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Form **990-PF****Return of Private Foundation**

OMB No. 1545-0052

Department of the Treasury
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**2013**
Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation WARREN FOUNDATION 25253160		A Employer identification number 41-6021348
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 612-303-3208
P O BOX 64713; TRUST TAX SERVICES		
City or town, state or province, country, and ZIP or foreign postal code ST. PAUL, MN 55164-0713		
G Check all that apply:		
<input type="checkbox"/> Initial return		<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return		<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change		<input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		<input type="checkbox"/> Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,767,801.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual
		<input type="checkbox"/> Other (specify) _____
		(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		9.	9.		STMT 1
4 Dividends and interest from securities		87,788.	87,788.		STMT 2
5a Gross rents					
b Net rental income or (loss)					
6a (Net gain or loss) from sale of assets not on line 10		78,908.			
b 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.	NONE	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.	NONE	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.	NONE	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-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		230,651.	156,359.	156,359.
	3	Accounts receivable ▶ <u>NONE</u>				
		Less: allowance for doubtful accounts ▶ <u>NONE</u>		1,620.	NONE	2.
	4	Pledges receivable ▶ <u>NONE</u>				
		Less: allowance for doubtful accounts ▶ <u>NONE</u>				
	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) ▶ <u>NONE</u>				
		Less: allowance for doubtful accounts ▶ <u>NONE</u>				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) <u>STMT 9</u>		601,059.	499,762.	513,827.
	b	Investments - corporate stock (attach schedule) <u>STMT 10</u>		1,430,338.	1,560,824.	1,974,580.
	c	Investments - corporate bonds (attach schedule) <u>STMT 14</u>		907,901.	907,901.	1,122,390.
	11	Investments - land, buildings, and equipment basis ▶ <u>NONE</u>				
	Less: accumulated depreciation ▶ <u>NONE</u>					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) <u>STMT 15</u>		16,464.			
14	Land, buildings, and equipment basis ▶ <u>NONE</u>					
	Less: accumulated depreciation ▶ <u>NONE</u>					
15	Other assets (describe ▶ <u>NON TAXABLE DIVIDENDS</u>)		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 ▶ <u>RETURN OF CAPITAL</u>)			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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	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) ▶ <u>NONE</u>	3	
4	Add lines 1, 2, and 3	4	3,124,664.
5	Decreases not included in line 2 (itemize) ▶ <u>NONE</u>	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.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 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) 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			
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 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 149,297.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. . . . Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	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 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,245.
6 Credits/Payments.			
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 penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	12,807.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ▶ 562. Refunded ▶		11	12,245.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1b	X
c 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? If "Yes," attach a detailed description of the activities	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? If "Yes," attach the statement required by General Instruction T.	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 2013 or the taxable year beginning in 2013 (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	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>US BANK NA</u> Telephone no. <u>(612) 303-3208</u> Located at <u>800 NICOLLET MALL, MINNEAPOLIS, MN</u> ZIP+4 <u>55402</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>			
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 <u></u>	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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

Form 990-PF (2013)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2013)

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	Total (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	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,539,046.
6	Minimum investment return. 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	Distributable amount 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	Qualifying distributions. 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	Adjusted qualifying distributions. 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

1a 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

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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 Name and address (home or business)	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
a Paid during the year				
SEE STATEMENT 33				86,000.
Total			3a	86,000.
b Approved for future payment				
Total			3b	

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.
FREEMPORT 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	

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

DESCRIPTION	PERCENTAGE	DATE	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----	-----	-----
U S TREASURY NT	4.750%	5/15/14	4,750.	4,750.
U S TREASURY NT	3.375%	7/31/13	3,375.	3,375.
U S TREASURY NT	2.375%	8/31/14	2,375.	2,375.
U S TREASURY NT	1.750%	7/31/15	1,313.	1,313.
U S TREASURY NT	2.625%	8/15/20	1,969.	1,969.
U S TREASURY NT	3.625%	2/15/21	3,625.	3,625.
U S TREASURY NT	0.750%	6/30/17	375.	375.
UNITED TECHNOLOGIES CORP			465.	465.
UNITED HEALTH GROUP INC			332.	332.
UNUM GROUP			207.	207.
VERIZON COMMUNICATIONS			1,487.	1,487.
VODAFONE GROUP PLC A D R			787.	787.
WALGREEN CO			459.	459.
WESTAR ENERGY INC			709.	709.
WHIRLPOOL CORP			328.	328.
WINDSTREAM CORP			732.	732.
WINDSTREAM HOLDINGS INC			176.	176.
WINTRUST FINL CORP			23.	23.
XYLEM INC			158.	158.
YUM BRANDS INC			127.	127.
COVIDIEN PLC			214.	214.
EATON CORP PLC			368.	368.
SEAGATE TECHNOLOGY			148.	148.
GOLAR LNG LTD			340.	340.
LYONDELLBASELL INDUSTRIES CL A			332.	332.
			87,788.	87,788.
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.	NONE	249.
	=====	=====	=====	=====

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 -	101.	101.	
FILING FEES	80.		80.
TOTALS	181.	101.	80.

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.		
U S TREASURY NT 08/31/14	99,848.	99,848.	101,473.
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.
	=====	=====	=====

WARREN FOUNDATION 25253160

41-6021348

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.	51,272.	50,538.
AFLAC INC	20,413.		
ALLEGHENY TECH	14,156.		
ALTRIA	16,358.	16,358.	17,860.
ANADARKO PETROLEUM CORP	22,644.	18,530.	21,654.
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.		
CAPITAL ONE FINANCIAL CORP	20,087.	16,328.	23,289.
CENTERPOINT ENERGY	15,366.		
CENTURYLINK INC	19,532.	19,532.	15,479.
CHEVRON CORP	38,500.	38,500.	45,592.
CINEMARK HLDGS 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.

WARREN FOUNDATION 25253160

41-6021348

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
FIFTH THIRD BANCORP	17,927.	12,975.	20,420.
FREEMPORT 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 PPTY 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.		
REDWOOD TR INC	10,588.	8,214.	12,784.
ROCKWELL AUTOMATION INC	7,151.	7,151.	10,279.
SIM CORP	9,466.	9,465.	15,400.
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.	19,125.	23,629.
CARNIVAL CORP	18,045.	14,192.	17,755.
COVIDIEN PLC	13,469.	17,740.	22,950.
EATON GROUP	18,129.	18,128.	26,565.
GLAXO SMITHKLINE PLC ADR	18,607.	18,607.	22,584.
ROYAL DUTCH	27,952.		
SCHLUMBERGER LTD	13,290.		
SEAGATE TECH	13,060.		
UNILEVER	12,055.	12,055.	15,006.
VODAFONE GROUP	7,083.	19,561.	29,129.
GENERAL ELECTRIC CAP CORP	53,389.	53,389.	54,472.

WARREN FOUNDATION 25253160

41-6021348

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.
NAT'L RETAIL PROP		9,370.	9,250.
POLARIS INDS 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.
	=====	=====	=====

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.
	-----	-----	-----
TOTALS	907,901.	907,901.	1,122,390.
	=====	=====	=====

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

DESCRIPTION -----	COST/ FMV		BEGINNING BOOK VALUE -----
	C	F	
ENBRIDGE	C		11,363.
EXTERRAN	C		5,101.

TOTALS			16,464.
			=====

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

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

=====

RECIPIENT NAME:

COLLEGE POSSIBLE

ADDRESS:

450 NORTH SYNDICATE ST., SUITE 200

ST. PAUL, MN 55104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

NONE

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

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.

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.

=====

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.

=====

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.

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.

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.

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.

=====

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.

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.

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.

=====

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.

=====

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.

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:
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.

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.

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.

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.

RECIPIENT NAME:
HOPE ACADAMY
ADDRESS:
2300 CHICAGO AVENUE SOUTH
MINNEAPOLIS, MN 55404
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT AWARD
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID 2,000.

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.
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