)

Name of organization WARREN CHARITABLE FOUNDATION	Employer identification number 30-0490635
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Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given <small>(see instructions). Use duplicate copies of Part II if additional space is needed.</small>	(c) FMV (or estimate) <small>(See instructions)</small>	(d) Date received
-	<div></div> <div></div> <div></div> <div></div>	<div></div> \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) <small>(See instructions)</small>	(d) Date received
-	<div></div> <div></div> <div></div> <div></div>	<div></div> \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) <small>(See instructions)</small>	(d) Date received
-	<div></div> <div></div> <div></div> <div></div>	<div></div> \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) <small>(See instructions)</small>	(d) Date received
-	<div></div> <div></div> <div></div> <div></div>	<div></div> \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) <small>(See instructions)</small>	(d) Date received
-	<div></div> <div></div> <div></div> <div></div>	<div></div> \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) <small>(See instructions)</small>	(d) Date received
-	<div></div> <div></div> <div></div> <div></div>	<div></div> \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) <small>(See instructions)</small>	(d) Date received
-	<div></div> <div></div> <div></div> <div></div>	<div></div> \$	

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.

Schedule B (Form 990, 990-EZ, or 990-PF) (2019)