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Form **990-PF**

# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

OMB No. 1545-0052

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation <b>WARREN FOUNDATION 25253160</b>		A Employer identification number <b>41-6021348</b>						
Number and street (or P.O. box number if mail is not delivered to street address) <b>P O BOX 64713; TRUST TAX SERVICES</b>		B Telephone number (see instructions) <b>612- 303-3208</b>						
City or town, state, and ZIP code <b>ST. PAUL, MN 55164-0713</b>		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<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"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
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) <b>\$ 3,388,295.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
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.)								

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)
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					
4 Dividends and interest from securities		101,001.	101,001.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		689,994.			
b Gross sales price for all assets on line 6a <b>2,235,750.</b>					
7 Capital gain net income (from Part IV, line 2)			689,994.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		-602.	-602.		STMT 5
12 Total. Add lines 1 through 11		790,393.	790,393.		
13 Compensation of officers, directors, trustees, etc.		102,964.	34,816.		68,148.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule) <b>STMT 6</b>		2,100.	1,050.	NONE	1,050.
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) <b>STMT 7</b>		7,247.	1,931.		
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) <b>STMT 8</b>		80.			80.
24 Total operating and administrative expenses. Add lines 13 through 23		112,391.	37,797.	NONE	69,278.
25 Contributions, gifts, grants paid		84,000.			84,000.
26 Total expenses and disbursements. Add lines 24 and 25		196,391.	37,797.	NONE	153,278.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		594,002.			
b Net investment income (if negative, enter -0-)			752,596.		
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

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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 . . . . .	39,958.	230,651.	230,651.
	3	Accounts receivable ▶ <u>1,620.</u>			
		Less: allowance for doubtful accounts ▶	3,951.	1,620.	1,620.
	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 ▶ <u>NONE</u>			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) <u>STMT 9</u>	982,835.	601,059.	639,356.
	b	Investments - corporate stock (attach schedule) <u>STMT 10</u>	649,979.	1,430,338.	1,508,839.
	c	Investments - corporate bonds (attach schedule) <u>STMT 14</u>	917,436.	907,901.	990,594.
	11	Investments - land, buildings, and equipment, basis Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) <u>STMT 15</u>		16,464.	17,107.	
14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ <u>NON TAXABLE DIVIDENDS</u> )		128.	128.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	2,594,159.	3,188,161.	3,388,295.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE	
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 . . . . .	1,274,068.	1,868,070.	
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	2,594,159.	3,188,161.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,594,159.	3,188,161.	

## 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	2,594,159.
2	Enter amount from Part I, line 27a . . . . .	2	594,002.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	3,188,161.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	3,188,161.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 2,235,750.		1,545,756.	689,994.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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) 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			
<b>a</b>			689,994.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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	689,994.	
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 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))
2011	123,757.	3,295,503.	0.037553
2010	147,120.	3,161,715.	0.046532
2009	143,153.	2,968,477.	0.048224
2008	184,911.	3,507,385.	0.052720
2007	236,915.	3,982,835.	0.059484
<b>2 Total of line 1, column (d)</b>			2 0.244513
<b>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</b>			3 0.048903
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			4 3,266,054.
<b>5 Multiply line 4 by line 3</b>			5 159,720.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			6 7,526.
<b>7 Add lines 5 and 6</b>			7 167,246.
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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.			8 153,278.

**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)		1	15,052.
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 . . . . .			
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	15,052.
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	15,052.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	3,656.	
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	3,656.	
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	11,396.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 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 Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ► \$ _____ (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? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MN		
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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**Part VII-A Statements Regarding Activities (continued)**

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **N/A**

14 The books are in care of **US BANK NA** Telephone no. **(612) 303-3208**  
 Located at **800 NICOLLET MALL, MINNEAPOLIS, MN** ZIP+4 **55402**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year **15**

16 At any time during calendar year 2012, 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 **X**  
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. 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 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 instructions)? <input type="checkbox"/> <b>1b</b>		X
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 2012? <b>1c</b>		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <b>2b</b>		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 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 2012) <b>3b</b>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b>		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 2012? <b>4b</b>		X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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 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
US BANK TRUST NA 101 EAST 5TH STREET, ST PAUL, MN 55101	CORP TTEE 8	60,381.	-0-	-0-
THEODORE J COLLINS 1872 BOHLAND, ST PAUL, MN 55116	TRUSTEE 2	21,292.		
JOHN E KING 2163 VOILET LANE, NEW BRIGHTON, MN 55112	TRUSTEE 2	21,291.		

**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		NONE	NONE	NONE

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

NONE

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (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		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 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 instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,241,740.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	74,051.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,315,791.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,315,791.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	49,737.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,266,054.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	163,303.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	163,303.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	15,052.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	15,052.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	148,251.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	148,251.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	148,251.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	153,278.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	153,278.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	153,278.

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				148,251.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			NONE	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .	41,198.			
<b>b</b> From 2008 . . . . .	10,102.			
<b>c</b> From 2009 . . . . .	NONE			
<b>d</b> From 2010 . . . . .	NONE			
<b>e</b> From 2011 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	51,300.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 153,278.				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				148,251.
<b>e</b> Remaining amount distributed out of corpus . . . . .	5,027.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	56,327.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				NONE
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	41,198.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	15,129.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .	10,102.			
<b>b</b> Excess from 2009 . . . . .	NONE			
<b>c</b> Excess from 2010 . . . . .	NONE			
<b>d</b> Excess from 2011 . . . . .	NONE			
<b>e</b> Excess from 2012 . . . . .	5,027.			

**Part XIV Private Operating Foundations** (see 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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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).)

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

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

SEE STATEMENT 16

**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)				
<b>a</b> Paid during the year  SEE STATEMENT 33				84,000.
<b>Total</b> . . . . .			▶ <b>3a</b>	84,000.
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			▶ <b>3b</b>	

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Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities . . . . .			14	101,001.		
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property . . . . .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	689,994.		
<b>9</b> Net income or (loss) from special events . . . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . . . . .						
<b>11</b> Other revenue a _____						
b PARTNERSHIP LOSS		-602.	01			
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .		-602.		790,995.		
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .					790,993.	

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? |  | Yes | No |
|---|--|-----|----|
| a   | Transfers from the reporting foundation to a noncharitable exempt organization of:   |     |    |
|   | (1) Cash   |     | X  |
|   | (2) Other assets   |     | X  |
| b   | Other transactions:  |     |    |
|   | (1) Sales of assets to a noncharitable exempt organization   |     | X  |
|   | (2) Purchases of assets from a noncharitable exempt organization   |     | X  |
|   | (3) Rental of facilities, equipment, or other assets   |     | X  |
|   | (4) Reimbursement arrangements   |     | X  |
|   | (5) Loans or loan guarantees   |     | X  |
|   | (6) Performance of services or membership or fundraising solicitations   |     | X  |
| c   | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | X  |
| d   | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |     |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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**

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

Karen Bassett  
Signature of officer or trustee

05/06/2013  
Date

Title CORP. TRUSTEE

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

KAREN BASSETT

**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 (2012)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC	325.	325.
ATT INC	1,298.	1,298.
ABBOTT LABORATORIES	1,390.	1,390.
ALLEGHENY TECHNOLOGIES INC	81.	81.
ALTRIA GROUP INC	205.	205.
ANADARKO PETROLEUM CORP	59.	59.
ANNALY CAP MGMT INC	497.	497.
AUTOMATIC DATA PROCESSING	796.	796.
BANK OF AMERICA CORP	67.	67.
BANKUNITED INC	92.	92.
BAXTER INTL INC	416.	416.
BEST BUY CO INC	289.	289.
BOEING CO	132.	132.
BRISTOL MYERS SQUIBB CO	151.	151.
CAPITAL ONE FINANCIAL CORP	37.	37.
CARNIVAL CORP	562.	562.
CENTERPOINT ENERGY INC	301.	301.
CENTURYLINK INC	705.	705.
CHEVRON CORPORATION	657.	657.
CINEMARK HLDGS INC	358.	358.
CITIGROUP INC	16.	16.
COMMUNITY BK SYS INC	64.	64.
CONAGRA FOODS INC	204.	204.
CONOCOPHILLIPS	1,312.	1,312.
DEVON ENERGY CORPORATION	69.	69.
DOW CHEM CO	286.	286.
DU PONT E I DE NEMOURS & CO	212.	212.
EATON CORP	133.	133.
ECOLAB INC	661.	661.
EMERSON ELEC CO	862.	862.
EXXON MOBIL CORP	1,250.	1,250.
F H L M C M T N	6,406.	6,406.
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## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
F H L M C M T N 5.500% 8/20/12	5,500.	5,500.
FIFTH THIRD BANCORP	97.	97.
FORD MOTOR CO	146.	146.
GENERAL DYNAMICS CORP	170.	170.
GENERAL ELECTRIC CO	791.	791.
GENERAL ELEC CAP MTN 4.650% 10/17/21	1,640.	1,640.
GENERAL MILLS INC	1,200.	1,200.
GLAXO SMITHKLINE P L C A D R	162.	162.
HASBRO INC	420.	420.
HOME DEPOT INC	99.	99.
ILLINOIS TOOL WORKS INC	1,102.	1,102.
INTEL CORP	962.	962.
INTERNATIONAL BUSINESS MACHINES CORP	414.	414.
ISHARES MSCI EMERGING MKTS E T F	4,217.	4,217.
J P MORGAN CHASE CO	772.	772.
JOHNSON JOHNSON	1,265.	1,265.
KIMBERLY CLARK CORP	147.	147.
KRAFT FOODS INC CL A	148.	148.
LIBERTY PPTY TR SBI	127.	127.
MARATHON OIL CORPORATION	63.	63.
MAXIM INTEGRATED PRODS INC	270.	270.
MCDONALDS CORP	1,096.	1,096.
MEDTRONIC INC	655.	655.
MERCK AND CO INC	240.	240.
MICROSOFT CORP	298.	298.
MID-AMER APT CMNTYS INC	103.	103.
MOLEX INC CL A	275.	275.
NEXTERA ENERGY INC	1,075.	1,075.
NUVEEN SMALL CAP INDEX FUND CL I	447.	447.
NUVEEN MID CAP INDEX FUND CL I	1,588.	1,588.
OCCIDENTAL PETROLEUM CORPORATION	1,003.	1,003.
OLD REP INTL CORP	322.	322.
P N C FINANCIAL SERVICES GROUP INC	101.	101.
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## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
P P G INDS INC	197.	197.
P P L CORPORATION	193.	193.
PEPSICO INC	1,170.	1,170.
PFIZER INC	1,821.	1,821.
PHILIP MORRIS INTL	234.	234.
PHILLIPS 66	45.	45.
PINNACLE WEST CAP CORP	226.	226.
POTASH CORP OF SASKATCHEWAN	66.	66.
PRAXAIR INC	663.	663.
PROCTER & GAMBLE CO	817.	817.
PRUDENTIAL FINANCIAL INC	646.	646.
QUALCOMM INC	122.	122.
REDWOOD TRUST INC	326.	326.
ROYAL DUTCH SHELL PLC A D R	685.	685.
SLM CORP	147.	147.
SCHLUMBERGER LTD	665.	665.
LAUDUS INTL MARKETMASTERS FUND SEL	9,867.	9,867.
SCOUT INTERNATIONAL FUND	3,404.	3,404.
STARBUCKS CORP	146.	146.
STATE STR CORP	124.	124.
SUNTRUST BKS INC	38.	38.
TARGET CORPORATION	281.	281.
TEXAS INSTRUMENTS INC	109.	109.
3M CO	706.	706.
UNILEVER N V A D R	310.	310.
UNITED PARCEL SERVICE INC CL B	196.	196.
U S TREASURY NT 4.750% 5/15/14	4,750.	4,750.
U S TREASURY NT 4.750% 1/31/12	2,375.	2,375.
U S TREASURY NT 3.625% 12/31/12	5,438.	5,438.
U S TREASURY NT 3.375% 7/31/13	3,375.	3,375.
U S TREASURY NT 2.375% 8/31/14	2,375.	2,375.
U S TREASURY NT 1.750% 7/31/15	1,313.	1,313.
U S TREASURY NT 2.625% 8/15/20	1,969.	1,969.
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## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
U S TREASURY NT 3.625% 2/15/21	3,625.	3,625.
U S TREASURY NT 0.750% 6/30/17	170.	170.
UNITED TECHNOLOGIES CORP	907.	907.
UNITED HEALTH GROUP INCORPORATED	134.	134.
VERIZON COMMUNICATIONS INC	2,035.	2,035.
WELLS FARGO CO	776.	776.
WESTAR ENERGY INC	173.	173.
WHIRLPOOL CORP	167.	167.
WINDSTREAM CORP	429.	429.
WINTRUST FINL CORP	23.	23.
YUM BRANDS INC	86.	86.
COVIDIEN PLC	190.	190.
SEAGATE TECHNOLOGY	679.	679.
	-----	-----
TOTAL	101,001.	101,001.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ENBRIDGE	-506.	-506.
EXTERRAN	-96.	-96.
	-----	-----
TOTALS	-602.	-602.
	=====	=====

FORM 990PF, PART I - LEGAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES	2,100.	1,050.		1,050.
	-----	-----	-----	-----
TOTALS	2,100.	1,050.	NONE	1,050.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	159.	159.
FEDERAL TAX PAYMENT - PRIOR YE	1,660.	
FEDERAL TAX	3,656.	
FOREIGN TAXES ON QUALIFIED FOR	1,596.	1,596.
FOREIGN TAXES ON NONQUALIFIED	176.	176.
	-----	-----
TOTALS	7,247.	1,931.
	=====	=====

WARREN FOUNDATION 25253160

41-6021348

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
FILING FEES	80.	80.
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.		
U S TREASURY NOTE 07/31/13	101,297.	101,297.	101,863.
U S TREASURY NT 08/31/14	99,848.	99,848.	103,539.
F H L M C M T N 07/15/2012	127,716.		
U S TREASURY NT 01/31/12	100,328.		
F H L M C MTN 08/20/12	101,986.		
U S TREASURY NT 05/15/14	98,598.	98,598.	106,172.
U S TREASURY NOTE 08/15/20	75,188.	75,188.	82,360.
U S TREASURY NOTE 07/31/15	76,190.	76,190.	77,742.
U S TREASURY NT 02/15/21	99,536.	99,536.	117,383.
US TREASURY NT 06/30/17		50,402.	50,297.
TOTALS	982,835.	601,059.	639,356.
	=====	=====	=====

WARREN FOUNDATION 25253160

41-6021348

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
ECOLAB INC	20,872.		
GENERAL ELEC CO		41,182.	42,841.
ILLINOIS TOOL WKS INC	44,958.		
UNITED TECHNOLOGIES CORP	23,644.		
3M CO	2,060.		
SCHLUMBERGER	23,705.		
PEPSICO INC	35,070.		
PROCTOR & GAMBLE CO	40,144.		
ABBOTT LABS	6,804.		
MEDTRONIC INC	30,873.		
ALLSTATE CORP	-45,880.		
WELLS FARGO & CO	46,534.		
EXELON CORPORATION	1,296.		
INTL BUSINESS MACHINES CORP	30,934.		
AT&T INC	3,645.		
GENERAL MILLS INC	37,318.		
AUTOMATIC DATA PROCESSING	25,293.		
FORD MOTOR	24,894.		
NEXTERA ENERGY INC	30,132.		
TARGET	28,281.		
BAXTER INTL	51,272.	51,272.	51,523.
AFLAC INC		20,413.	25,391.
ALLEGHENY TECH		14,156.	13,632.
ALTRIA		16,358.	14,620.
ANADARKO PETROLEUM CORP		22,644.	24,522.
ANNALY CAP MGMT INC		9,863.	8,213.
BANK OF AMERICA CORP		35,260.	47,891.
BANKUNITED INC		5,617.	5,914.
BEST BUY CO INC		16,507.	10,084.



WARREN FOUNDATION 25253160

41-6021348

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
BOEING CO		10,776.	11,304.
CAPITAL ONE FINANCIAL CORP		20,087.	21,666.
CENTERPOINT ENERGY		15,366.	14,284.
CENTURYLINK INC		19,532.	19,012.
CHEVRON CORP		38,500.	39,471.
CINEMARK HLDGS INC		12,967.	14,367.
CITIGROUP INC		30,279.	42,092.
CLIFFS NATURAL RESOURCES		3,532.	4,050.
COMMUNITY BK SYS INC		6,447.	6,512.
CONAGRA FOODS INC		10,566.	12,302.
CONOCOPHILLIPS		10,621.	11,366.
CRANE CO	30,886.	14,424.	14,948.
DEVRON ENERGY CORP		10,223.	9,002.
DOVER CORP		14,382.	14,719.
DOW CHEM CO		13,316.	14,451.
EMERSON ELEC CO	6,605.	9,328.	11,175.
EXXON MOBIL CORP		25,555.	26,225.
FIFTH THIRD BANCORP		17,927.	20,170.
FREEMPORT MCMORAN COPPER GOLD		3,535.	3,591.
GENERAL DYNAMICS CORP		10,634.	11,568.
HASBRO INC		12,833.	13,965.
INTEL CORP	998.	22,290.	18,496.
JP MORGAN CHASE CO	25,806.	13,003.	16,620.
JOHNSON JOHNSON	44,591.	22,433.	23,133.
KIMBERLY CLARK CORP		16,723.	16,717.
KRAFT FOODS		6,954.	7,684.
LIBERTY PPTY TR		12,359.	12,133.
MARATHON OIL CORP		10,308.	11,436.
MAXIM INTEGRATED PRODS INC		12,968.	15,670.

WARREN FOUNDATION 25253160

41-6021348

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
MCDONALDS	6,754.	20,433.	19,583.
MERCK AND CO INC		36,902.	35,208.
MICROSOFT CORP		19,964.	18,483.
MID AMER APT CMNTYS INC		13,298.	12,432.
MOLEX INC		12,055.	13,928.
MONDELEZ INTL		12,915.	12,956.
OCCIDENTAL PETROLEUM CORP		13,868.	12,640.
OLD REP INTL CORP	46,051.	7,573.	9,660.
PNC FINANCIAL SERVICES GROUP		7,613.	7,347.
PPG INDS INC		16,838.	22,603.
PPL CORP		15,081.	15,317.
PFIZER INC	1,366.	53,770.	58,510.
PHILIP MORRIS INTL		24,852.	23,001.
INNACLE WEST CAP CORP		11,027.	10,757.
PIONEER NAT RES CO		4,503.	4,477.
PRAXAIR INC	18,301.	11,691.	12,040.
PRUDENTIAL FINANCIAL INC		19,250.	21,545.
QUALCOMM INC		13,110.	15,094.
REDWOOD TR INC		10,588.	14,238.
ROCKWELL AUTOMATION INC		7,151.	7,307.
SIM CORP		9,466.	10,038.
ST JUDE MED INC		7,266.	7,589.
STARBUCKS CORP		20,279.	20,594.
STATE STREET CORP		22,251.	24,304.
SUNTRUST BKS INC		20,420.	21,263.
TEXAS INSTRUMENTS		6,292.	7,228.
UNITED HEALTH GROUP INC		17,369.	17,086.
UNITED TECH		15,272.	17,386.
VERIZON COMMUNICATIONS	6,772.	38,698.	37,385.

WARREN FOUNDATION 25253160

41-6021348

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
WALGREEN CO		14,594.	14,396.
WESTAR ENERGY INC		16,065.	15,026.
WHIRLPOOL		8,545.	14,042.
WINDSTREAM CORP		16,748.	14,208.
WINTRUST FINL CORP		9,485.	9,469.
YUM BRANDS		12,017.	12,616.
ASTRAZENECA		6,870.	7,185.
CARNIVAL CORP		18,045.	20,665.
COVIDIEN PLC		13,469.	14,724.
EATON GROUP		18,129.	18,909.
GLAXO SMITHKLINE PLC ADR		18,607.	18,388.
ROYAL DUTCH		27,952.	28,338.
SCHLUMBERGER LTD		13,290.	14,137.
SEAGATE TECH		13,060.	15,636.
UNILEVER		12,055.	14,286.
VODAFONE GROUP		7,083.	7,003.
GENERAL ELECTRIC CAP CORP		53,389.	57,052.
TOTALS	649,979.	1,430,338.	1,508,839.

=====

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			
FIRST AMER SMALL CAP INDEX FD			
LAUDUS INTL MRKTMASTERS FD			
CREDIT SUISSE			
I SHARES MSCI EMERGING MKTS			
NUVEEN MID CAP INDEX FD			
NUVEEN SMALL CAP INDEX FD			
NUVEEN TRADEWINDS INTL VAL			
SCOUT INTL			
	359,000.	359,000.	391,529.
	50,000.	44,465.	39,194.
	194,436.	194,436.	213,323.
	89,000.	89,000.	112,643.
	45,000.	45,000.	45,354.
	180,000.		
		176,000.	188,551.
TOTALS	917,436.	907,901.	990,594.
	=====	=====	=====

WARREN FOUNDATION 25253160

41-6021348

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
ENBRIDGE	C	11,363.	11,411.
EXTERRAN	C	5,101.	5,696.
		-----	-----
TOTALS		16,464.	17,107.
		=====	=====

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.

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

=====

## RECIPIENT NAME:

COLLEGE POSSIBLE

## ADDRESS:

450 NORTH SYNDICATE ST., SUITE 200

ST. PAUL, MN 55104

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL OPERATING

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

NEIGHBORHOOD INVOLVEMENT PROGRAM IN

## ADDRESS:

2431 HENNEPIN AVENUE

MINNEAPOLIS, MN 55405-2605

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL OPERATING

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

OUR LADY OF PEACE HOME

## ADDRESS:

20765 ST. ANTHONY AVENUE

ST. PAUL, MN 55104

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL OPERATING

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
ST. STEPHEN'S HUMAN SERVICES  
ADDRESS:  
2211 CLINTON AVENUE SOUTH  
MINNEAPOLIS, MN 55404  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
MN INDIAN WOMEN'S RESOURCE CENTER  
ADDRESS:  
2300 15TH AVENUE SOUTH  
MINNEAPOLIS, MN 55404  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
GREATER MPLS. COUNCIL OF CHURCHES  
ADDRESS:  
PO BOX 7509  
MINNEAPOLIS, MN 55407  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.



RECIPIENT NAME:  
DAKOTA WOODLANDS  
ADDRESS:  
3430 WESCOTT WOODLANDS  
EAGAN, MN 55123  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
SOJOURNER PROJECT  
ADDRESS:  
PO BOX 272  
HOPKINS, MN 55343  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATIONS  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
BOYS & GIRLS CLUBS OF TWI  
ADDRESS:  
6500 NICOLLET AVE S; SUITE 201  
MINNEAPOLIS, MN 55423  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
GILDA'S CLUB TWIN CITIES  
ADDRESS:  
5115 EXCELSIOR BLVD #448  
MINNEAPOLIS, MN 55416  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATIONS  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
KEYSTONE COMMUNITY SERVICE  
ADDRESS:  
2000 ST. ANTHONY AVE  
ST. PAUL, MN 55104  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GRANT AWARD  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
MACALESTER-GROVELAND LIVING AT HOME  
BLOCK NURSE PROGRAM  
ADDRESS:  
1600 GROVELAND AVE  
ST. PAUL, MN 55105  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATIONS  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
MINNESOTA ASSISTANCE COUNCIL  
FOR VETERANS  
ADDRESS:  
360 N ROBERT ST; SUITE 306  
ST. PAUL, MN 55101  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATIONS  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
NATIONAL FEDERATION FOR THE BLIND  
OF MINNESOTA, INC  
ADDRESS:  
100 E 22ND ST  
MINNEAPOLIS, MN 55404  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATIONS  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
REBUILD RESOURCES  
ADDRESS:  
602 PRIOR AVE N  
ST PAUL, MN 55104  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATIONS  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 1,000.

=====

## RECIPIENT NAME:

SOUTHERN MN REGIONAL LEGAL SERV

## ADDRESS:

166 E FOURTH ST; SUITE 200

ST PAUL, MN 55101

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL OPERATIONS

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

CATHOLIC YOUTH CAMP

## ADDRESS:

2131 FAIRVIEW AVE N

ROSEVILLE, MN 55113

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

BRIDGE, THE

## ADDRESS:

2200 EMERSON AVE SO

MINNEAPOLIS, MN 55405

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

FOR RUNAWAY YOUTH

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.

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

=====

## RECIPIENT NAME:

CARMEN PAMPA FUND

## ADDRESS:

1821 UNIVERSITY AVE, SUITE S-218

ST. PAUL, MN 55104

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

CLARE HOUSING

## ADDRESS:

929 CENTRAL AVE NE

MINNEAPOLIS, MN 55413

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

COOKIE CART LEARNING CENTER

## ADDRESS:

1119 W BROADWAY AVE

MINNEAPOLIS, MN 55411

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL

## FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
DOROTHY DAY CENTER  
ADDRESS:  
183 OLD 6TH ST  
ST. PAUL, MN 55102  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
EAST METRO WOMEN'S COUNCIL  
ADDRESS:  
3521 CENTURY AVENUE NORTH  
WHITE BEAR LAKE, MN 55110  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
FRIENDSHIP VENTURES  
ADDRESS:  
10509 108TH AVE NW  
ANNANDALE, MN 55302  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PROJECT SUPPORT EDEN WOOD CENTER  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
GIRL SCOUT OF MN & WISCONSIN  
RIVER VALLEYS  
ADDRESS:  
400 S ROBERT ST  
ST. PAUL, MN 55107  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
GREATER MINNEAPOLIS CRISIS NURSERY  
ADDRESS:  
5400 GLENWOOD AVE  
GOLDEN VALLEY, MN 55422  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL PROGRAM SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
HOUSE OF CHARITY  
ADDRESS:  
510 S 8TH ST  
MINNEAPOLIS, MN 55404  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

=====

## RECIPIENT NAME:

JOSEPH'S COAT

## ADDRESS:

1107 W 7TH

ST. PAUL, MN 55102

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

LISTENING HOUSE

## ADDRESS:

215 9TH ST W

ST. PAUL, MN 55102

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

LITTLE BROTHERS FRIENDS

OF THE ELDERLY

## ADDRESS:

1295 BANDANA BLVD SUITE 165

ST PAUL, MN 55106

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.



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

=====

## RECIPIENT NAME:

LITTLE SISTERS OF THE  
POOR

## ADDRESS:

330 S EXCHANGE ST  
ST. PAUL, MN 55102

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

NATIONAL PARKINSON'S FDN

## ADDRESS:

1501 NW 9TH AVENUE; BOB HOPE ROAD  
MIAMI, FL 33136

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

2007 GRANT AWARD

## FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

NEIGHBORHOOD HOUSE

## ADDRESS:

179 ROBIE ST E  
ST. PAUL, MN 55107

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GRANT AWARD

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.

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

=====

## RECIPIENT NAME:

OUR SAVIOR'S HOUSING

## ADDRESS:

2219 CHICAGO AVE S

MINNEAPOLIS, MN 55404

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL

## FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

PAGE EDUCATION

## ADDRESS:

PO BOX 58154

MINNEAPOLIS, MN 55458

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GRANT AWARD

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

PENUMBRA THEATRE COMPANY

## ADDRESS:

270 N KENT ST

ST. PAUL, MN 55102

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
REGIONS HOSPITAL FDN  
ADDRESS:  
640 JACKSON ST  
ST. PAUL, MN 55101  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GRANT FOR PARKINSONS RESEARCH  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
ST. PAUL AREA COUNCIL OF CHURCHES  
CHURCHES  
ADDRESS:  
1671 SUMMIT AVE  
ST. PAUL, MN 55105  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GRANT AWARD  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
SECOND HARVEST HEARTLAND  
ADDRESS:  
1140 GERVAIS AVE  
MAPLEWOOD, MN 55109  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GRANT AWARD  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
TREE TRUST  
ADDRESS:  
2350 WYCLIFF ST SUITE 200  
ST. PAUL, MN 55114  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
2007 YOUTH CONSERVATION  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
UNION GOSPEL MISSION  
ADDRESS:  
435 UNIVERSITY AVE E  
ST. PAUL, MN 55101  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GRANT AWARD  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
VISITATION MONASTERY OF MN  
ADDRESS:  
1527 FREMONT AVE NO  
MINNEAPOLIS, MN 55411  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
EARMARK FOR SCHOLARSHIPS  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

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

=====

## RECIPIENT NAME:

MIXED BLOOD THEATRE

## ADDRESS:

1501 S 4TH ST

MINNEAPOLIS, MN 55454

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

EAST METRO 2007-08 ACTIVITIES

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

FAMILY MEANS

## ADDRESS:

1875 NORTHWESTERN AVENUE

STILLWATER, MN 55082

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

YOUTH

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

HOPE ACADAMY

## ADDRESS:

2300 CHICAGO AVENUE SOUTH

MINNEAPOLIS, MN 55404

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GRANT AWARD

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.

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

=====

## RECIPIENT NAME:

LA OPORTUNIDAD

## ADDRESS:

2700 EAST LAKE STREET, SUITE 3100

MINNEAPOLIS, MN 55406

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GRANT AWARD

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

HEALTHEAST FOUNDATION

## ADDRESS:

1690 UNIVERSITY AVE. W, SUITE 250

ST. PAUL, MN 55104

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PILLARS HOSPICE HOME

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

OPPORTUNITY NEIGHBORHOOD

## ADDRESS:

1417 10TH STREET NW #104

NEW BRIGHTON, MN 55112

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GRANT AWARD

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 1,000.

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

=====

## RECIPIENT NAME:

URBAN VENTURES

## ADDRESS:

3041 FOURTH AVENUE SOUTH  
MINNEAPOLIS, MN 55101

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GRANT AWARD

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

HOLY ROSARY CHURCH

## ADDRESS:

2424 18TH AVENUE SOUTH  
MINNEAPOLIS, MN 55404

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GRANT AWARD

## FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID ..... 2,000.

TOTAL GRANTS PAID:

84,000.

=====