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Return of Private Foundation  
or Section 4947(a)(1) Trust Treated as Private Foundation

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► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

For calendar year 2013 or tax year beginning

, 2013, 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 or province, country, and ZIP or foreign postal code <b>ST. PAUL, MN 55164-0713</b>		C If exemption application is pending, check here ► <input type="checkbox"/>			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		Initial return of a former public charity <input type="checkbox"/> Amended return <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		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>3,767,801.</b>		(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)
Revenue					
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		9.	9.		STMT 1
4 Dividends and interest from securities	87,788.	87,788.			STMT 2
5a Gross rents <b>2014</b>					
5b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		78,908.			
6b Gross sales price for all assets on line 6a	687,973.				
7 Capital gain net income (from Part IV, line 2)		78,908.			
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)					
12 Total. Add lines 1 through 11	166,705.	166,705.			
13 Compensation of officers, directors, trustees, etc.	115,186.	52,218.			62,968.
14 Other employee salaries and wages		NONE			NONE
15 Pension plans, employee benefits		NONE			NONE
16a Legal fees (attach schedule)	STMT 6	498.	249.		249.
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)	STMT 7	28,337.	1,889.		
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	181.	101.		80.
24 Total operating and administrative expenses.					
Add lines 13 through 23	144,202.	54,457.			63,297.
25 Contributions, gifts, grants paid	86,000.				86,000.
26 Total expenses and disbursements Add lines 24 and 25	230,202.	54,457.			149,297.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-63,497.				
b Net investment income (if negative, enter -0-)		112,248.			
c Adjusted net income (if negative, enter -0-)					

<b>Part II Balance Sheets</b>		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	230,651.	156,359.	156,359.
	3 Accounts receivable ►	NONE		
	Less: allowance for doubtful accounts ►		1,620.	NONE
	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 - U.S. and state government obligations (attach schedule)	601,059.	499,762.	513,827.
	b Investments - corporate stock (attach schedule)	1,430,338.	1,560,824.	1,974,580.
	c Investments - corporate bonds (attach schedule)	907,901.	907,901.	1,122,390.
	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.	
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► <b>NON TAXABLE DIVIDENDS</b> )	128.	643.	643.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,188,161.	3,125,489.	3,767,801.
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 ► <b>RETURN OF CAPITAL</b> )		825.	
	23 Total liabilities (add lines 17 through 22)			825.
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	1,868,070.	1,804,573.	
	30 Total net assets or fund balances (see instructions)	3,188,161.	3,124,664.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,188,161.	3,125,489.	

**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	3,188,161.
2 Enter amount from Part I, line 27a	2	-63,497.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	3,124,664.
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	3,124,664.

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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)		
a 687,973.		609,065.	78,908.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			78,908.		
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	78,908.	
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))
2012	153,278.	3,266,054.	0.046931
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
2 Total of line 1, column (d) . . . . .			2 0.231960
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 0.046392
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . . . .			4 3,539,046.
5 Multiply line 4 by line 3 . . . . .			5 164,183.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 1,122.
7 Add lines 5 and 6 . . . . .			7 165,305.
8 Enter qualifying distributions from Part XII, line 4 . . . . .			8 149,297.
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. . . .	(attach copy of letter if necessary - see instructions)	1	2,245.
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	2,245.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . .		5	2,245.
6	<b>Credits/Payments.</b>			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . .	6a	15,052.	
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	15,052.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . .		8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . ► 9			
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . ► 10			12,807.
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> ► 562. <b>Refunded</b> ► 11			12,245.

**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? . . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . .	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? . . . .	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>	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? <i>If "Yes," attach a conformed copy of the changes</i> . . . .	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? . . . .	X	
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> . . . .	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i> . . . .	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <b>MN</b> . . . .		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . . .	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . .	X	

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

11		X
12		
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	► <input type="checkbox"/>
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	Yes <input type="checkbox"/> No X

**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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	X 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	X 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	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	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 2013? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .	<input type="checkbox"/> Yes	X 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.) . . . . .	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► . . . . .		
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	X No
b If "Yes," did it have excess business holdings in 2013 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 2013.) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . .	4b	X

**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)? . . . . .				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? . . . . .				6b
If "Yes" to 6b, file Form 8870					
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<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? . . . . .				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	49,384.	-0-	-0-
THEODORE J COLLINS 1872 BOHLAND, ST PAUL, MN 55116	TRUSTEE 2	32,901.	-0-	-0-
JOHN E KING 2163 VOILET LANE, NEW BRIGHTON, MN 55112	TRUSTEE 2	32,901.	-0-	-0-

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

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
<b>1</b> <u>NONE</u>	----- -----	
<b>2</b>	----- -----	
All other program-related investments. See instructions.		
<b>3</b> <u>NONE</u>	----- -----	
<b>Total.</b> 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.)

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	3,414,388.
b	Average of monthly cash balances	1b	178,552.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	3,592,940.
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	3,592,940.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	53,894.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,539,046.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	176,952.

**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	176,952.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,245.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,245.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	174,707.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	174,707.
6	Deduction from distributable amount (see instructions)	6	NONE
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	174,707.

**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	149,297.
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	149,297.
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	149,297.

**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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				174,707.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .				NONE
b Total for prior years 20 ____,20 ____,20 ____				NONE
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .	10,102.			
b From 2009 . . . . .	NONE			
c From 2010 . . . . .	NONE			
d From 2011 . . . . .	NONE			
e From 2012 . . . . .	5,027.			
f Total of lines 3a through e . . . . .		15,129.		
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 149,297.				
a Applied to 2012, 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 2013 distributable amount . . . . .				149,297.
e Remaining amount distributed out of corpus . . . . .				NONE
5 Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a))		15,129.		15,129.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				NONE
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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				NONE
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				10,281.
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 2008 not applied on line 5 or line 7 (see instructions) . . . . .				NONE
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .				NONE
10 Analysis of line 9.				
a Excess from 2009 . . . . .	NONE			
b Excess from 2010 . . . . .	NONE			
c Excess from 2011 . . . . .	NONE			
d Excess from 2012 . . . . .	NONE			
e Excess from 2013 . . . . .	NONE			

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

NOT APPLICABLE

**a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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 . . . . .	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	
<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					
(1) Value of all assets . . . . .					
(2) 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					
(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)(ii) . . . . .					
(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 address 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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
SEE STATEMENT 33				86,000.
<b>Total</b>			► 3a	86,000.
<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						
g Fees and contracts from government agencies						
<b>2 Membership dues and assessments</b>						
<b>3 Interest on savings and temporary cash investments</b>				14	9.	
<b>4 Dividends and interest from securities</b>				14	87,788.	
<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	78,908.	
<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:</b>	a					
b						
c						
d						
e						
<b>12 Subtotal. Add columns (b), (d), and (e)</b>					166,705.	
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>					13	166,705.

**Part VI B Relationship of Activities to the Accomplishment of Exempt Purposes**

**NOT APPLICABLE**

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

		Yes	No
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?		
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

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

Sign  
Here

Keen Bessett

| 05/06/2014

Dat

CORP. TRUSTEE

Title

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

KAREN BASSETT		See instructions.		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name ►	Firm's EIN ►		
	Firm's address ►	Phone no.		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON SAVINGS AND TEMPORARY CASH I	9.	9.
TOTAL	9.	9.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ALLEGHENY TECHNOLOGIES INC	136.	136.
ALTRIA GROUP INC	837.	837.
ANADARKO PETROLEUM CORP	158.	158.
ANNALY CAP MGMT INC	419.	419.
APPLE INC	311.	311.
ASTRAZENECA P L C SPSD A D R	1,114.	1,114.
BANK OF AMERICA CORP	142.	142.
BANKUNITED INC	152.	152.
BAXTER INTL INC	925.	925.
BEST BUY CO INC	470.	470.
BOEING CO	73.	73.
C M S ENERGY CORP	425.	425.
CA INC	756.	756.
CAPITAL ONE FINANCIAL CORP	313.	313.
CARNIVAL CORP	472.	472.
CENTERPOINT ENERGY INC	154.	154.
CENTURYLINK INC	1,050.	1,050.
CHEVRON CORPORATION	1,424.	1,424.
CINEMARK HLDGS INC	387.	387.
CISCO SYS INC	401.	401.
CITIGROUP INC	38.	38.
CLIFFS NATURAL RESOURCES INC	16.	16.
COMERICA INC	35.	35.
COMMUNITY BK SYS INC	259.	259.
CONAGRA FOODS INC	417.	417.
CONOCOPHILLIPS	529.	529.
CRANE CO	181.	181.
DEVON ENERGY CORPORATION	212.	212.
DOVER CORP	325.	325.
DOW CHEM CO	429.	429.
EMERSON ELEC CO	350.	350.
EXELON CORPORATION	175.	175.
	25253160	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXXON MOBIL CORP	241.	241.
FIFTH THIRD BANCORP	473.	473.
FREEPORT MCMORAN COPPER GOLD	107.	107.
GENERAL DYNAMICS CORP	281.	281.
GENERAL ELEC CO	1,632.	1,632.
GENERAL ELEC CAP MTN 4.650% 10/17/21	2,325.	2,325.
GLAXO SMITHKLINE P L C A D R	936.	936.
HASBRO INC	467.	467.
HOLLYFRONTIER CORP	154.	154.
INTEL CORP	807.	807.
ISHARES MSCI EMERGING MARKETS ETF	4,808.	4,808.
J P MORGAN CHASE & CO	514.	514.
JOHNSON & JOHNSON	855.	855.
KBR INC	14.	14.
KIMBERLY CLARK CORP	410.	410.
KOHL'S CORP	228.	228.
KRAFT FOODS GROUP INC	85.	85.
LIBERTY PPTY TR SBI	485.	485.
LINCOLN NATL CORP IND	103.	103.
LOWE'S COS INC	158.	158.
M T BANK CORP	258.	258.
MFA FINANCIAL INC	1,335.	1,335.
MARATHON OIL CORPORATION	269.	269.
MAXIM INTEGRATED PRODS INC	449.	449.
MCDONALDS CORP	693.	693.
MERCK AND CO INC	1,479.	1,479.
MICROSOFT CORP	564.	564.
MID-AMER APT CMNTYS INC	372.	372.
MOLEX INC CL A	346.	346.
MONDELEZ INTERNATIONAL W I	270.	270.
MORGAN STANLEY	219.	219.
NUVEEN SMALL CAP INDEX FUND CL I	1,151.	1,151.
NUVEEN MID CAP INDEX FUND CL I	2,259.	2,259.
	25253160	25253160

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OCCIDENTAL PETROLEUM CORPORATION	544.	544.
OLD REP INTL CORP	535.	535.
P N C FINANCIAL SERVICES GROUP INC	217.	217.
P P G IND'S INC	307.	307.
P P L CORPORATION	782.	782.
Pfizer Inc	2,151.	2,151.
PHILIP MORRIS INTL	766.	766.
Pinnacle West Cap Corp	465.	465.
Polaris Inds Inc	281.	281.
Praxair Inc	264.	264.
Procter & Gamble Co	557.	557.
Prudential Financial Inc	615.	615.
Qualcomm Inc	17.	17.
Redwood Trust Inc	660.	660.
Regal Beloit Corp	57.	57.
Regions Finl Corp	38.	38.
Rio Tinto Plc A D R	129.	129.
Rockwell Automation Inc	182.	182.
Royal Dutch Shell Plc A D R	1,190.	1,190.
SLM Corp	352.	352.
St Jude Med Inc	48.	48.
Schlumberger Ltd	168.	168.
Laudus Int'l Marketmasters Fund Sel	7,810.	7,810.
Scout International Fund	2,921.	2,921.
Spectra Energy Corp	503.	503.
Staples Inc	415.	415.
Starbucks Corp	259.	259.
Starwood Property Trust Inc	725.	725.
State Str Corp	512.	512.
Suntrust Bks Inc	202.	202.
Symantec Corp	340.	340.
Texas Instruments Inc	250.	250.
Unilever N V A D R	520.	520.
	25253160	25253160

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
U S TREASURY NT	4.750%	5/15/14
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
U S TREASURY NT	3.625%	2/15/21
U S TREASURY NT	0.750%	6/30/17
UNITED TECHNOLOGIES CORP		
UNITED HEALTH GROUP INC		
UNUM GROUP		
VERIZON COMMUNICATIONS		
VODAFONE GROUP PLC A D R		
WALGREEN CO		
WESTAR ENERGY INC		
WHIRLPOOL CORP		
WINDSTREAM CORP		
WINDSTREAM HOLDINGS INC		
WINTRUST FINL CORP		
XYLEM INC		
YUM BRANDS INC		
COVIDIEN PLC		
EATON CORP PLC		
SEAGATE TECHNOLOGY		
GOLAR LNG LTD		
LYONDELLBASELL INDUSTRIES CL A		
TOTAL		87,788.
		87,788.

## FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	498.	249.	249.	-
TOTALS	498.	249.	249.	NONE

## FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	60.	60.
FEDERAL TAX PAYMENT - PRIOR YE	11,396.	
FEDERAL TAX	15,052.	
FOREIGN TAXES ON QUALIFIED FOR	1,669.	1,669.
FOREIGN TAXES ON NONQUALIFIED	160.	160.
TOTALS	28,337.	1,889.

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NONALLOCABLE EXPENSES - FILING FEES	101. 80.	101. 80.	101. 80.
TOTALS	181.	101.	101.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
U S TREASURY NOTE 07/31/13	101,297.	99,848.	101,473.
U S TREASURY NT 08/31/14	99,848.		
F H L M C M T N 07/15/2012			
F H L M C MTN 08/20/12			
U S TREASURY NT 05/15/14	98,598.	98,598.	101,695.
U S TREASURY NOTE 08/15/20	75,188.	75,188.	76,523.
U S TREASURY NOTE 07/31/15	76,190.	76,190.	76,749.
U S TREASURY NT 02/15/21	99,536.	99,536.	107,914.
US TREASURY NT 06/30/17	50,402.	50,402.	49,473.
TOTALS	601,059.	499,762.	513,827.

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GENERAL ELEC CO	41,182.	65,797.	83,726.
PROCTOR & GAMBLE CO		50,793.	51,125.
EXELON CORPORATION		8,768.	7,724.
BAXTER INTL		51,272.	50,538.
AFLAC INC			
ALLEGHENY TECH	14,156.	16,358.	17,860.
ALTRIA	16,358.	18,530.	21,654.
ANADARKO PETROLEUM CORP	22,644.		
ANNALY CAP MGMT INC	9,863.		
BANK OF AMERICA CORP	35,260.	26,533.	49,357.
BANKUNITED INC	5,617.	5,617.	7,967.
BEST BUY CO INC	16,507.	8,940.	18,464.
BOEING CO	10,776.	16,328.	23,289.
CAPITAL ONE FINANCIAL CORP	20,087.		
CENTERPOINT ENERGY	15,366.		
CENTURYLINK INC	19,532.	19,532.	15,479.
CHEVRON CORP	38,500.	38,500.	45,592.
CINEMARK HOLDGS INC	12,967.	8,934.	12,699.
CITIGROUP INC	30,279.	24,835.	44,293.
CLIFFS NATURAL RESOURCES	3,532.		
COMMUNITY BK SYS INC	6,447.	6,447.	9,443.
CONAGRA FOODS INC	10,566.	15,517.	19,310.
CONOCOPHILLIPS	10,621.	10,621.	13,847.
CRANE CO	14,424.		
DEVRON ENERGY CORP	10,223.		
DOVER CORP	14,382.	14,382.	21,625.
DOW CHEM CO	13,316.	13,316.	19,847.
EMERSON ELEC CO	9,328.	9,328.	14,808.
EXXON MOBIL CORP	25,555.	23,687.	24,996.

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FIFTH THIRD BANCORP	17,927.	12,975.	20,420.
FREEPORT MCMORAN COPPER GOLD	3,535.		
GENERAL DYNAMICS CORP	10,634.	10,634.	15,957.
HASBRO INC	12,833.	12,833.	21,399.
INTEL CORP	22,290.	26,124.	27,331.
JP MORGAN CHASE CO	13,003.	26,868.	36,375.
JOHNSON JOHNSON	22,433.	22,433.	30,225.
KIMBERLY CLARK CORP	16,723.		
KRAFT FOODS	6,954.		
LIBERTY PPY TR	12,359.	12,327.	11,482.
MARATHON OIL CORP	10,308.	10,308.	13,167.
MAXIM INTEGRATED PRODS INC	12,968.	10,291.	11,802.
MCDONALDS	20,433.		
MERCK AND CO INC	36,902.	36,902.	43,043.
MICROSOFT CORP	19,964.	13,876.	17,994.
MID AMER APT CMNTYS INC	13,298.	8,519.	7,471.
MOLEX INC	12,055.		
MONDELEZ INTL	12,915.	12,915.	17,968.
OCCIDENTAL PETROLEUM CORP	13,868.	15,333.	17,498.
OLD REP INTL CORP	7,573.	4,834.	9,999.
PNC FINANCIAL SERVICES GROUP	7,613.	7,613.	9,775.
PPG INDS INC	16,838.	11,494.	21,621.
PPL CORP	15,081.	15,081.	16,098.
PFIZER INC	53,770.	45,315.	60,096.
PHILIP MORRIS INTL	24,852.	15,092.	14,551.
PINNACLE WEST CAP CORP	11,027.	11,027.	11,166.
PIONEER NAT RES CO	4,503.		
PRAXAIR INC	11,691.	11,690.	14,303.
PRUDENTIAL FINANCIAL INC	19,250.	14,962.	28,957.

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
QUALCOMM INC	13,110.	8,214.	12,784.
REDWOOD TR INC	10,588.	7,151.	10,279.
ROCKWELL AUTOMATION INC	7,151.	9,465.	15,400.
SIM CORP	9,466.		
ST JUDE MED INC	7,266.		
STARBUCKS CORP	20,279.	10,931.	16,227.
STATE STREET CORP	22,251.	19,712.	33,612.
SUNTRUST BKS INC	20,420.	14,814.	20,209.
TEXAS INSTRUMENTS	6,292.	6,292.	10,275.
UNITED HEALTH GROUP INC	17,369.	17,369.	23,719.
UNITED TECH	15,272.	15,272.	24,125.
VERIZON COMMUNICATIONS	38,698.	23,335.	25,602.
WALGREEN CO	14,594.	14,594.	22,344.
WESTAR ENERGY INC	16,065.	16,065.	16,889.
WHIRLPOOL	8,545.	8,544.	21,647.
WINDSTREAM CORP	16,748.	12,548.	11,451.
WINTRUST FINL CORP	9,485.		
YUM BRANDS	12,017.		
ASTRAZENECA	6,870.		
CARNIVAL CORP	18,045.		
COVIDIEN PLC	13,469.		
EATON GROUP	18,129.		
GLAXO SMITHKLINE PLC ADR	18,607.		
ROYAL DUTCH	27,952.		
SCHLUMBERGER LTD	13,290.		
SEAGATE TECH	13,060.		
UNILEVER	12,055.		
VODAFONE GROUP	7,083.		
GENERAL ELECTRIC CAP CORP	53,389.	53,389.	54,472.

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
APPLE INC	21,382.	28,612.	
CMS ENERGY	15,803.	14,884.	
CA INC	14,813.	20,392.	
CISCO	25,134.	26,467.	
CO AMERICA	13,765.	15,403.	
KOHL'S	16,809.	18,444.	
LINCOLN NATIONAL	9,448.	14,712.	
LOWES	11,501.	15,014.	
MT BANK	20,919.	21,421.	
MFA FINANCIAL INC	13,510.	11,317.	
MORGAN STANLEY	24,995.	34,402.	
NATL RETAIL PROP	9,370.	9,250.	
POLARIS IND'S INC	19,462.	31,750.	
REGAL BELOIT CORP	19,753.	20,936.	
REGIONS FINL CORP	12,708.	12,649.	
SPECTRA ENERGY CORP	15,893.	19,591.	
STAPLES INC	18,703.	20,768.	
STARWOOD PROPERTY TRUST INC	18,037.	19,251.	
STRYKER CORP	6,993.	7,664.	
SYMANTEC CORP	16,822.	17,803.	
UNUM GROUP	15,713.	19,540.	
XYLEM INC	12,993.	15,639.	
GOLAR LNG LTD	10,618.	10,089.	
LYONDELLBASELL IND	15,096.	19,588.	
TOTALS	1,430,338.	1,560,824.	1,974,580.

WARREN FOUNDATION 25253160

41-6021348

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LAUDUS INTL MRKTMASTERS FD	359,000.	359,000.	473,509.
CREDIT SUISSE	44,465.	44,465.	35,289.
I SHARES MSCI EMERGING MKTS	194,436.	194,436.	201,034.
NUVEEN MID CAP INDEX FD	89,000.	89,000.	142,925.
NUVEEN SMALL CAP INDEX FD	45,000.	45,000.	58,976.
SCOUT INTL	176,000.	176,000.	210,657.
<b>TOTALS</b>	<b>907,901.</b>	<b>907,901.</b>	<b>1,122,390.</b>

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STATEMENT 14

WARREN FOUNDATION 25253160

41-6021348

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST / FMV C OR F	BEGINNING BOOK VALUE
ENBRIDGE	C	11,363.
EXTERAN	C	5,101.
TOTALS	-----	-----
		16,464.

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STATEMENT 15

WARREN FOUNDATION 25253160  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

41-6021348

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

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

41-6021348

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:  
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 ..... 1,000.

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.

STATEMENT 17

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

41-6021348

RECIPIENT NAME:  
ALZHEIMER'S ASSN  
ADDRESS:  
7900 WEST 78TH STREET, SUITE 100  
MINNEAPOLIS, MN 55101  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL FUND  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
ANOKA-HENNEPIN EDUCATIONAL FDN  
ADDRESS:  
2727 NORTH FERRY STREET  
ANOKA, MN 55303  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL FUNDING  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
BOLDER OPTIONS  
ADDRESS:  
2100 STEVENS AVENUE SOUTH  
MINNEAPOLIS, MN 55404  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL FUNDING  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

STATEMENT 18

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

41-6021348

RECIPIENT NAME:  
THE BRIDGE FOR YOUTH  
ADDRESS:  
1111 WEST 22ND STREET  
MINNEAPOLIS, MN 55405  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL FUNDING  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
CAMPS OF COURAGE  
ADDRESS:  
10509 108TH STREET NW  
ANNANDALE, MN 55302  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
TRANSITIONAL PROGRAMS  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
CATHOLIC CHARITIES  
ADDRESS:  
1200 2ND AVENUE S  
MINNEAPOLIS, MN 55403  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

STATEMENT 19

RECIPIENT NAME:  
SOLID GROUND  
ADDRESS:  
3521 CENTURY AVENUE  
WHITE BEAR LAKE, MN 55110  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
EMERGE COMMUNITY DEVELOPMENT  
ADDRESS:  
1101 WEST BROADWAY AVENUE  
MINNEAPOLIS, MN 55411  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
NORTH 4 PROJECT  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
GUILD INC  
ADDRESS:  
130 SOUTH WABASHA ST, SUITE 90  
ST. PAUL, MN 55107  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
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:

HEARTS AND HANDS MN

ADDRESS:

2608 BLAISDELL AVE S  
MINNEAPOLIS, MN 55408

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

NONE

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

RECIPIENT NAME:

HOLY ROSARY CHURCH

ADDRESS:

2424 18TH AVENUE S  
MINNEAPOLIS, MN 55404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

NONE

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

RECIPIENT NAME:

SEXUAL VIOLENCE CENTER

ADDRESS:

3757 FREMOND AVENUE N  
MINNEAPOLIS, MN 55412

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

NONE

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

STATEMENT 21

WARREN FOUNDATION 25253160

41-6021348

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

=====

RECIPIENT NAME:

SOJOURNER PROJECY

ADDRESS:

PO BOX 272

HOPKINS, MN 55343

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

NONE

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

RECIPIENT NAME:

ST. STEPHEN'S HUMAN SERVICES

ADDRESS:

2211 CLINTON AVENUE S

MINNEAPOLIS, MN 55404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

NONE

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

RECIPIENT NAME:

WOMEN OF NATIONS

ADDRESS:

PO BOX 7125

ST PAUL, MN 55102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

NONE

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

STATEMENT 22

WARREN FOUNDATION 25253160

41-6021348

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

=====

RECIPIENT NAME:

THE WORKS

ADDRESS:

9740 GRAND AVENUE S  
BLOOMINGTON, MN 55420

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

NONE

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

RECIPIENT NAME:

YOUTHCARE

ADDRESS:

2701 UNIVERSITY AVE. SE, SUITE 205  
MINNEAPOLIS, MN 55414

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

NONE

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

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.

STATEMENT 23

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

41-6021348

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 ..... 2,000.

RECIPIENT NAME:  
LEE CARLSON CENTER  
ADDRESS:  
7954 UNIVERSITY AVE NE  
FRIDLEY, MN 55432  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOOL PEER BASED SUPPORT PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 2,000.

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 ..... 2,000.

STATEMENT 24

WARREN FOUNDATION 25253160

41-6021348

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

=====

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:

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 ..... 1,000.

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.

STATEMENT 25

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

41-6021348

RECIPIENT NAME:  
BIG BROTHERS/BIG SISTERS OF  
GREATER TWIN CITIES  
ADDRESS:  
2550 UNIVERSITY AVE, SUITE 410N  
ST. PAUL, MN 55114  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GRANT AWARD  
FOUNDATION STATUS OF RECIPIENT:  
NONE  
AMOUNT OF GRANT PAID ..... 1,000.

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.

STATEMENT 26

WARREN FOUNDATION 25253160

41-6021348

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

=====

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:

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 27

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 ..... 2,000.

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 28

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

41-6021348

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:  
MINNESOTA LITERACY COUNCIL  
ADDRESS:  
756 TRANSFER ROAD  
ST. PAUL, MN 55114  
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 ..... 1,000.

STATEMENT 29

WARREN FOUNDATION 25253160

41-6021348

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

=====

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.

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.

STATEMENT 30

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WARREN FOUNDATION 25253160

41-6021348

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

=====

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:

PROJECT FOR PRIDE IN LIVING

ADDRESS:

1035 E FRANKLIN AVE  
MINNEAPOLIS, MN 55404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

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.

STATEMENT 31

WARREN FOUNDATION 25253160

41-6021348

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

=====

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.

RECIPIENT NAME:

MIXED BLOOD THEATRE

ADDRESS:

1501 S 4TH ST  
MINNEAPOLIS, MN 55454

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EAST METRO 2007-08 ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

NONE

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

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.

STATEMENT 32

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WARREN FOUNDATION 25253160

41-6021348

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

=====

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.

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:

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.

TOTAL GRANTS PAID:

86,000.

=====

STATEMENT 33