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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.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation

THE WILLIAM K. WARREN FOUNDATION

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

P.O. BOX 470372

City or town, state or province, country, and ZIP or foreign postal code

TULSA, OK 74147-0372

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) \$ 422,474,559.

J Accounting method.

☐ Cash

☐ Accrual

☒ Other (specify)

MODIFIED CASH

(Part I, column (d) must be on cash basis)

A Employer identification number

73-0609599

B Telephone number (see instructions)

(918) 492-8100

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	596,358.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	5,245,634.	5,245,634.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,175,280.			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		4,175,280.		
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) SCH 1	10,498,332.	10,388,691.		
12 Total. Add lines 1 through 11	20,515,604.	19,809,605.		
13 Compensation of officers, directors, trustees, etc.	2,459,878.	2,164,693.		295,185.
14 Other employee salaries and wages	616,077.	542,148.		73,929.
15 Pension plans, employee benefits	628,305.	552,908.		75,397.
16a Legal fees (attach schedule) SCH 1	200,008.	50,002.		150,006.
b Accounting fees (attach schedule) SCH 1	274,817.	63,704.		206,113.
c Other professional fees (attach schedule) SCH 1	468,747.	468,747.		
17 Interest	200.	200.		
18 Taxes (attach schedule) (see instructions)	1,110,556.	255,630.		
19 Depreciation (attach schedule) and depletion	64,507.			
20 Occupancy	143,663.	143,663.		
21 Travel, conferences, and meetings	74,160.	74,160.		
22 Printing and publications	10,897.	10,897.		
23 Other expenses (attach schedule) SCH 1	2,345,639.	1,939,786.		47,797.
24 Total operating and administrative expenses. Add lines 13 through 23	8,397,454.	6,266,538.		848,427.
25 Contributions, gifts, grants paid	15,051,896.			15,051,896.
26 Total expenses and disbursements. Add lines 24 and 25	23,449,350.	6,266,538.		15,900,323.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-2,933,746.			
b Net investment income (if negative, enter -0-)		13,543,067.		
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	58,298,514.	31,759,835.	31,759,835.
	3	Accounts receivable ▶ 3,397,134.			
		Less allowance for doubtful accounts ▶	4,101,830.	3,397,134.	3,397,134.
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule), SCH 2	26,235,948.	19,653,413.	20,853,130.
	b	Investments - corporate stock (attach schedule) . SCH 3	159,617,868.	191,732,937.	282,876,006.
	c	Investments - corporate bonds (attach schedule), SCH 4	22,133,676.	24,549,998.	22,744,310.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶	29,055,860.			
		29,199,306.	29,055,860.	60,518,101.	
15	Other assets (describe ▶)	379,544.	326,043.	326,043.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	299,966,686.	300,475,220.	422,474,559.	
Liabilities	17	Accounts payable and accrued expenses	70,480.	96,531.	
	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 ▶ SCHEDULE 5)	3,680,755.	4,685,791.	
23	Total liabilities (add lines 17 through 22)	3,751,235.	4,782,322.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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.				
	27	Capital stock, trust principal, or current funds	296,215,451.	295,692,898.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	296,215,451.	295,692,898.	
31	Total liabilities and net assets/fund balances (see instructions)	299,966,686.	300,475,220.		

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	296,215,451.
2	Enter amount from Part I, line 27a	2	-2,933,746.
3	Other increases not included in line 2 (itemize) ▶ ATCH 1	3	2,411,193.
4	Add lines 1, 2, and 3	4	295,692,898.
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	295,692,898.

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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.)

1a SEE PART IV SCHEDULE 6

b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) 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			
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	4,175,280.
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	0

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. SEE STATEMENT 1

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))
2013	24,028,788.	410,657,534.	0.058513
2012	20,045,906.	378,534,459.	0.052957
2011	18,457,772.	401,362,762.	0.045988
2010	19,170,466.	391,234,352.	0.049000
2009	21,848,153.	372,263,480.	0.058690

2 Total of line 1, column (d)	2	0.265148
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	0.053030
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	419,333,302.
5 Multiply line 4 by line 3	5	22,237,245.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	135,291.
7 Add lines 5 and 6	7	22,372,536.
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	16,862,126.

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 ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	270,861.
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	270,861.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	270,861.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	731,433.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	731,433.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ 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	460,572.
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 460,572. Refunded ☐ ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OK, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.WILLIAMKWARRNFUNDATION.ORG	13	X	
14	The books are in care of P. A. GLENN Telephone no 918-492-8100 Located at 6585 SOUTH YALE, SUITE 900 TULSA, OK ZIP+4 74136			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year. 15			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ▶	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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ▶	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 2014? SEE STATEMENT 2	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ 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? ☒ Yes ☐ No		
b If "Yes," did it have excess business holdings in 2014 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 2014)	3b	X
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 2014?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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 ☐**5b****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

6b**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**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
ATCH 2		2,536,840.	420,936.	19,106.

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
ATCH 3		575,511.	119,942.	0

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 4		471,601.

Total number of others receiving over \$50,000 for professional services ▶

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 N/A	
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 ACE HOUSING - RESIDENCE IN TULSA, OKLAHOMA FOR USE BY STUDENT TEACHERS SERVING CATHOLIC SCHOOLS IN THE DIOCESE TULSA AS PART OF THE ALLIANCE FOR CATHOLIC EDUCATION	10,241.
2 TREE FARM - TO GROW TREES USED TO BEAUTIFY BUILDING PROJECTS IN THE CITY OF TULSA AND ON AND AROUND THE CAMPUS OF SAINT FRANCIS HEALTH SYSTEM.	195,161.
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	205,402.

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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	339,792,624.
b	Average of monthly cash balances	1b	23,286,375.
c	Fair market value of all other assets (see instructions)	1c	59,687,328.
d	Total (add lines 1a, b, and c)	1d	422,766,327.
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	
3	Subtract line 2 from line 1d	3	422,766,327.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,341,495.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	416,424,832.
6	Minimum investment return. Enter 5% of line 5	6	20,821,242.

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	20,821,242.
2a	Tax on investment income for 2014 from Part VI, line 5 2a		270,861.
b	Income tax for 2014 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	270,861.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	20,550,381.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	20,550,381.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	20,550,381.

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	15,900,323.
b	Program-related investments - total from Part IX-B	1b	205,402.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	16,105,725.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,105,725.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				20,550,381.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			15,071,054.	
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>16,105,725.</u>				
a Applied to 2013, but not more than line 2a			15,071,054.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				1,034,671.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	2,156,626.	SEE STATEMENT 1		2,156,626.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				17,359,084.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Form 990-PF (2014)

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 8 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).)

WILLIAM K. WARREN JR.

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.

NONE

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

ATCH 5

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

ATCH 6

c Any submission deadlines

NONE

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

PREFERENCE TO LOCAL CATHOLIC HEALTH CARE FACILITIES

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
ATCH 7					
		</			

Enter gross amounts unless otherwise indicated

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

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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 (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)	X	
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Title

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

Firm's EIN	▶ 34-656596
Phone no	513 612-1400

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2014▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization****Employer identification number**

THE WILLIAM K. WARREN FOUNDATION

73-0609599

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

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Name of organization THE WILLIAM K. WARREN FOUNDATION

Employer identification number
73-0609599**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	W K WARREN, JR TRUST B-3 PO BOX 470372 TULSA, OK 74147	\$ 178,999.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	M W VANDEVER REV TRUST PO BOX 470372 TULSA, OK 74147	\$ 58,449.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	B A BRYANT-FINDELL TRUST PO BOX 470372 TULSA, OK 74147	\$ 73,061.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	BLANKENSHIP INVESTMENT LTD PARTNERSHIP PO BOX 470372 TULSA, OK 74147	\$ 241,100.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	WILLIAM JOHNSON WARREN TRUST A PO BOX 470372 TULSA, OK 74147	\$ 17,900.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
6	STEPHEN K. WARREN TRUST A PO BOX 470372 TULSA, OK 74147	\$ 8,950.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE WILLIAM K. WARREN FOUNDATION

Employer identification number
73-0609599**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	JOHN-KELLY C. WARREN TRUST A PO BOX 470372 TULSA, OK 74147	\$ 17,900.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE WILLIAM K. WARREN FOUNDATION

Employer identification number

73-0609599

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization THE WILLIAM K. WARREN FOUNDATION

Employer identification number

73-0609599

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

ATTACHMENT 1FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
MERGER WITH BROKEN ARROW MEDICAL CENTER FOUNDATION, INC.	2,411,193.
TOTAL	<u>2,411,193.</u>

THE WILLIAM K. WARREN FOUNDATION

73-0609599

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 2

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
W K WARREN P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR 5.00	0	0	0
ELIZABETH WARREN BLANKENSHIP P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR .50	0	0	0
M A BUNTZ P.O. BOX 470372 TULSA, OK 74147-0372	CFO & TREASURER 40.00	833,268.	96,638.	12,005.
W R LISSAU P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR & VICE CHAIRMAN 10.00	70,000.	0	0
STEPHEN K WARREN P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR & SR VICE PRESIDENT 40.00	155,000.	54,011.	0
JOHN-KELLY C WARREN P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR & CHAIRMAN & CEO 40.00	436,000.	63,849.	0

THE WILLIAM K. WARREN FOUNDATION

73-0609599

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 2 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
RITA YOUNG P.O. BOX 470372 TULSA, OK 74147-0372	SECRETARY 40.00	88,516.	60,313.	0
M ROSS P.O. BOX 470372 TULSA, OK 74147-0372	FORMER SECRETARY .00	337,336.	27,689.	0
JOHN A GABERINO JR P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR .50	0	0	0
J FREDERICK MCNEER MD P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR .50	0	0	0
PETER P ARAN, MD P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR .50	0	0	0
JEAN M WARREN P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR .50	0	0	0

THE WILLIAM K. WARREN FOUNDATION

73-0609599

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 2 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
THOMAS COOPER P.O. BOX 470372 TULSA, OK 74147-0372	PRESIDENT 40.00	403,401.	62,934.	7,101.
THERESE EDMONDSON P.O. BOX 470372 TULSA, OK 74147-0372	ASSISTANT SECRETARY 40.00	91,313.	29,111.	0
DIANE AFFELDT P.O. BOX 470372 TULSA, OK 74147-0372	ASSISTANT TREASURER 40.00	95,938.	26,391.	0
PAM GLENN P.O. BOX 470372 TULSA, OK 74147-0372	ASSISTANT TREASURER 40.00	26,068.	0	0
GRAND TOTALS		<u>2,536,840.</u>	<u>420,936.</u>	<u>19,106.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 3

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
S GANNAWAY PO BOX 470372 TULSA, OK 74147	ANALYST 40.00	443,800.	70,743. 0
N. VANN PO BOX 470372 TULSA, OK 74147	ANALYST 40.00	76,166.	27,757. 0
K. CLARK PO BOX 470372 TULSA, OK 74147	RECEPTIONIST 40.00	55,545.	21,442. 0
	TOTAL COMPENSATION	575,511.	119,942. 0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 4

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
ERNST & YOUNG LLP 3712 SOLUTIONS CENTER CHICAGO, IL 60677	ACCOUNTING	204,810.
TAFT STETTINIUS & HOLLISTER, LLP 425 WALNUT STREET, SUITE 1800 CINCINNATI, OH 45202	ATTORNEY	111,548.
ELLER & DETRICH 2727 E. 21ST ST, SUITE 200 TULSA, OK 74114	ATTORNEY	88,568.
GRANT THORTON LLP 2431 E 61ST ST TULSA, OK 74136	ACCOUNTING	66,675.
TOTAL COMPENSATION		<u>471,601.</u>

ATTACHMENT 5

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

TOM COOPER
P.O. BOX 470372
TULSA, OK 74147-0372

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

LETTER APPLICATION
SEE WEBSITE FOR APPLICATION

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WILLIAM K WARREN MEDICAL RESEARCH CENTER, INC P.O. BOX 470372 TULSA, OK 74147	NONE	SO III FI		GENERAL PURPOSE OF THE ORGANIZATION	11,197.
CHILDREN'S HOSPITAL FOUNDATION AT SAINT FRANCIS 6161 S VALE AVE TULSA, OK 74136	NONE	SO I		GENERAL PURPOSE OF THE ORGANIZATION	1,000,000.
LAUREATE INSTITUTE FOR BRAIN RESEARCH 6655 SOUTH VALE AVE TULSA, OK 74136	NONE	PC		GENERAL PURPOSE OF THE ORGANIZATION	7,620,882.
CHRIST THE KING CHURCH 1520 S ROCKFORD TULSA TULSA, OK 74120	NONE	PC		GENERAL PURPOSE OF THE ORGANIZATION	5,000
DIOCESE OF TULSA P O BOX 690240 TULSA, OK 74169	NONE	PC		GENERAL PURPOSE OF THE ORGANIZATION	532,665.
CASCIA HALL PREPARATORY SCHOOL 2520 S. YORKTOWN TULSA, OK 74114	NONE	PC		GENERAL PURPOSE OF THE ORGANIZATION	2,640.

THE WILLIAM K WARREN FOUNDATION

73-0609599

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALZHEIMERS ASSOCIATION-OKLAHOMA & ARKANSAS CHPTR 2448 E. 81ST STREET, STE 3000 TULSA, OK 74137	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	31,000
CLAREHOUSE 7617 MINGO RD TULSA, OK 74133	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	5,000
FAMILY & CHILDRENS SERVICES 650 SOUTH PEORIA TULSA, OK 74120	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	5,000
GO FOR CATHOLIC SCHOOLS, INC 7030 SOUTH YALE AVE, STE 701 TULSA, OK 74103-4273	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	5,000.
DOMESTIC VIOLENCE INTERVENTION SERVICES 4720 S HARVARD, STE 104 TULSA, OK 74135	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	10,000
MUSCULAR DYSTROPHY ASSOCIATION, INC. 3015 E. SKELLY DR, #221A TULSA, OK 74105	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MYASTHENIA GRAVIS FOUNDATION 6465 S. VALE, SUITE 623 TULSA, OK 74136	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	10,000
OCCJ 100 W 5TH STREET, STE 701 TULSA, OK 74103-4273	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	5,000.
PARENT CHILD CENTER OF TULSA 1421 SOUTH BOSTON TULSA, OK 74119	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	35,000.
SAINT FRANCIS OF ASSISI TUITION ASSISTANCE TR TULSA, OK	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	250,000
SAN MIGUEL TULSA 2444 EAST ADMIRAL BLVD TULSA, OK 74110	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	5,000.
SCOTT CARTER FOUNDATION, THE P. O. BOX 700448 TULSA, OK 74170	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
TULSA CHAPTER, EWI EDUCATION FUND P O. BOX 521056 TULSA, OK 74152-1050	NONE PC		GENERAL PURPOSE OF THE ORGANIZATION	1,000.
TULSA TOUGH 214 N MAIN STREET TULSA, OK 74103	NONE PC		GENERAL PURPOSE OF THE ORGANIZATION	56,250.
SAINT FRANCIS HEALTH SYSTEM 6600 SOUTH YALE AVENUE, # 400 TULSA, OK 74136	NONE SO II		GENERAL PURPOSE OF THE ORGANIZATION	2,418,637.
AMERICAN DIABETES ASSOCIATION, 6600 SO YALE, SUITE 1310 TULSA, OK 74136	NONE PC		GENERAL PURPOSE OF THE ORGANIZATION	1,500
ASBURY UNITED METHODIST CHURCH 5838 S. SHERIDAN ROAD TULSA, OK 74145	NONE PC		GENERAL PURPOSE OF THE ORGANIZATION	1,000
CITY OF JENKS 211 NORTH ELM ST JENKS, OK 74037	NONE GOV		GENERAL PURPOSE OF THE ORGANIZATION	28,840.

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TULSA COMMUNITY FOUNDATION 7030 S YALE AVE, STE 600 TULSA, OK 74136	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	3,000.
GO LIFE MEDICAL, INC 6130 E 32ND STREET, SUITE 117 TULSA, 74135	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	1,000
MENTAL HEALTH ASSOCIATION - OKLAHOMA 1870 SOUTH BOULDER TULSA, OK 74119	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	132,500
MONTEREAU, INC 6800 SOUTH GRANITE AVE TULSA, OK 74136	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	50,000.
NETWORK FOR GOOD 7920 NORFOLK AVE, STE 520 BETHESDA, MD 20814	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	15.
RIVER PARKS AUTHORITY 2424 EAST 21ST STREET, STE 300 TULSA, OK 74114	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROGERS STATE UNIVERSITY FOUNDATION 1701 W. WILL ROGERS BOULEVARD CLAREMORE, OK 74017	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	49,000
SAINT CATHERINE SCHOOL 2515 W 46TH ST TULSA, OK 74107	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	250,000
SAINT FRANCIS HOSPITAL SOUTH 6600 SOUTH YALE AVE, # 400 TULSA, OK 74136	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	10,580
SOUTH PEORIA NEIGHBORHOOD CONNECTION FOUNDATION 1208 EAST 50TH STREET TULSA, OK 74105	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	50,000
ST. PIUS X CATHOLIC SCHOOL 1717 S 75TH E AVE TULSA, OK 74112	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	100,000.
THE IRONMAN FOUNDATION 2701 N ROCKY POINT DR, STE 1250 TAMPA, FL 33607	NONE PC	GENERAL PURPOSE OF THE ORGANIZATION	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
TULSA BOYS HOME P O BOX 1101 TULSA, OK 74101	NONE	PC	GENERAL PURPOSE OF THE ORGANIZATION	2,500
TULSA C A.R.E.S 3507 E. ADMIRAL PLACE TULSA, OK 74115	NONE	PC	GENERAL PURPOSE OF THE ORGANIZATION	1,500.
TULSA COMMUNITY COLLEGE FOUNDATION 6111 EAST SKELLY DRIVE #415 TULSA, OK 74135	NONE	PC	GENERAL PURPOSE OF THE ORGANIZATION	20,000.
TULSA COUNTY MEDICAL SOCIETY 354 UTICA SQUARE MEDICAL CNTR TULSA, OK 74114	NONE	PC	GENERAL PURPOSE OF THE ORGANIZATION	10,000.
TULSA JEWISH RETIREMENT CENTER 2025 E 71ST ST TULSA, OK 74136	NONE	PC	GENERAL PURPOSE OF THE ORGANIZATION	25,000.
TULSA OPERA, INC. 1610 SOUTH BOULDER TULSA, OK 74119	NONE	PC	GENERAL PURPOSE OF THE ORGANIZATION	5,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TULSA'S FUTURE, INC 1 W. 3RD STREET, #100 TULSA, OK 74103-3513	NONE SO I		GENERAL PURPOSE OF THE ORGANIZATION	15,000
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE PC		GENERAL PURPOSE OF THE ORGANIZATION	25,000.
UP WITH TREES 9920 E 44TH PLACE TULSA, OK 74146	NONE PC		GENERAL PURPOSE OF THE ORGANIZATION	122,940
VANDERBILT UNIVERSITY MEDICAL CENTER 1211 MEDICAL CENTER DRIVE NASHVILLE, TN 37232	NONE PC		GENERAL PURPOSE OF THE ORGANIZATION	2,000,000
WARREN CLINIC 6161 SOUTH YALE AVE TULSA, OK 74136	NONE PC		GENERAL PURPOSE OF THE ORGANIZATION	115,750.
TOTAL CONTRIBUTIONS PAID				<u>15,051,896</u>

**THE WILLIAM K WARREN FOUNDATION
STATEMENTS OF INFORMATION - FORM 990PF
FOR THE YEAR ENDED DECEMBER 31, 2014**

**73-0609599
STATEMENTS 1 & 2**

STATEMENT 1

TRANSFER OF ASSETS

FROM BROKEN ARROW MEDICAL CENTER FOUNDATION, INC

BROKEN ARROW MEDICAL CENTER FOUNDATION, INC ("BAMCF"), ANOTHER SECTION 501(C)(3) PRIVATE FOUNDATION, MERGED INTO AND TRANSFERRED ALL OF ITS ASSETS TO THE WILLIAM K WARREN FOUNDATION ("WKWF") ON 12/15/2014. ALL APPROPRIATE TAX ATTRIBUTES HAVE ALSO BEEN CARRIED OVER.

FORM 990PF, PART V, LINE 1

AMOUNTS IN COLUMNS (B) AND (C) REPRESENT THE COMBINED AMOUNTS DUE TO THE TRANSFER OF ASSETS FROM BAMCF TO WKWF DURING THE YEAR.

FORM 990PF, PART V, LINE 4

AMOUNT IN LINE 4 REPRESENTS THE COMBINED NET VALUE OF NONCHARITABLE-USE ASSETS FOR BOTH BAMCF AND WKWF FOR THE YEAR ENDED 12/31/2014.

PART XIII, LINE 5

AMOUNT IN LINE 5 REPRESENTS THE EXCESS CARRYFORWARD DISTRIBUTIONS FROM BAMCF AS OF THE DATE OF MERGER, AS DISTRIBUTED OUT OF CORPUS.

STATEMENT 2

FORM 990PF, PART VII-B, LINE 1C

ALL ACTS DESCRIBED IN PART VII-B, LINE 1A WERE INADVERTENT, AND WERE CORRECTED BY THE FILING OF THIS RETURN

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF INFORMATION - FORM 990PF
FOR THE YEAR ENDED DECEMBER 31, 2014

73-0609599
SCHEDULE 1

DESCRIPTION	(A) REV & EXP PER BOOKS	(B) NET INVEST INCOME	(C) ADJUSTED NET INCOME	(D) DISBURSEMENTS CHAR PURPOSES
<u>PART I, LINE 11 - OTHER INCOME</u>				
MISCELLANEOUS INCOME	2,176,616	2,176,616	-	-
OIL & GAS ROYALTY INCOME	6,762,494	6,762,494	-	-
SCHEDULE K-1 INCOME	1,548,422	1,429,963	-	-
RENTAL INCOME	10,800	10,800	-	-
TOTAL LINE 11 - OTHER INCOME	10,498,332	10,379,873	-	-
<u>PART I, LINE 16a - LEGAL FEES</u>				
LEGAL FEES	200,008	50,002	-	150,006
TOTAL LINE 16a - LEGAL FEES	200,008	50,002	-	150,006
<u>PART I, LINE 16b - ACCOUNTING FEES</u>				
ACCOUNTING FEES	274,817	63,704	-	206,113
TOTAL LINE 16b - ACCOUNTING FEES	274,817	63,704	-	206,113
<u>PART I, LINE 16c - OTHER PROFESSIONAL FEES</u>				
OTHER CONSULTING FEES	280,729	280,729	-	-
ENGINEERING FEES	1,293	1,293	-	-
401 K FEES	30,051	30,051	-	-
PAYROLL SERVICE	2,811	2,811	-	-
WACHOVIA	34,049	34,049	-	-
CREDIT SUISSE	12,798	12,798	-	-
ABT	507	507	-	-
MERRILL LYNCH	90,520	90,520	-	-
J P MORGAN	15,989	15,989	-	-
TOTAL LINE 16c - OTHER PROFESSIONAL FEES	468,747	468,747	-	-
<u>PART I, LINE 18 - TAXES</u>				
AD VALOREM TAXES	255,630	255,630	-	-
FEDERAL EXCISE TAXES	854,926	-	-	-
TOTAL LINE 18 - TAXES	1,110,556	255,630	-	-
<u>PART I, LINE 23 - OTHER EXPENSES</u>				
RENT EXPENSE - ACE HOUSE	10,271	-	-	-
INVESTMENT MGMT EXPENSE	295,950	260,436	-	35,514
LAND DEPT EXP	2,364	2,080	-	284
OFFICE SUPPLIES	42,788	37,654	-	5,134
TELEPHONE	31,124	27,389	-	3,735
GENERAL INSURANCE	24,970	21,974	-	2,996
AUTOMOTIVE EXPENSE	39	35	-	4
REPAIR & MAINTENANCE	1,081	951	-	130
MISCELLANEOUS EXPENSE	243,382	90,758	-	-
TREE FARM EXPENSE	195,161	-	-	-
PRIVATE PLACEMENT EXPENSE	1,498,509	1,498,509	-	-
TOTAL LINE 23 - OTHER EXPENSES*	2,345,639	1,939,786	-	47,797

* CERTAIN EXPENSES ARE ALLOCATED 88% TO INVESTMENT ACTIVITIES AND 12% TO EXEMPT ACTIVITIES

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF INFORMATION - FORM 990PF
FOR THE YEAR ENDED DECEMBER 31, 2014

73-0609599
SCHEDULE 2

PART II, LINE 10a - INVESTMENTS - U S GOV'T OBLIGATIONS

DESCRIPTION	BOOK VALUE	MARKET VALUE
	12/31/2014	12/31/2014
US GOVERNMENT OBLIGATIONS	19,653,413	20,853,130
TOTAL PART II, LINE 10a - INVESTMENTS - U S GOV'T OBLIGATIONS	<u>19,653,413</u>	<u>20,853,130</u>

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF INFORMATION - FORM 990PF
FOR THE YEAR ENDED DECEMBER 31, 2014

73-0609599
SCHEDULE 3

PART II, LINE 10b - INVESTMENTS - CORPORATE STOCK & OTHER INVESTMENTS

DESCRIPTION	BOOK VALUE 12/31/2014	MARKET VALUE 12/31/2014
PUT CLF 01/17/15 5	17,845	5,000
PUT CLF 01/17/15 6	52,230	12,000
PUT CLR 01/17/15 30	11,495	1,900
PUT CLR 01/17/15 32.5	40,903	9,400
PUT CLR 01/17/15 35	113,865	52,000
PUT IBM 01/17/15 150	93,098	19,500
PUT LINE 01/17/15 10	60,428	45,000
PUT SDRL 01/17/15 12	36,791	28,000
PUT SPY 01/17/15 198	83,424	18,600
PUT SPY 12/31/14 200	50,786	150
JPM JR SUB SER R	1,000,000	987,500
JPMORGAN CHASE & CO	625,000	660,500
ACTIVE POWER INC CMN	260,508	124,752
AFFILIATED MANAGERS GROUP INC CMN	536,375	530,600
AFLAC INCORPORATED CMN	311,681	305,450
ALASKA AIR GROUP INC(DEL HLDG) CMN	1,001,455	1,177,272
ALPHA PRO TECH LTD CMN	327,782	157,798
AMEDISYS INC CMN	66,711	76,310
AMERICAN AIRLINES GROUP INC CMN	1,168,454	1,260,305
APOLLO EDUCATION GROUP, INC CMN CLASS A	162,516	194,427
APPLE, INC. CMN	1,126,954	1,147,952
ARATANA THERAPEUTICS, INC. CMN	210,107	178,200
ARIAD PHARMACEUTICALS INC CMN	580,077	555,783
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN	233,954	231,500
ARTS-WAY MFGRS CO CMN	226,633	100,514
AVAGO TECHNOLOGIES LTD CMN	1,428,888	1,428,378
BANCO MACRO S.A. SPONSORED ADR CMN	216,856	218,650
BANK OF AMERICA CORP CMN	565,026	576,058
BANK OF THE OZARKS INC CMN	526,796	606,720
BBX CAP CORP CMN CLASS A	149,825	133,245
BEBE STORES INC CMN	123,225	88,695
BIO TECHNE CORP CMN	379,259	378,840
BLACKROCK, INC. CMN	766,126	929,656
BOSTON SCIENTIFIC CORP. COMMON STOCK	465,849	479,650
BRISTOL-MYERS SQUIBB COMPANY CMN	852,454	844,129
BUILD-A-BEAR WORKSHOP, INC. CMN	185,758	201,000
CABOT MICROELECTRONICS CORP CMN	396,175	383,292
CARNIVAL CORPORATION CMN	522,304	575,691
CHINA FIN ONLINE CO LTD SPONSORED ADR CMN	392,163	226,632
CIGNA CORPORATION CMN	1,834,262	1,811,216
COACH INC CMN	188,909	187,800
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK	228,318	222,700
COMSCORE, INC. CMN	360,422	376,083
COMTECH TELECOMM CORP NEW CMN	709,066	617,792
CORGENIX MEDICAL CORPORATION CMN	59,910	51,338
CREDIT ACCEPTANCE CORPORATION CMN	741,533	682,050
CSX CORPORATION CMN	182,793	181,150
CYBER-ARK SOFTWARE LTD. CMN	995,826	1,252,940
DELTA AIR LINES, INC. CMN	185,045	206,598
DR PEPPER SNAPPLE GROUP, INC. CMN	434,923	437,248
DUKE ENERGY CORPORATION CMN	1,003,090	1,044,250
E.I. DU PONT DE NEMOURS AND CO CMN	581,548	635,884
EBIX INC CMN	167,606	169,900
ELECTRONIC ARTS CMN	1,374,465	1,584,406
FARO TECHNOLOGIES INC CMN	139,890	156,700
FEDEX CORP CMN	652,878	659,908
FIFTH THIRD BANCORP CMN	103,216	101,875
FIREEYE, INC. CMN	491,048	511,596
FLEXION THERAPEUTICS, INC. CMN	255,000	302,850
G-III APPAREL GROUP, LTD. CMN	549,163	575,757
GENERAL MOTORS COMPANY CMN	715,695	708,673
GOLDMAN SACHS GROUP, INC.(THE) CMN	1,179,049	1,201,746
HCA HOLDINGS, INC. CMN	1,360,995	1,379,732
HNI CORP CMN	237,843	255,300
IBIOPHARMA INC CMN	576,189	280,987
ILLUMINA, INC. CMN	994,061	996,732
INSYS THERAPEUTICS INC CMN	497,850	505,920

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF INFORMATION - FORM 990PF
FOR THE YEAR ENDED DECEMBER 31, 2014

73-0609599
SCHEDULE 3

PART II, LINE 10b - INVESTMENTS - CORPORATE STOCK & OTHER INVESTMENTS

DESCRIPTION	BOOK VALUE 12/31/2014	MARKET VALUE 12/31/2014
INTEGRATED DEVICE TECH INC CMN	737,938	793,800
INTEL CORPORATION CMN	1,376,810	1,469,745
INTERCEPT PHARMACEUTICALS, INC CMN	584,802	358,800
INTERNATIONAL PAPER CO. CMN	686,824	728,688
ISHARES MSCI GERMANY ETF Exchange. The fund normally invests in a representative subset of securit	813,944	778,444
ISIS PHARMACEUTICALS INC CMN	488,961	734,706
ITT EDUCATIONAL SERVICES INC CMN	111,281	108,593
JANUS CAPITAL GROUP INC. CMN	1,726,856	1,911,405
JETBLUE AIRWAYS CORPORATION CMN	1,436,133	1,749,358
JPMORGAN CHASE & CO CMN	1,507,122	1,508,178
KROGER COMPANY CMN	750,701	789,783
LAKELAND INDUSTRIES INC CMN	1,900,181	1,322,482
LIBERTY VENTURES CMN SERIES CLASS A	142,626	173,210
LOGITECH INTERNATIONAL S.A. ORD CMN	392,887	401,557
LOUISIANA PACIFIC CORP CMN	706,883	672,336
MANCHESTER UTD PLC NEW CMN CLASS A	275,900	286,200
MANPOWER GROUP CMN	347,604	340,850
MARRIOTT INTERNATIONAL, INC. CMN CLASS A	385,157	390,150
MICRON TECHNOLOGY, INC. CMN	1,216,486	1,316,376
MICROSOFT CORPORATION CMN	1,220,550	1,161,250
MICROSTRATEGY INCORPORATED CMN CLASS A	271,486	259,840
MONSTER BEVERAGE CORP CMN	267,515	270,875
MORGAN STANLEY CMN	606,040	640,200
NATUS MEDICAL INC DEL CMN	1,166,977	1,221,756
NCI, INC. CMN CLASS A	80,797	71,889
NETLIST, INC. CMN	93,098	59,644
NETSUITE INC. CMN	437,388	436,680
NEW MEDIA INVESTMENT GROUP INC*. CMN	484,583	590,750
NEWLINK GENETICS CORPORATION CMN	1,038,426	1,323,675
NIKE CLASS-B CMN CLASS B	1,532,818	1,557,630
NOKIA CORP SPON ADR SPONSORED ADR CMN	374,927	373,350
NOMURA HOLDINGS, INC. SPONSORED ADR CMN	1,186,106	896,427
NVIDIA CORP CMN	375,930	405,010
NXP SEMICONDUCTORS N.V. CMN	268,843	275,040
OCERA THERAPEUTICS INC CMN CLASS	387,569	256,711
OFFICE DEPOT INC CMN	245,287	322,420
ONCOMED PHARMACEUTICALS, INC. CMN	219,217	217,600
PALO ALTO NETWORKS INC. CMN	1,133,376	1,360,527
PEREGRINE PHARMACEUTICALS INC CMN	157,348	136,915
PROCERA NETWORKS, INC. CMN	37,293	35,950
PROCTER & GAMBLE COMPANY (THE) CMN	104,098	118,417
PROSHARES ULTRA FINANCIALS MUTUAL FUND	613,868	611,351
PROSHARES ULTRA SHORT SILVER ETF	409,686	429,804
PROSHARES ULTRASHORT BASIC MATERIALS ETF	808,610	740,750
PROSHARES ULTRASHORT GOLD ETF	431,849	410,902
PROSHARES ULTRASHORT OIL & GAS ETF	1,932,119	1,941,576
PWRSHRS DB GOLD DOUBLE SHORT DB GOLD DOUBLE SHORT ETN EXCHANGE-TRADED NOTE	1,114,676	1,103,004
QLOGIC CORP CMN	267,186	282,384
QUEST DIAGNOSTICS INCORPORATED CMN	837,841	831,544
RADIAN GROUP INC. CMN	608,240	628,672
RED ROBIN GOURMET BURGERS INC CMN	513,216	561,918
REGULUS THERAPEUTICS, INC. CMN	472,047	479,596
RESOLUTE FST PRODS INC CMN	199,087	165,534
RF MICRO DEVICES INC CMN	285,479	335,118
ROSS STORES, INC CMN	339,246	348,762
ROWAN COMPANIES PLC CMN CLASS A	119,077	116,600
RYANAIR HOLDINGS PLC ADR SPONSORED ADR CMN	520,315	591,541
SHENANDOAH TELECOMM COMPANY CMN	300,103	312,500
SIERRA WIRELESS INC CMN	468,132	578,158
SKULLCANDY INC CMN	501,613	636,867
SKYWEST, INC CMN	332,768	332,000
SOUTHWEST AIRLINES CO CMN	2,268,172	2,606,912
SPDR S&P HOMEBUILDERS ETF ETF	1,300,717	1,289,736
SPRINGLEAF HOLDINGS INC CMN	463,418	437,657
STRAYER EDUCATION INC CMN	753,663	742,800
SUNESIS PHARMACEUTICALS INC CMN	433,989	381,735
TAKE TWO INTERACTIVE SOFTWARE INC	327,023	339,163

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF INFORMATION - FORM 990PF
FOR THE YEAR ENDED DECEMBER 31, 2014

73-0609599
SCHEDULE 3

PART II, LINE 10b - INVESTMENTS - CORPORATE STOCK & OTHER INVESTMENTS

DESCRIPTION	BOOK VALUE 12/31/2014	MARKET VALUE 12/31/2014
TASER INTERNATIONAL, INC. CMN	441,157	481,936
TESARO INC CMN	144,691	185,950
TEVA PHARMACEUTICAL IND LTD ADS	374,307	431,325
TEXAS INSTRUMENTS INC. CMN	1,011,570	1,010,489
THE PANTRY INC CMN	202,458	274,244
TRACTOR SUPPLY CO CMN	393,835	394,100
TRIQUINT SEMICONDUCTOR INC CMN	297,123	347,130
ULTRASHORT MSCI EMERGING MARKETS PROSHARES ETF	269,365	270,986
UNITED CONTINENTAL HOLDING INC CMN	1,828,361	2,086,968
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK	1,293,961	1,345,157
UNITEDHEALTH GROUP INCORPORATE'D CMN	513,035	515,559
URBAN OUTFITTERS INC CMN	176,443	175,650
VIRNETX HOLDING CORPORATION CMN	169,850	137,250
VISA INC. CMN CLASS A	75,379	78,660
WADDELL & REED FIN., INC. CLASS A COMMON	249,073	249,100
WAL MART STORES INC CMN	1,596,424	1,691,836
WILLIAMS-SONOMA, INC. CMN	892,522	923,296
WORLD ACCEP CORP DEL CMN	319,952	325,745
Wisdom Tree Japan Hedged Equity Fund	1,028,003	925,524
YAHOO INC CMN	1,476,310	1,621,371
3 D SYSTEMS CORP (NEW) CMN	(346,147)	(358,283)
ABERCROMBIE & FITCH CO. CLASS A COMMON STOCK	(352,651)	(355,136)
ACTUANT CORP CMN CLASS A	(313,160)	(299,640)
AEROPOSTALE, INC. CMN	(165,356)	(169,360)
AGCO CORP CMN	(870,111)	(899,480)
AK STEEL HOLDING CORP CMN	(211,081)	(240,570)
ALLIANT TECHSYSTEMS INC CMN	(745,444)	(790,500)
AMEX HEALTH CARE SELECT SECTOR 'SPDR' FUND	(1,378,508)	(1,381,276)
AMEX MATERIALS SELECT 'SPDR' FUND	(916,510)	(918,162)
ANADARKO PETROLEUM CORP CMN	(206,595)	(206,250)
AVON PRODUCTS INC. CMN	(354,930)	(318,321)
BAKER HUGHES INC CMN	(893,362)	(908,334)
BILL BARRETT CORPORATION CMN	(108,694)	(124,151)
BON-TON STORES INC CMN	(35,378)	(37,050)
CABELA'S INCORPORATED CMN CLASS A	(418,574)	(426,951)
CANADIAN SOLAR INC CMN	(337,689)	(362,850)
CARBO CERAMICS INC CMN	(235,257)	(200,250)
CBS CORPORATION CMN CLASS B	(982,135)	(1,001,654)
CHESAPEAKE ENERGY CORPORATION CMN	(212,707)	(213,313)
CHUYS HLDGS INC CMN	(153,586)	(145,558)
COMERICA INCORPORATED CMN	(656,657)	(688,548)
CURRENCYSHARES AUSTRALIAN DOLLAR TRUST - ETF	(891,709)	(890,857)
CURRENCYSHARES EURO TRUST ETF	(3,548,799)	(3,478,888)
CURRENCYSHARES JAPANESE YEN TR*UST EXCHANGE TRADED FUND ETF	(1,643,161)	(1,624,200)
DEUTSCHE BANK AG CMN	(476,008)	(444,296)
ENCORE WIRE CORP CMN	(340,560)	(373,300)
ENERGY SELECT SECTOR SPDR FUND ETF	(1,495,048)	(1,496,124)
ESTEE LAUDER COS INC CL-A CMN CLASS A	(405,502)	(419,100)
EXPRESS, INC. CMN	(207,667)	(215,943)
FIRST SOLAR, INC. CMN	(343,932)	(330,003)
FREDS INC CL A CMN CLASS A	(254,096)	(282,042)
FREEPORT-MCMORAN INC CMN	(430,042)	(427,488)
GAP INC CMN	(775,992)	(821,145)
GENERAL ELECTRIC CO CMN	(2,071,367)	(2,046,870)
GILEAD SCIENCES CMN	(522,941)	(518,430)
GUESS ?, INC. CMN	(201,225)	(210,800)
HALLIBURTON COMPANY CMN	(774,759)	(798,399)
HAYNES INTERNATIONAL, INC. CMN	(255,378)	(266,750)
HIBBETT SPORTS INC CMN	(437,522)	(484,300)
INTL BUSINESS MACHINES CORP CMN	(1,584,876)	(1,620,444)
ISHARES MSCI BRAZIL CAPPED ETF	(664,303)	(669,231)
ISHARES MSCI ITALY CAPPED ETF	(247,965)	(248,880)
ISHARES MSCI MEXICO CAPPED ETF tock Exchange. The fund may invest the balance of assets in stock	(1,484,627)	(1,484,750)
ISHARES MSCI SOUTH KOREA CAPPED ETF	(1,632,415)	(1,603,410)
ISHARES RUSSELL 2000 ETF	(2,158,372)	(2,212,970)
JOY GLOBAL INC. CMN	(465,603)	(465,200)
KBR, INC. CMN	(209,516)	(205,095)

THE WILLIAM K WARREN FOUNDATION
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FOR THE YEAR ENDED DECEMBER 31, 2014

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SCHEDULE 3

PART II, LINE 10b - INVESTMENTS - CORPORATE STOCK & OTHER INVESTMENTS

DESCRIPTION	BOOK VALUE 12/31/2014	MARKET VALUE 12/31/2014
KEURIG GREEN MTN INC CMN	(663,373)	(661,975)
KIRBY CORP CMN	(800,940)	(807,400)
LAREDO PETROLEUM INC. CMN	(47,399)	(51,750)
MARKET VECTORS ETF TRUST GOLD MINERS INDEX FD ETF FUND	(990,220)	(992,520)
MASTEC INC CMN	(416,344)	(393,414)
MATTEL, INC. CMN	(606,674)	(618,900)
MONEYGRAM INTERNATIONAL, INC. CMN	(148,216)	(166,347)
NABORS INDUSTRIES LTD. CMN	(45,654)	(46,728)
NATIONAL OILWELL VARCO, INC. COMMON STOCK CMN	(327,000)	(327,650)
NCR CORPORATION CMN	(347,365)	(355,508)
NETFLIX COM INC CMN	(1,242,621)	(1,195,635)
NOBLE CORPORATION PLC CMN	(122,802)	(120,961)
NORTHERN OIL AND GAS, INC. CMN	(98,377)	(103,395)
OASIS PETROLEUM INC CMN	(153,238)	(175,324)
PANDORA MEDIA, INC. CMN	(134,247)	(130,159)
PEABODY ENERGY CORPORATION CMN	(91,428)	(62,694)
PENTAIR PLC. CMN	(167,478)	(166,050)
PIONEER NATURAL RESOURCES CO CMN	(988,194)	(1,086,605)
POWERSHARES DB AGRICULTURE FUND - ETF	(330,693)	(311,125)
PRICELINE GROUP INC/THE CMN	(803,369)	(798,147)
RAYONIER INC CMN	(135,258)	(139,700)
RETAILMENOT, INC. CMN	(206,445)	(219,300)
SANOFI SPONSORED ADR CMN	(921,200)	(912,200)
SCHLUMBERGER LTD CMN	(311,060)	(307,476)
SHUTTERFLY, INC. CMN	(310,773)	(304,374)
SOTHEBY'S CMN CLASS A	(434,682)	(474,980)
SOUTHWESTERN ENERGY CO. CMN	(300,743)	(272,900)
SPDR DOW JONES INDUSTRIAL MUTUAL FUND AVERAGE ETF TRUST	(7,185,328)	(7,524,324)
SPDR S&P 500 ETF TRUST	(6,718,935)	(7,029,468)
TESLA MOTORS, INC. CMN	(533,137)	(556,025)
TEXAS CAPITAL BANCSHARES, INC. CMN	(608,476)	(603,063)
THE MOSAIC COMPANY CMN	(893,020)	(926,695)
W.W. GRAINGER INCORPORATED CMN	(954,935)	(968,582)
WHOLE FOODS MARKET INC CMN	(380,031)	(478,990)
WYNN RESORTS, LIMITED CMN	(533,630)	(535,536)
YELP INC. CMN	(712,353)	(755,274)
YUM BRANDS, INC. CMN	(396,167)	(400,675)
PUT/ANF @ 26 EXP 01/17/2015	27,985	8,250
PUT/IBM @ 160 EXP 01/17/2015	92,570	66,659
PUT/URBN @ 32 EXP 01/17/2015	10,083	4,500
PUT/WYNN @ 145 EXP 01/17/2015	81,504	27,750
PUT/Z @ 100 EXP 01/17/2015	27,890	15,603
ROUNDING GS EQUITY	12	-
FBOP CAPITAL TRUST II 9.0% 08/06/2029 PVT 144A SR LIEN	1,124,455	1,124,455
DEUTSCHE TELEKOM AG CMN	269,691	323,832
KDDI CORPORATION CMN	3,041,271	3,268,909
KEISEI ELEC RAILWAY CO LTD CMN	487,234	675,971
SAKATA SEED CORP CMN	248,457	318,015
SIIX CORPORATION CMN MGN FLAG ADD SRS 20245647	251,356	382,829
TOKYO OHKA KOGYO ORD CMN	483,961	710,055
3M COMPANY CMN	561,009	788,736
A-MARK PRECIOUS METALS INC CMN	4,356	11,575
ABBOTT LABORATORIES CMN	326,547	486,216
ABBVIE INC. CMN	332,595	719,840
APPLE, INC. CMN	836,816	949,268
ARTS-WAY MFGRS CO CMN	1,584,253	1,207,121
ASHFORD INC. CMN	253,143	235,000
AT&T INC CMN	626,400	604,620
BANC OF CALIFORNIA INC CMN	127,435	114,700
BANK OF AMERICA CORP CMN	426,402	434,727
BLACKROCK, INC. CMN	406,602	536,340
BRISTOL-MYERS SQUIBB COMPANY CMN	1,436,517	1,652,840
BROADCOM CORP CL-A CMN CLASS A	424,993	433,300
CAPITAL BANK FINANCIAL CORP. CMN	117,824	134,000
CARNIVAL CORPORATION CMN	1,534,011	1,690,809
CENTERSTATE BANKS INC CMN	49,761	59,550
CHINA MOBILE LIMITED SPONSORED ADR CMN	871,740	1,023,468

THE WILLIAM K WARREN FOUNDATION
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SCHEDULE 3

PART II, LINE 10b - INVESTMENTS - CORPORATE STOCK & OTHER INVESTMENTS

DESCRIPTION	BOOK VALUE 12/31/2014	MARKET VALUE 12/31/2014
CHINA PETROLEUM & CHEMICAL CORP*ORATION SPONSORED ADR CMN 1 ADR REPRESENTS 100 H S	793,006	648,080
CIGNA CORPORATION CMN	828,672	823,280
COCA-COLA COMPANY (THE) CMN	1,797,976	1,764,796
COSTCO WHOLESALE CORPORATION CMN	358,349	425,250
DUKE ENERGY CORPORATION CMN	1,504,851	1,654,092
E.I. DU PONT DE NEMOURS AND CO CMN	3,350,614	3,815,304
FEDERATED INVESTORS, INC. CMN CLASS B	200,855	424,797
GOLDMAN SACHS GROUP, INC.(THE) CMN	1,467,187	1,511,874
HALYARD HEALTH, INC. CMN	16,270	23,281
HERITAGE FINANCIAL CORP CMN	163,170	175,500
INTERNATIONAL PAPER CO. CMN	888,832	943,008
INTRA CELLULAR THERAPIES INC CMN	403,666	397,125
JOHNSON & JOHNSON CMN	2,895,167	3,848,176
JPMORGAN CHASE & CO CMN	2,356,421	2,440,620
KELLOGG COMPANY CMN	1,306,496	1,321,888
KIMBERLY CLARK CORP CMN	375,575	473,714
KOHL'S CORP (WISCONSIN) CMN	1,068,622	1,233,008
KOSS CORP CMN	491,497	104,500
LAKELAND INDUSTRIES INC CMN	1,205,875	908,890
MACY'S INC. CMN	2,133,981	2,373,575
MANCHESTER UTD PLC NEW CMN CLASS A	502,015	477,000
MC DONALDS CORP CMN	2,357,670	2,342,500
MEDTRONIC INC CMN	1,415,644	2,101,020
MICROSOFT CORPORATION CMN	4,043,492	4,691,450
MOLSON COORS BREWING CO CMN CLASS B	822,171	1,326,456
NETLIST, INC. CMN	160,799	48,322
NEWBRIDGE BANCORP CMN CLASS A	180,131	136,346
NIPPON TELEG & TEL SPON ADR SPONSORED ADR CMN (1 ADR = 1/2 COMMON SHS)	3,379,976	3,170,518
PC-TEL INC CMN	82,141	86,600
PEPSICO INC CMN	620,597	661,920
PFIZER INC. CMN	2,503,072	2,638,405
POTASH CORP OF SASKATCHEWAN INC	712,860	713,464
PROCTER & GAMBLE COMPANY (THE) CMN	793,727	906,346
PROSHARES ULTRASHORT OIL & GAS ETF	2,219,026	2,058,924
PROSPECT GLOBAL RESOURCES INC. CMN	290,442	2,536
QUEST DIAGNOSTICS INCORPORATED CMN	3,173,966	3,319,470
RESOLUTE FST PRODS INC CMN	116,191	140,880
REYNOLDS AMERICAN INC. CMN	1,492,636	1,606,750
SIEMENS AKTIENGESELLSCHAFT SPONSORED ADR CMN	100,705	136,132
SKULLCANDY INC CMN	135,435	192,990
SOUTH ST CORP CMN	335,479	580,309
SOUTHWEST AIRLINES CO CMN	1,194,117	2,826,976
SPECTRUM GROUP INTERNATIONAL I*NC CMN fractional	-	-
SPECTRUM GROUP INTL INC CMN	11,261	2,092
ST JUDE MEDICAL INC CMN	1,243,268	1,573,726
SUMITOMO MITSUI FINANCIAL GRP SPONSORED ADR CMN	209,500	182,000
SYMANTEC CORP CMN	456,597	459,225
SYSCO CORPORATION CMN	2,841,778	2,976,750
TARGET CORPORATION CMN	2,399,089	2,709,987
TEVA PHARMACEUTICAL IND LTD ADS	553,205	684,369
TOYOTA MOTOR CORPORATION SPON ADR	380,387	451,728
TRADE STREET RESIDENTIAL, INC. CMN	250,000	192,250
TRICO BANCSHARES CMN	178,429	501,336
TURKCELL ILETISIM HIZMETLERI SPONSORED ADR CMN	182,329	185,008
UNIVERSAL SECURITY INSTRUMENTS CMN	159,229	72,029
UTILITIES SELECT SECTOR SPDR FUND (THE) ETF	2,504,342	2,644,320
VERIZON COMMUNICATIONS INC. CMN	556,960	547,326
VIOLIN MEMORY, INC. CMN	109,050	119,750
VISA INC. CMN CLASS A	226,136	235,980
WAL MART STORES INC CMN	2,139,007	2,267,232
WELLS FARGO & CO (NEW) CMN	2,848,468	3,689,386
YAHOO INC CMN	2,835,476	3,237,691
ZIMMER HLDGS INC CMN	771,947	1,361,494
ISHARES RUSSELL 2000 ETF	(2,937,904)	(2,978,538)
SPDR DOW JONES INDUSTRIAL MUTUAL FUND AVERAGE ETF TRUST	(6,334,082)	(6,599,348)
SPDR S&P 500 ETF TRUST	(2,958,248)	(3,021,438)
SOUTHERN COPPER	78,969	66,270

THE WILLIAM K WARREN FOUNDATION
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PART II, LINE 10b - INVESTMENTS - CORPORATE STOCK & OTHER INVESTMENTS

DESCRIPTION	BOOK VALUE 12/31/2014	MARKET VALUE 12/31/2014
CNOOC LTD	18,571	18,962
GALAXY ENTERTAINMENT	60,056	67,545
HAIER ELECTRONICS GROUP COL TD	54,236	47,609
IHH HEALTHCARE	58,787	62,033
SAPURAKENCANA	43,166	27,337
YOMA STRATEGIC	61,872	44,329
ALIBABA	26,476	27,544
ALLAINCE GLOBAL	140,285	156,586
ALSEA	74,486	56,620
AMBEV	21,709	52,124
ANTON OILFIELD	53,839	19,424
BAIDU INC	52,027	54,713
BANGKOK DUSIT MED 215,000-72,000 = 143,000 shares	35,241	30,910
BIM BIRLESİK	43,262	53,470
BRF SA	59,614	65,380
CIA SANEAMENTO	44,603	25,097
COMMERCIAL INTERNATIONAL BANK	25,469	27,142
COPA HOLDINGS	34,508	25,910
CREDITCORP LTD	31,728	81,692
EMBRAER	48,223	53,263
EUROCASH	32,497	37,392
FOMENTO	82,627	66,023
GENEL ENERGY	42,824	28,269
GRUPO TELEVISÁ SA DE CV	18,420	18,733
GRUPO FINANCIERO	41,956	34,431
HDFC BANK	94,146	177,613
HENGOAN	57,277	62,709
HYNIX	65,476	73,853
ICICI BANK	64,777	91,823
ITAU UNIBANCO HOLDINGS.A.	57,247	53,406
KASIKORNBANK	38,818	45,939
LARSEN & TOUBRO	71,367	60,580
LIFE HEALTHCARE	57,294	56,921
NAGA CORP	50,998	53,141
NASPERS	39,976	81,854
SESA STERILITE LIMITED	79,361	57,579
SINA CORP (EM)	24,135	22,259
SOCIEDAD QUIMICA	91,707	62,327
SPT ENERGY GROUP	47,565	18,901
TAIWAN SEMICONDUCTOR	31,719	54,607
TATA MOTORS	49,611	96,187
TENARIS	55,568	46,826
UNIVERSAL ROBINA	60,019	96,395
VALID SOLUCOES	59,437	66,852
ROUNDING JPM	-	253
AIR WATER	29,061	36,916
ASICS CORP	21,736	20,007
BOOKER GR	44,014	59,233
CAE INC	34,417	33,851
CARSALES	27,411	36,667
COMFORTDEL	23,744	33,356
CPL RESOURCES	33,449	25,600
CRITEO SA	41,888	56,588
CTS EVENTIM	23,666	21,608
DART GROUP	18,404	28,132
DE'LONGHI	27,851	45,526
DESCARTES	30,153	50,488
DOMINO'S PIZZA	19,603	25,248
EBARA CORP	51,284	35,638
EUROFINS SCIENTIFIC	24,678	20,527
EZION	23,946	25,681
HARTALEGA	26,047	39,005
HEIWA	21,641	20,130
INTERXION HOLDING NV	33,304	31,988
JENOPTIC	36,155	26,949
KAKAKU	26,147	20,418
KONGSBERG GRUPPEN ASA	32,848	27,054

THE WILLIAM K WARREN FOUNDATION
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FOR THE YEAR ENDED DECEMBER 31, 2014

73-0609599
SCHEDULE 3

PART II, LINE 10b - INVESTMENTS - CORPORATE STOCK & OTHER INVESTMENTS

DESCRIPTION	BOOK VALUE 12/31/2014	MARKET VALUE 12/31/2014
KUKA	27,785	43,736
MAN WAH HOLDINGS	30,171	48,946
MANDARIN ORIENTAL	14,438	16,583
MIRACA HOLDINGS	24,938	26,186
MUSASHI	20,873	17,340
NORMA GR	20,375	33,296
ORPEA	42,441	40,805
PACIFIC RADIANCE	40,889	23,847
PARK 24	38,120	41,587
ROTORK	23,045	25,388
SHAWCOR	36,600	32,580
SILVERLAKE AXIS	18,516	48,965
SUNDRUG	32,986	37,206
TAMRON CO LTD	32,766	36,023
TECAN GROUP AG REG	44,537	47,438
TELEPERFORMANCE	15,723	29,020
THE A 2 MILK CO	42,215	32,640
THK CO	37,338	44,120
TRINITY BIOTECH PLC	21,208	20,837
WIRECARD	36,421	59,934
XING AG	43,005	47,565
BANREGIO GRUPO	30,559	36,260
CAESAR STONE	31,369	40,379
ESTACIO PARTICIPACOES	35,977	32,192
FU SHOU YUAN	32,984	26,911
GRUPO AEROPORTUARIO	31,250	37,298
HOLLYSYS AUTO TECH LTD	33,029	33,713
LINX SA - BRL	35,726	31,470
MAKEMYTRIP LTD	21,544	20,272
MATAHARI PUTRA	40,145	38,472
MELLANOX	47,803	45,507
NORD ANGLIA	46,785	54,283
RFM CORP	31,057	30,463
ROBINSONS RETAIL	36,245	40,615
SARINE TECH	10,981	26,096
SECURITY BANK CORP	36,983	42,814
SPT ENERGY GR	63,416	21,464
WTS -VGI GLOBAL - (WARRANTS)	-	1,243
WUXI PHARMATECH	35,222	42,594
HBK OFFSHORE FUND LTD	3,897,785	16,757,950
PERRY PARTNERS INT'L I23-MAIN	6,493,150	19,474,717
CITADEL KENSINGTON GLOBAL STRA	2,438,371	8,882,511
AQR ABSOLUTE RETURN OFFSHORE	6,451,666	11,046,095
GLENHILL CAPITAL OVERSEAS PART	1,000,000	5,937,583
PERRY PARTNERS INT'L H66-MAIN	934,292	239,439
COURAGE SPECIAL SITUATIONS OFF	2,446,435	5,056,956
SILVER POINT CAPITAL OFFSHORE	5,039,143	23,494,679
MOON CAPITAL GLOBAL EQUITY FUN	4,166,667	6,397,325
D.E. SHAW COMPOSITE INT'L FUND	283,606	566,189
STARBOARD VALUE AND OPP FUND	1,000,000	3,237,538
ETON PARK OVERSEAS FUND LTD	1,225,593	2,066,537
SANSAR CAPITAL HOLDINGS, LTD	33,709	38,244
MIURA GLOBAL FUND, LTD.	2,000,000	2,739,125
TAO L HOLDINGS LTD	1	11,871
JANA OFFSHORE PARTNERS LTD	1,843,492	3,293,183
AURORA VENTURES II, LLC	28,196	9,186
HARBINGER/AURORA QP VENTURE	269,802	42,099
AMERICAN BANK & TRUST COMPANY	45,820	45,820
ACCESS VENTURE PARTNERS, L.P.	1	17,793
PARMENTER PRIVATE REALTY II	1	-
FRIEND SKOLER EQUITY INVESTORS	540,418	451,739
OCM PRINCIPAL OPP FUND III, LP	234,905	319,266
GOLDMAN SACHS VINTAGE FUND III	1	311,562
RUSSIA PARTNERS II O SERIES LP	1	-
SYMPHONY CAPITAL PARTNERS, LP	1,047,626	611,865
OCM/GFI POWER OPP FUND II, LP	1	111,118
PERRY REAL ESTATE PARTNERS	429,475	174,505

THE WILLIAM K WARREN FOUNDATION
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SCHEDULE 3

PART II, LINE 10b - INVESTMENTS - CORPORATE STOCK & OTHER INVESTMENTS

DESCRIPTION	BOOK VALUE 12/31/2014	MARKET VALUE 12/31/2014
THACKERAY PARTNERS REALTY FUND	68,232	149,365
CHANCELLOR VI, LP	290,806	181,729
EDGEWATER GROWTH CAPITAL II	876,644	1,290,308
OCM EUROPEAN PRINC OPP FUND	1	53,052
D.E. SHAW COMPOSITE INT'L FUND	1	-
SIGULER GUFF BRIC OPP FUND	425,690	889,913
PARMENTER REALTY FUND III	1,950,601	882,892
OCM ASIA PRINC OPP FUND	788,580	968,893
OCM PRINC OPP FUND IV, LP	1	1,503,214
JAYHAWK PRIVATE EQUITY FUND LP	1	140,743
OCM OPPORTUNITIES FUND VII, LP	1	205,612
RUSSIA PARTNERS II EPAM FUND	1	1,934,017
GENSTAR CAPITAL PARTNERS V, LP	7,262	1,296,812
SILVER LAKE SUMERU FUND, LP	1,123,010	2,613,547
TIGER GLOBAL PRIVATE INVT V	1	5,870,325
OCM OPPORTUNITIES FUND VIIb	1	148,457
OCM EUROPEAN PRINC OPP FUND II	173,850	539,182
OAKTREE REAL ESTATE OPP IV, LP	1,116,684	2,311,699
PENNINGTON ALLEN CAP FUND I	390,000	390,000
PA PARTNERS, LLC	100,000	100,000
PA PARTNERS II, LLC	87,200	87,200
GOLDMAN SACHS VINTAGE FUND V O	413,994	1,180,728
RUSSIA PARTNERS III, LP	1,334,156	1,192,990
GENSTAR CAPITAL PARTNERS V HV	1	-
CREDIT POINT SOFTWARE	1,326,479	1,326,479
OAKTREE PRIVATE INVT FUND 2009	747,835	1,388,088
COURAGE CREDIT OPP. FUND II	80,161	489,162
HIGHBRIDGE PRIN STRAT IRISH SE	1	-
TIGER GLOBAL PRIVATE INVT VI	1,668,184	2,702,566
VIRGO REDBUD	1,593,043	2,664,363
SILVER POINT C & I OPP FUND II	1	136,658
OAKTREE POWER OPP FUND III	691,634	1,024,157
JPMORGAN DIGITAL GROWTH	907,019	1,477,591
PARMENTER REALTY FUND IV, LP	1,830,635	2,008,240
EDGEWATER GROWTH CAPITAL III	932,837	1,583,375
TIGER GLOBAL PIP VII	1,670,000	2,679,448
RIVERSTONE GLOBAL ENERGY	2,652,427	3,733,084
HIGHBRIDGE IRISH III	1,410,205	1,613,337
RIVERSTONE FIELDWOOD PARTNERS	1,143,026	1,272,462
JHAB FUND II	429,601	535,429
COURAGE CREDIT OPP. FUND III	356,870	332,605
WATFORD HOLDINGS	1,875,000	1,892,700
VIRGO SOCIETAS PARTNERSHIP	2,123,319	2,031,524
JPM DIGITAL GROWTH FUND II	906,642	906,642
OMEGA CAPITAL FUND I, LP	646,309	646,309
TIGER GLOBAL PIP IX	270,000	261,992
CARLYLE INTL ENERGY PARTNERS	585,514	439,391
FORMATION8 PARTNERS FUND II	15,000	14,525
MAVERON EQUITY PARTNERS V	1,043,798	945,562
BOOK TO TAX BASIS ADJUSTMENT	11,273,822	-
	191,732,937	282,876,006

THE WILLIAM K WARREN FOUNDATION
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FOR THE YEAR ENDED DECEMBER 31, 2014

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SCHEDULE 4

PART II, LINE 10c - INVESTMENTS - CORPORATE BONDS

DESCRIPTION	BOOK VALUE 12/31/2014	FAIR MARKET VALUE 12/31/2014
GOLDGROUP MNG INC	14,403	14,403
BANCTEC INC	240,000	240,000
MAIDEN HOLDINGS LTD	250,000	219,000
ASSURED GTY MUN	5,845,500	5,881,260
AEGON	1,680,000	1,680,000
CHUBB CORP	2,139,991	2,144,100
OAKTREE CAPITAL MANAGEMENT LLC	571,643	237,074
GLEN MEADOW	2,075,836	2,107,900
LA PAZ CNTY	256,265	255,666
LANSING TRAD E GROUP	1,000,000	935,000
LBG CAPITAL	1,944,568	1,676,178
MORGAN STANLEY DWCAP	14,106	3,349
PEAKS CLO	905,000	900,000
PRETSL X	632,500	586,270
TMX FIN LLC TITLEMAX	3,153,523	2,700,000
WHITE MOUNTAINS	4,035,281	4,279,275
WT12 19WT NEW GULF	440,000	240,000
WT02 19 US WELL	324,540	270,450
NEW GULF	1,647,856	1,019,520
MBIA INSURANCE	670,000	670,000
ALLY FINANCIAL	3,540,625	3,498,579
GMAC CAP	2,168,000	2,110,400
MAIDEN HOLDINGS LTD	825,000	929,600
LEGACY RESERVES	51,827	37,294
USB	852,500	817,500
GLENCORE FUNDING	(2,027,220)	(2,009,600)
TRANSOCEAN INC	(1,374,398)	(1,290,000)
ENSCO PLC	(1,506,630)	(1,457,970)
SANDRIDGE ENERGY	(1,035,000)	(960,000)
WHITING PETR	(1,775,000)	(1,870,000)
LINN ENERGY	(1,519,000)	(1,710,000)
HALCON RES	(1,491,719)	(1,410,938)
PEABODY ENERGY	-	-
TOTAL PART II, LINE 10c - INVESTMENTS - CORPORATE BONDS	24,549,998	22,744,310

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF INFORMATION - FORM 990PF
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SCHEDULE 5

PART II, LINE 22 - OTHER LIABILITIES

DESCRIPTION	BOOK VALUE 12/31/2014
FEDERAL EXCISE TAX PAYABLE	64,495
DEFERRED RENT LIABILITY	69,057
PENSION PLAN LIABILITY	<u>4,552,239</u>
TOTAL PART II, LINE 22	<u>4,685,791</u>

THE WILLIAM K WARREN FOUNDATION
 SCHEDULE OF GAINS & LOSSES
 FOR THE YEAR ENDED DECEMBER 31, 2014
 FORM 990PF, PART IV - LINE 4 - CAPITAL GAINS & LOSSES FOR TAX INVESTMENT INCOME

73-0609599
 SCHEDULE 6

INVESTMENT														
A	B HOW ACQD	C DATE ACQD	D SHARES		E SALES PRICE	F DEPREC ALLOWED	G COST BASIS	H GAIN (LOSS)	I FMV 12/31/1989	J ADJ BASIS	K EXCESS (I) OVER (J)	L GAIN (LOSS) (H) - (K)		
PUBLICLY TRADED SECURITIES					2,613,900,941	-	2,616,009,408	(2,108,466)	-	-	-	-	-	
HIGH YIELD GAIN				VARIOUS	12,790	-	-	12,790	-	-	-	-	-	
HEDGE FUNDS				VARIOUS	2,728,095	-	2,702,459	25,637	-	-	-	-	-	
PRIVATE PLACEMENTS				VARIOUS	6,430,165	-	2,919,286	3,510,879	-	-	-	-	-	
FOREIGN CURRENCY EXCHANGES				VARIOUS	-	-	3,416	(3,416)	-	-	-	-	-	
K-1 GAIN				VARIOUS	2,737,858	-	-	2,737,858	-	-	-	-	-	
					2,625,809,849	-	2,621,634,569	4,175,280	-	-	-	-	-	