



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2010

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation **WARREN FOUNDATION 25253160** A Employer identification number **41-6021348**

Number and street (or P O box number if mail is not delivered to street address) **P O BOX 64713; TRUST TAX SERVICES** Room/suite B Telephone number (see page 10 of the instructions) **(612) 303-3208**

City or town, state, and ZIP code **ST. PAUL, MN 55164-0713**

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 3,119,356.** J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 page 11 of the 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 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1	1		STMT 1
	4 Dividends and interest from securities	97,028	97,028		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	42,178			
	b Gross sales price for all assets on line 6a 439,255.				
	7 Capital gain net income (from Part IV, line 2)		42,178		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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)	318	318		STMT 4
	12 Total. Add lines 1 through 11	139,525	139,525		
	13 Compensation of officers, directors, trustees, etc.	78,131	39,091		39,040
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	3,382	625		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	80			80
	24 Total operating and administrative expenses. Add lines 13 through 23	81,593	39,716	NONE	39,120
	25 Contributions, gifts, grants paid	108,000			108,000
	26 Total expenses and disbursements. Add lines 24 and 25	189,593	39,716	NONE	147,120
	27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements		-50,068			
b Net investment income (if negative, enter -0-)			99,809		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form **990-PF** (2010)

OE1410 1 000

IQ0610 L770 05/02/2011 10:50:19

25253160

P 3 236

ENVELOPE
POSTMARK DATE MAY 13 2011

SCANNED MAY 19 2011

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			
	2	Savings and temporary cash investments	67,384.	70,266.	70,266.
	3	Accounts receivable ▶ 25.			
		Less: allowance for doubtful accounts ▶		25.	
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule) STMT 7.	1,064,932.	981,791.	778,708.
	b	Investments - corporate stock (attach schedule) STMT 8.	961,683.	901,487.	1,641,412.
	c	Investments - corporate bonds (attach schedule) STMT 10.	493,000.	583,360.	628,970.
	11	Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,586,999.	2,536,929.	3,119,356.	
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 ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,320,091.	1,320,091.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,266,908.	1,216,838.	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,586,999.	2,536,929.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,586,999.	2,536,929.		

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	2,586,999.
2	Enter amount from Part I, line 27a	2	-50,068.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,536,931.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,536,929.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	42,178.	
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 pages 13 and 17 of the 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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	143,153.	2,968,477.	0.04822439251
2008	184,911.	3,507,385.	0.05272047409
2007	236,915.	3,982,835.	0.05948401076
2006	235,744.	3,812,445.	0.06183538385
2005	233,860.	3,787,207.	0.06174999148
2 Total of line 1, column (d)			2 0.28401425269
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.05680285054
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 3,161,715.
5 Multiply line 4 by line 3			5 179,594.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 998.
7 Add lines 5 and 6			7 180,592.
8 Enter qualifying distributions from Part XII, line 4			8 147,120.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,996.
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	
3 Add lines 1 and 2		3	1,996.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,996.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,160.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,160.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	164.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 164. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		X
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> STMT 12		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2010)

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>US BANK NA</u> Telephone no. <u>(612) 303-3208</u>			
Located at <u>101 EAST 5TH STREET, ST PAUL, MN</u> ZIP + 4 <u>55101</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				

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 checked="" type="checkbox"/> Yes	<input 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 page 22 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
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 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
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 2010 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 2010)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2010?	4b	X

Form 990-PF (2010)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b**

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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 STATEMENT 13		78,131.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2010)

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 page 23 of the instructions). If none, enter "NONE."

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

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,149,912.
b	Average of monthly cash balances	1b	59,951.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,209,863.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,209,863.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	48,148.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,161,715.
6	Minimum investment return. Enter 5% of line 5	6	158,086.

Part XI Distributable Amount (see page 25 of the 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	158,086.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,996.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,996.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	156,090.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	156,090.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	156,090.

Part XII Qualifying Distributions (see page 25 of the 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	147,120.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	147,120.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	147,120.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				156,090.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010				
a From 2005	47,778.			
b From 2006	46,464.			
c From 2007	41,198.			
d From 2008	10,102.			
e From 2009	NONE			
f Total of lines 3a through e	145,542.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 147,120.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				147,120.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	8,970.			8,970.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	136,572.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	38,808.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	97,764.			
10 Analysis of line 9				
a Excess from 2006	46,464.			
b Excess from 2007	41,198.			
c Excess from 2008	10,102.			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

Form 990-PF (2010)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

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) 2010	(b) 2009	(c) 2008	(d) 2007	
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 page 28 of the 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).)

N/A

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

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 15				
Total			▶ 3a	108,000.
b Approved for future payment				
Total			▶ 3b	

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge		
	 Signature of officer or trustee KAREN BASSETT	Date 05/02/2011	Title CORP. TRUSTEE

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶				
					Phone no

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
44,625.00		1080. EXELON CORPORATION PROPERTY TYPE: SECURITIES 34,692.00				12/19/2003 9,933.00	12/22/2010
100,000.00		100000. F H L B DEB PROPERTY TYPE: SECURITIES 101,549.00		4.750% 8/1		08/29/2002 -1,549.00	08/13/2010
3.00		.4461 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 1.00				07/25/1973 2.00	07/12/2010
2,610.00		278. FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 444.00				05/30/1975 2,166.00	12/22/2010
46,506.00		1115. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 32,792.00				12/14/2005 13,714.00	12/22/2010
40,338.00		315. INTERNATIONAL BUSINESS MACHINES COR PROPERTY TYPE: SECURITIES 37,622.00				04/11/2000 2,716.00	08/12/2010
40,787.00		865. STATE STR CORP PROPERTY TYPE: SECURITIES 50,481.00				07/19/2006 -9,694.00	12/22/2010
29,386.00		350. 3M CO PROPERTY TYPE: SECURITIES 4,496.00				08/08/2000 24,890.00	08/12/2010
135,000.00		135000. U S TREASURY NT PROPERTY TYPE: SECURITIES 135,000.00		4.125% 8/1		10/31/2005	08/15/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- 42,178. =====	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST ON SAVINGS AND TEMPORARY CASH I	1.	1.
	-----	-----
TOTAL	1.	1.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ATT INC	2,003.	2,003.
ABBOTT LABORATORIES	2,288.	2,288.
ALLSTATE CORP	720.	720.
AUTOMATIC DATA PROCESSING	255.	255.
CONOCOPHILLIPS	2,580.	2,580.
ECOLAB INC	806.	806.
EMERSON ELEC CO	1,350.	1,350.
EXELON CORPORATION	2,268.	2,268.
EXXON MOBIL CORP	1,914.	1,914.
FPL GROUP INC	500.	500.
F H L B DEB	4,724.	4,724.
F H L M C M T N	6,406.	6,406.
F H L M C M T N	5,500.	5,500.
F H L M C M T N	322.	322.
NUVEEN SMALL CAP INDEX FUND CL Y	834.	834.
NUVEEN MID CAP INDEX FUND CL Y	31.	31.
FRONTIER COMMUNICATIONS CORP	584.	584.
GENERAL ELECTRIC CO	1,806.	1,806.
GENERAL MILLS INC	493.	493.
HEWLETT PACKARD CO	1,463.	1,463.
ILLINOIS TOOL WORKS	1,002.	1,002.
INTEL CORP	1,320.	1,320.
INTERNATIONAL BUSINESS MACHINES CORP	449.	449.
ISHARES MSCI EMERGING MKTS E T F	194.	194.
J P MORGAN CHASE CO	1,741.	1,741.
JOHNSON JOHNSON	2,045.	2,045.
MGDONALDS CORP	903.	903.
MEDTRONIC INC	1,500.	1,500.
NEXTERA ENERGY INC	1,349.	1,349.
OCCIDENTAL PETROLEUM CORPORATION	1,953.	1,953.
PEPSICO INC	1,967.	1,967.
PFIZER INC	1,098.	1,098.
PRAXAIR INC		
IQ0610 L770 05/02/2011 10:50:19	25253160	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PROCTER & GAMBLE CO	1,999.	1,999.
SCHLUMBERGER LTD	924.	924.
LAUDUS INTL MARKETMASTERS FUND SEL	5,441.	5,441.
STATE STR CORP	35.	35.
3M CO	1,460.	1,460.
U S TREASURY NT	4,750.	4,750.
U S TREASURY NT	7,599.	7,599.
U S TREASURY NT	4,250.	4,250.
U S TREASURY NT	4,750.	4,750.
U S TREASURY NT	3,625.	3,625.
U S TREASURY NT	3,375.	3,375.
U S TREASURY NT	2,375.	2,375.
U S TREASURY NT	-61.	-61.
U S TREASURY NT	-11.	-11.
UNITED TECHNOLOGIES CORP	1,530.	1,530.
VERIZON COMMUNICATIONS INC	2,219.	2,219.
WELLS FARGO CO	400.	400.
	-----	-----
TOTAL	97,028.	97,028.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NET SETTLEMENT FROM CLASS ACTION SUIT	318.	318.
	-----	-----
TOTALS	318.	318.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL TAX PAYMENT - PRIOR YE	597.	
FEDERAL TAX	2,160.	
FOREIGN TAXES ON QUALIFIED FOR	622.	622.
FOREIGN TAXES ON NONQUALIFIED	3.	3.
	-----	-----
TOTALS	3,382.	625.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

COURT FEES
FILING FEES

55.
25.

55.
25.

TOTALS

80.
=====

80.
=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
U S TREASURY NOTE 12/31/12	102,148.	102,148.	106,063.
U S TREASURY NOTE 07/31/13	101,297.	101,297.	106,664.
U S TREASURY NT 08/31/14	99,848.	99,848.	103,594.
F H L M C DEB			
F H L B DEB	101,549.		
U S TREASURY NT	132,970.		
U S TREASURY NT 01/15/11	98,492.	98,492.	100,125.
F H L M C M T N 07/15/2012	127,716.	127,716.	
U S TREASURY NT 01/31/12	100,328.	100,328.	104,703.
F H L M C MTN 08/20/12	101,986.	101,986.	
U S TREASURY NT 05/15/14	98,598.	98,598.	111,695.
U S TREASURY NOTE 08/15/20		75,188.	71,104.
U S TREASURY NOTE 07/31/15		76,190.	74,760.
	-----	-----	-----
TOTALS	1,064,932.	981,791.	778,708.
	=====	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
ECOLAB INC	25,623.	25,623.	65,546.
PRAXAIR INC	22,644.	22,644.	58,237.
EMERSON ELEC CO	7,645.	7,645.	57,170.
GENERAL ELEC CO	7,249.	7,249.	25,423.
ILLINOIS TOOL WKS INC	50,779.	50,779.	61,517.
UNITED TECHNOLOGIES CORP	31,856.	31,856.	70,848.
3M CO	6,914.	2,418.	44,876.
CONOCOPHILLIPS	46,446.	46,446.	81,720.
EXXON MOBIL CORP	1,940.	1,940.	80,432.
SCHLUMBERGER	35,720.	35,720.	91,850.
MC DONALD'S CORP	11,113.	11,113.	69,468.
MC GRAW-HILL COS INC			
PEPSICO INC	51,429.	51,429.	68,597.
PROCTOR & GAMBLE CO	56,586.	56,586.	68,190.
ABBOTT LABS	7,535.	7,535.	63,720.
JOHNSON & JOHNSON	50,325.	50,325.	51,026.
MEDTRONIC INC	36,879.	36,879.	38,945.
PFIZER INC	2,078.	2,078.	47,837.
WYETH			
ALLSTATE CORP	50,076.	50,076.	28,692.
STATE STR CORP	50,481.		
WELLS FARGO & CO	52,790.	52,790.	61,980.
EXELON CORPORATION	34,692.		
F P L GROUP INC	33,629.		
VERIZON COMMUNICATIONS INC	8,440.	7,921.	41,505.
HEWLETT PACKARD CO	32,792.		
INTEL CORP	1,193.	1,193.	33,438.
INTL BUSINESS MACHINES CORP	72,855.	35,233.	43,294.
AT&T INC	4,469.	4,469.	35,021.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
OCCIDENTAL PETE CORP	84,948.	84,947.	93,195.
GENERAL MILLS INC	50,258.	50,258.	61,215.
JPMORGAN CHASE & CO	32,299.	32,299.	41,147.
AUTOMATIC DATA PROCESSING		29,969.	34,710.
FORD MOTOR		35,102.	34,587.
NEXTERA ENERGY INC		33,629.	51,990.
TARGET		35,336.	35,236.
	-----	-----	-----
TOTALS	961,683.	901,487.	1,641,412.
	=====	=====	=====

WARREN FOUNDATION 25253160

41-6021348

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
FIDELITY ADV DIVERSIFIED INTL			
FIRST AMER MID CAP INDEX FD	89,000.	89,000.	106,766.
FIRST AMER SMALL CAP INDEX FD	45,000.	45,000.	43,228.
LAUDUS INTL MKRTMASTERS FD	359,000.	359,000.	380,072.
CREIT SUISSE		50,000.	51,262.
I SHARES MSCI EMERGING MKTS		40,360.	47,642.
	-----	-----	-----
TOTALS	493,000.	583,360.	628,970.
	=====	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

ROUNDING

2.

TOTAL

2.

=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MN

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

US BANK TRUST NA

ADDRESS:

101 EAST 5TH STREET

ST PAUL, MN 55101

TITLE:

CORP TTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 8

COMPENSATION 39,609.

OFFICER NAME:

THEODORE J COLLINS

ADDRESS:

1872 BOHLAND

ST PAUL, MN 55116

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 19,261.

OFFICER NAME:

JOHN E KING

ADDRESS:

2163 VOILET LANE

NEW BRIGHTON, MN 55112

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 19,261.

TOTAL COMPENSATION:

78,131.

=====

RECIPIENT NAME:

SARAH GODFREY

ADDRESS:

800 NICOLLET MALL; BC-MN-H16A
MINNEAPOLIS, MN 55402

RECIPIENT'S PHONE NUMBER: 612-303-3208

FORM, INFORMATION AND MATERIALS:

IN THE FORM OF A LETTER OUTLINING THE REQUEST TOGETHER WITH SUPPORTING
MATERIALS AS THE APPLICANT REQUIRES. THE FDN DOES NOT HAVE A FIXED
FORMAT. INCLUDE A COPY OF THE IRS EXEMPTION LETTER.

SUBMISSION DEADLINES:

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE FDN DOES NOT MAKE GRANTS TO INDIVIDUALS OR ORGS WHICH REQUIRE
EXPENDITURE RESPONSIBILITY. PRIMARY GRANTS ARE TO ED, CULTURAL, YOUTH
& CNTY SUPPORT ORG IN MN.

WARREN FOUNDATION 25253160

41-6021348

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SEE ATTACHED

AMOUNT OF GRANT PAID 108,000.

TOTAL GRANTS PAID:

108,000.

=====

WARREN FOUNDATION 25253160

GRANT SCHEDULE 01/1/10 - 12/31/10

RECIPIENT	PURPOSE	PAYMENT
ADMISSION POSSIBLE 450 N SYNDICATE ST, SUITE 200 ST. PAUL, MN 55104	2010 GRANT AWARD	2,000.00
AMICUS, INC 15 SOUTH 5TH ST, SUITE 1100 MINNEAPOLIS, MN 55402	2010 GRANT AWARD - RADIUS PROGRAM	1,000.00
AUGSBURG COLLEGE INSTITUTIONAL ADVANCEMENT 2211 RIVERSIDE AVE MINNEAPOLIS, MN 55454	2010 GRANT AWARD - URBAN DEBATE LEAGUE PROGRAM	1,000.00
BIG BROTHERS/BIG SISTERS 2550 UNIVERSITY AVE, SUITE 410-N ST. PAUL, MN 55114	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
BOY SCOUTS OF AMERICAN NORTHERN STAR COUNCIL 393 MARSHALL ST ST. PAUL, MN 55102-1795	2010 GRANT AWARD - SCOUTREACH PROGRAM	1,000.00
BOYS & GIRLS CLUBS OF TWIN CITIES 6500 NICOLLET AVE S, SUITE 201 MINNEAPOLIS, MN 55423	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
THE BRIDGE FOR YOUTH 2200 EMERSON AVE S MINNEAPOLIS, MN 55405	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
CARMEN PAMPA FUND 1821 UNIVERSITY AVE, SUITE S-218 ST. PAUL, MN 55104	2010 GRANT AWARD - SCHOLARSHIP PARTNERS PROGRAM	2,000.00
CATHOLIC CHARITIES DOROTHY DAY CENTER 183 OLD SIXTH ST W ST. PAUL, MN 55102	2010 GRANT AWARD - DOROTHY DAY CENTER	4,000.00
CATHOLIC YOUTH CAMP FUND 2131 FAIRVIEW AVE N ROSEVILLE, MN 55113	2010 GRANT AWARD - SCHOLARSHIPS	2,000.00
CENTRO GUADALUPANO 2424 18TH AVE S MINNEAPOLIS, MN 55404	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00

CHARITIES REVIEW COUNCIL 2610 UNIVERSITY AVE W, SUITE 375 ST. PAUL, MN 55114-2007	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
CHILDREN'S SAFETY CENTER NETWORK 281 MARIE AVE ST. PAUL, MN 55106	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
CLARE HOUSING 929 CENTRAL AVE NE MINNEAPOLIS, MN 55413	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
COOKIE CART 1119 W BROADWAY MINNEAPOLIS, MN 55411	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
COTTONWOOD FOUNDATION P O. BOX 10803 WHITE BEAR LAKE, MN 55110	2010 GRANT AWARD - 2010 MICROGRANTS	1,000.00
DAKOTA WOODLANDS 3430 WESCOTT WOODLANDS EAGAN, MN 55123	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
DUCKS UNLIMITED INC. C/O COURT STOREY, SENIOR VP NORTHMARQ REAL ESTATE BROKERAGE 3500 AMERICAN BLVD W, #200 BLOOMINGTON, MN 55431	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
EAST METRO WOMEN'S COUNCIL EAST METRO PLACE 3521 CENTURY AVE N WHITE BEAR LAKE, MN 55110	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
FRIENDSHIP VENTURES 10509 108TH ST NW ANNANDALE, MN 55302	2010 GRANT AWARD - PROGRAM SCHOLARSHIPS	2,000.00
GILDA'S CLUB TWIN CITIES 5115 EXCELSIOR BLVD #448 MINNEAPOLIS, MN 55416	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
GIRL SCOUTS OF MINNESOTA AND WISCONSIN RIVER VALLEYS 400 ROBERT ST S ST. PAUL, MN 55107	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
GREATER MINNEAPOLIS CRISIS NURSERY 5400 GLENWOOD AVE GOLDEN VALLEY, MN 55422	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00

GUILD INCORPORATED 130 S WABASHA ST, SUITE 90 ST. PAUL, MN 55107	2010 GRANT AWARD - COMMUNITY ACCESS PROGRAM	1,000.00
HEARING & SERVICE DOGS OF MN CAN DO CANINES 9440 SCIENCE CENTER DR NEW HOPE, MN 55428	2010 GRANT AWARD - CAN DO CANINES GENERAL OPERATIONS	1,000.00
HIRED 1200 PLYMOUTH AVE N MINNEAPOLIS, MN 55411-4085	2010 GRANT AWARD - YOUTH EMPLOYMENT PROGRAMS	1,000.00
HOUSE OF CHARITY 510 SOUTH EIGHTH ST MINNEAPOLIS, MN 55404-1079	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
JABBOK FAMILY SERVICES 2608 BLAISDELL AVE S MINNEAPOLIS, MN 55408	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
JOSEPH'S COAT P.O. BOX 2202 ST PAUL, MN 55102	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
KEYSTONE COMMUNITY SERVICE 2000 ST. ANTHONY AVE ST. PAUL, MN 55104-5199	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
KIDSFIRST SCHOLARSHIP FUND OF MN 800 NICOLLET MALL, SUITE 2680 MINNEAPOLIS, MN 55402	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
LAO ASSISTANCE CENTER OF MINNESOTA 1015 OLSON MEMORIAL HIGHWAY MINNEAPOLIS, MN 55405	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
LAO FAMILY COMMUNITY OF MN, INC. 320 W UNIVERSITY AVE ST PAUL, MN 55103-2015	2010 GRANT -FAMILY ENGLISH EVENING & PASSAGES PROG	2,000.00
LATINO ECONOMIC DEVELOPMENT CENTER 1516 E LAKE ST MINNEAPOLIS, MN 55407	2010 GRANT AWARD - ECONOMIC DEVELOPMENT PROGRAM	1,000.00
LEE CARLSON CENTER 7954 UNIVERSITY AVE NE FRIDLEY, MN 55432	2010 GRANT AWARD - SCHOOL PEER BASED SUPPORT PROGRAM	1,000.00
LITTLE BROTHERS-FRIENDS OF ELDERLY 1295 BANDANA BLVD SUITE 165	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00

ST. PAUL, MN 55106

LITTLE SISTERS OF THE POOR OF SAINT PAUL 330 SO EXCHANGE ST ST. PAUL, MN 55102	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
LISTENING HOUSE 215 NINTH ST W ST. PAUL, MN 55102	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
MACALESTER-GROVELAND LIVING AT HOME BLOCK NURSE PROGRAM 1600 GROVELAND AVE ST. PAUL, MN 55105	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
MINNEAPOLIS AMERICAN INDIAN CENTER 1530 E FRANKLIN AVE MINNEAPOLIS, MN 55404	2010 GRANT AWARD - SENIORS PROGRAM	1,000.00
MINNESOTA AFRICAN WOMEN'S ASSOC. 3300 BASS LAKE RD, SUITE 510 BROOKLYN, MN 55429	2010 GRANT AWARD - AGILE PROGRAM	1,000.00
MINNESOTA AIDS PROJECT 1400 PARK AVE S MINNEAPOLIS, MN 55404	2010 GRANT AWARD - LEGAL SERVICES PROGRAM	1,000.00
MINNESOTA ASSISTANCE COUNCIL FOR VETERANS (MACV) 360 N ROBERT ST, SUITE 306 ST. PAUL, MN 55101	2010 GRANT AWARD - GENERAL OPERATIONS	1,000 00
MINNESOTA LAND TRUST 2356 UNIVERSITY AVE W, SUITE 240 ST. PAUL, MN 55114	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
MINNESOTA LANDSCAPE ARBORETUM 3675 ARBORETUM DR CHASKA, MN 55318-9613	2010 GRANT AWARD - GENERAL OPERATIONS	1,000 00
MINNESOTA LITERACY COUNCIL 756 TRANSFER ROAD ST. PAUL, MN 55114	2010 GRANT AWARD - GENERAL OPERATIONS	1,000 00
MIXED BLOOD THEATRE 1501 S 4TH ST MINNEAPOLIS, MN 55454	2010 GRANT AWARD - EDUCATIONAL TOURING PROGRAM	1,000 00
NATIONAL FEDERATION FOR THE BLIND OF MINNESOTA, INC. 100 E 22ND ST	2010 GRANT AWARD - GENERAL OPERATIONS	1,000 00

MINNEAPOLIS, MN 55404

NEIGHBORHOOD HOUSE 179 ROBBIE ST E ST. PAUL, MN 55107	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
OPERATION DE NOVO 800 WASHINGTON AVE N, SUITE 610 MINNEAPOLIS, MN 55401	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
OUR LADY OF GOOD COUNSEL FREE CANCER HOME 2076 SAINT ANTHONY AVE ST. PAUL, MN 55104	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
OUR SAVIOR HOUSING 2219 CHICAGO AVE S MINNEAPOLIS, MN 55404	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
PARKINSON'S ASSOCIATION OF MINNESOTA 2205 ZEALAND AVE N GOLDEN VALLEY, MN 55427	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
PENUMBRA THEATRE COMPANY, INC. 270 NORTH KENT ST ST. PAUL, MN 55102	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
PEOPLE SERVING PEOPLE, INC. 614 THIRD ST S MINNEAPOLIS, MN 55404	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
PHOENIX ALTERNATIVES 4453 WHITE BEAR PKWY WHITE BEAR LAKE, MN 55110	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
PREVENT CHILD ABUSE MINNESOTA 1821 UNIVERSITY AVE, SUITE 202 S ST. PAUL, MN 55104	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
RAMSEY COUNTY HISTORICAL SOCIETY 323 LANDMARK CENTER 75 W 5TH ST ST. PAUL, MN 55102	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
REBUILD RESOURCES 602 PRIOR AVE N ST. PAUL, MN 55104	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
REGIONS HOSPITAL FOUNDATION ALZHEIMER'S RESEARCH CENTER 640 JACKSON ST ST. PAUL, MN 55101	2010 GRANT AWARD - ALZHEIMER'S RESEARCH CENTER	2,000.00

SAINT PAUL AREA COUNCIL OF CHURCHES 1671 SUMMIT AVE ST. PAUL, MN 55105	2010 GRANT AWARD - PROJECT SPIRIT	1,000.00
SAINT PAUL CHAMBER ORCHESTRA 408 ST. PETER ST, THIRD FL ST. PAUL, MN 55102	2010 GRANT AWARD - CONNECT PROGRAM	1,000.00
SALVATION ARMY 2445 PRIOR AVE N ROSEVILLE, MN 55113	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
SECOND HARVEST HEARTLAND 1140 GERVAIS AVE ST. PAUL, MN 55109-2020	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
SENIOR SERVICES CONSORTIUM OF RAMSEY COUNTY-MEALS ON WHEELS 160 E KELLOGG BLVD ST. PAUL, MN 55101	2010 GRANT AWARD - MEALS ON WHEELS PROGRAM	1,000.00
SISTERS OF ST. JOSEPH OF CARONDELET 1884 RANDOLPH AVE ST. PAUL, MN 55105	2010 GRANT AWARD - SARAH'S..AN OASIS FOR WOMEN	2,000.00
SOJOURNER PROJECT P.O BOX 272 HOPKINS, MN 55343	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
SOUTHEAST ASIAN REFUGEE COMMUNITY HOME (SEARCH) 212 ANCIENT TRADERS MARKET 1113 E FRANKLIN AVE MINNEAPOLIS, MN 55404	2010 GRANT AWARD - GENERAL OPERATIONS	1,000 00
SOUTHERN MINNESOTA REGIONAL LEGAL SERVICES (SMRLS) 166 E FOURTH ST, SUITE 200 ST. PAUL, MN 55101	2010 GRANT AWARD - GENERAL OPERATIONS	2,000 00
ST STEPHEN'S HUMAN SERVICES 2211 CLINTON AVE S MINNEAPOLIS, MN 55404	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
STORE TO DOOR 1821 UNIVERSITY AVE W, SUITE S112 ST. PAUL, MN 55104-2804	2010 GRANT AWARD - GENERAL OPERATIONS	2,000 00
THOMAS IRVINE DODGE NATURE CENTER 365 MARIA AVE W WEST ST. PAUL, MN 55118	2010 GRANT AWARD - SCHOLARSHIPS	1,000.00

2010

TUBMAN 3111 FIRST AVE S MINNEAPOLIS, MN 55408	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
TWIN CITIES HABITAT FOR HUMANITY 3001 FOURTH ST SE MINNEAPOLIS, MN 55414	2010 GRANT AWARD - GENERAL OPERATIONS	2,000.00
TWIN CITIES TREE TRUST 2350 WYCLIFF ST, SUITE 200 ST. PAUL, MN 55114	2010 GRANT AWARD - YOUTH CONSERVATION CORP	1,000.00
UNION GOSPEL MISSION ASSOCIATION OF SAINT PAUL 77 9TH ST E ST. PAUL, MN 55101	2010 GRANT AWARD - OBER AT-RISK TEEN PROGRAMS	2,000.00
VISITATION MONASTERY OF MINNESOTA 1527 FREMONT AVE N MINNEAPOLIS, MN 55411	2010 GRANT AWARD - SCHOLARSHIPS	2,000.00
WEST SEVENTH COMMUNITY CENTER 265 ONEIDA ST ST. PAUL, MN 55102	2010 GRANT AWARD - GENERAL OPERATIONS	1,000.00
WORKING FAMILY RESOURCE CENTER 325 CEDAR ST, SUITE 250 ST. PAUL, MN 55101	2010 GRANT AWARD - GENERAL OPERATIONS	1,000 00
TOTAL		108,000.00

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust

WARREN FOUNDATION 25253160

Employer identification number

41-6021348

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	42,178.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	42,178.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		
14 Net long-term gain or (loss):			
a Total for year	14a		42,178.
b Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		42,178.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)	30		
31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2010

Employer identification number

41-6021348

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	42,178.00
---	-----------

JSA