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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust

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

WARREN FOUNDATION 25253160

Number and street (or P.O. box number if mail is not delivered to street address)

A Employer identification number

41-6021348

Room/suite

P O BOX 64713; TRUST TAX SERVICES

City or town, state, and ZIP code

B Telephone number (see instructions)

612- 303-3208

ST. PAUL, MN 55164-0713

C If exemption application is pending, check here ► 

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► H Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ► 

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,388,295.

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► J Accounting method:  Cash  Accrual 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				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	2,235,750.			
7 Capital gain net income (from Part IV, line 2)		101,001.	101,001.	STMT 1
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.		68,148.
13 Compensation of officers, directors, trustees, etc.	102,964.	34,816.		
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	STMT 6.	2,100.	1,050.	1,050.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	STMT 7.	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)	STMT 8.	80.		80.
24 Total operating and administrative expenses				
Add lines 13 through 23		112,391.	37,797.	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.		594,002.		
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		752,596.		
c Adjusted net income (if negative, enter -0-)				

RECEIVED

Assets	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
	1 Cash - non-interest-bearing . . . . .				
	2 Savings and temporary cash investments . . . . .		39,958.	230,651.	230,651.
	3 Accounts receivable ► 1,620.				
	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 ► NONE				
	8 Inventories for sale or use . . . . .				
	9 Prepaid expenses and deferred charges . . . . .				
	10 a Investments - US and state government obligations (attach schedule) STMT 9.		982,835.	601,059.	639,356.
	b Investments - corporate stock (attach schedule) STMT 10.		649,979.	1,430,338.	1,508,839.
	c Investments - corporate bonds (attach schedule) STMT 14.		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) . . . . . STMT 15.			16,464.	17,107.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ► NON TAXABLE DIVIDENDS )			128.	128.
	16 Total assets (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 Total liabilities (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 Total net assets or fund balances (see instructions) . . . . .		2,594,159.	3,188,161.	
	31 Total liabilities and net assets/fund balances (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 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	3,188,161.

Form 990-PF (2012)

**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</b> PUBLICLY TRADED SECURITIES					
<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)	
a 2,235,750.		1,545,756.		689,994.	
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) 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		689,994.	
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	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	{ 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
2 Total of line 1, column (d)			2 0.244513
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 0.048903
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,266,054.
5 Multiply line 4 by line 3			5 159,720.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,526.
7 Add lines 5 and 6			7 167,246.
8 Enter qualifying distributions from Part XII, line 4			8 153,278.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	15,052.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input 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	15,052.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		
3	Add lines 1 and 2 . . . . .		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		
6	<b>Credits/Payments:</b>	3	NONE
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .		
b	Exempt foreign organizations - tax withheld at source . . . . .		
c	Tax paid with application for extension of time to file (Form 8868) . . . . .		
d	Backup withholding erroneously withheld . . . . .		
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	3,656.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	11,396.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► Refunded ►	9	10
		11	11

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	1a	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .	1b		X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>				
1c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		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? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	2		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 . . . . .	3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		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? . . . . .	6	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	7	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 . . . . .	8b	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 . . . . .	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	10		X

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

11		X
12		
13	X	
Website address ► N/A		
14	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 ► <input checked="" type="checkbox"/> 15 and enter the amount of tax-exempt interest received or accrued during the year.	
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**

	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)? . . . . .		
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? . . . . .		
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.) . . . . .		
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) . . . . .		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . .		

**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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .	<input type="checkbox"/>		5b	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/>		6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/>		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

**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
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

**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		-----
<b>Total. Add lines 1 through 3 . . . . . ►</b>		

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

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

**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.)

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

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a 153,278.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 153,278.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 N/A
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 153,278.

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

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3)(B)(ii)					
	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

## 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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

## Part XVI-A Analysis of Income-Producing Activities

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 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>				14	101,001.
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>				18	689,994.
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue a</b>					
b <b>PARTNERSHIP LOSS</b>				-602.	01
c					
d					
e					
<b>12 Subtotal. Add columns (b), (d), and (e)</b>					790,995.
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>					790,393.
				13	

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

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

NOT APPLICABLE

**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	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

<b>Sign Here</b>	<p>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</p> <p><b>Karen Bassett</b> <span style="float: right;">05/06/2013</span></p> <p>Signature of officer or trustee <span style="float: right;">Date</span></p> <p><b>KAREN BASSETT</b></p>		
	<p><b>CORP. TRUSTEE</b> <span style="float: right;">Title</span></p> <p>May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>		

<b>Paid Preparer Use Only</b>	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 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.
IQ0610 L770 05/06/2013 7/15/12	25253160	25253160

## 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%	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%	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 WORKSINC	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.
MOLLEX 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.
IQ0610 L770 05/06/2013 10:56:07	25253160	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
P P G IND'S INC	197.	197.
P P L CORPORATION	193.	193.
PEPSICO INC	1,170.	1,170.
PFIIZER INC	1,821.	1,821.
PHILLIP MORRIS INT'L	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 INT'L 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
U S TREASURY NT	4.750%	1/31/12
U S TREASURY NT	3.625%	12/31/12
U S TREASURY NT	3.375%	7/31/13
U S TREASURY NT	2.375%	8/31/14
U S TREASURY NT	1.750%	7/31/15
U S TREASURY NT	2.625%	8/15/20
IQ0610 L770 05/06/2013 10:56:07	25253160	1,969.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
U S TREASURY NT	3 ,625.	3 ,625.
U S TREASURY NT	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.
WESTSTAR 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.
<b>TOTAL</b>	<b>101 ,001.</b>	<b>101 ,001.</b>

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

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

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FILING FEES	80.	80.
TOTALS		

## 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.		
U S TREASURY NT 08/31/14	99,848.		
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 M T N 08/20/12	101,986.		
U S TREASURY NT 05/15/14	98,598.		
U S TREASURY NOTE 08/15/20	75,188.		
U S TREASURY NOTE 07/31/15	76,190.		
U S TREASURY NT 02/15/21	99,536.		
US TREASURY NT 06/30/17		50,402.	
TOTALS	982,835.	601,059.	639,356.

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ECOLAB INC	20,872.	41,182.	42,841.
GENERAL ELEC CO	44,958.		
ILLINOIS TOOL WKS INC	23,644.		
UNITED TECHNOLOGIES CORP	2,060.		
3M CO	23,705.		
SCHLUMBERGER	35,070.		
PEPSICO INC	40,144.		
PROCTOR & GAMBLE CO	6,804.		
ABBOTT LABS	30,873.		
MEDTRONIC INC	-45,880.		
ALLSTATE CORP	46,534.		
WELLS FARGO & CO	1,296.		
EXELON CORPORATION	30,934.		
INTL BUSINESS MACHINES CORP	3,645.		
AT&T INC	37,318.		
GENERAL MILLS INC	25,293.		
AUTOMATIC DATA PROCESSING	24,894.		
FORD MOTOR	30,132.		
NEXTERA ENERGY INC	28,281.		
TARGET	51,272.		
BAXTER INTL		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.

## 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	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	9,328.	11,175.	
EXXON MOBIL CORP	25,555.	26,225.	
FIFTH THIRD BANCORP	17,927.	20,170.	
FREREPORT MCMORAN COPPER GOLD	3,535.	3,591.	
GENERAL DYNAMICS CORP	10,634.	11,568.	
HASBRO INC	12,833.	13,965.	
INTEL CORP	22,290.	18,496.	
JP MORGAN CHASE CO	13,003.	16,620.	
JOHNSON JOHNSON	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.	

## 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		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.

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
WALGREEN CO	14,594.	14,396.	
WESTSTAR 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.

## FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV	ENDING FMV
FIDELITY ADV DIVERSIFIED INTL				
FIRST AMER MID CAP INDEX FD	359,000.	359,000.	391,529.	
FIRST AMER SMALL CAP INDEX FD	50,000.	44,465.	39,194.	
LAUDUS INTL MRKTMASTERS FD	194,436.	194,436.	213,323.	
CREDIT SUISSE	89,000.	89,000.	112,643.	
I SHARES MSCI EMERGING MKTS	45,000.	45,000.	45,354.	
NUVEEN MID CAP INDEX FD	180,000.	176,000.	188,551.	
NUVEEN SMALL CAP INDEX FD				
NUVEEN TRADEWINDS INTL VAL				
SCOUT INTL				
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.
EXTERRA	C	5,101.	5,696.
TOTALS		16,464.	17,107.

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25253160

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STATEMENT 15

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.

STATEMENT 16

## =====

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.

WARREN FOUNDATION 25253160

41-6021348

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

=====

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.

STATEMENT 18

WARREN FOUNDATION 25253160

41-6021348

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

=====

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.

STATEMENT 19

WARREN FOUNDATION 25253160

41-6021348

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

=====

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.

STATEMENT 20

## =====

## 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.

WARREN FOUNDATION 25253160  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

41-6021348

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.

STATEMENT 22

WARREN FOUNDATION 25253160

41-6021348

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.

STATEMENT 23

WARREN FOUNDATION 25253160

41-6021348

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

=====

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.

STATEMENT 24

WARREN FOUNDATION 25253160

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

41-6021348

=====

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.

STATEMENT 25

WARREN FOUNDATION 25253160

41-6021348

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

=====

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.

STATEMENT 26

WARREN FOUNDATION 25253160

41-6021348

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.

STATEMENT 27

WARREN FOUNDATION 25253160

41-6021348

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.

STATEMENT 28

## =====

## 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.

WARREN FOUNDATION 25253160

41-6021348

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 ACADEMY

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.

STATEMENT 31

WARREN FOUNDATION 25253160

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

41-6021348

=====

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.

STATEMENT 32

WARREN FOUNDATION 25253160

41-6021348

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.

=====

STATEMENT 33