

C&E
927Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2017**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990PF for instructions and the latest information

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation

THE WILLIAM K WARREN FOUNDATION

A Employer identification number

73-0609599

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

Room/suite

B Telephone number (see instructions)

P.O. BOX 470372

(918) 492-8100

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

TULSA, OK 74147-0372

C If exemption application is pending, check here. ☐

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 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. ☐

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) \$ 390,509,415.

J Accounting method

☐ Cash☐ Accrual☒ Other (specify)

MODIFIED CASH

(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)

448,375.

2 Check ☐ if the foundation is not required to attach Sch. B.

3 Interest on savings and temporary cash investments

4,480,771.

5,344,677.

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

5,174,211.

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 1,666,201,162.

7 Capital gain net income (from Part IV, line 2)

6,395,984.

SCHEDULE 6

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)

13,718,780.

14,085,770.

SCHEDULE 1

12 Total. Add lines 1 through 11

23,822,137.

25,826,431.

13 Compensation of officers, directors, trustees, etc.

2,639,908.

2,323,119.

316,789.

14 Other employee salaries and wages

1,017,065.

895,017.

122,048.

15 Pension plans, employee benefits

853,764.

751,312.

102,452.

16a Legal fees (attach schedule)

42,757.

38,474.

SCHEDULE 1

4,283.

b Accounting fees (attach schedule)

112,434.

53,717.

SCHEDULE 1

53,717.

c Other professional fees (attach schedule)

323,268

323,268.

SCHEDULE 1

17 Interest

518,657.

144,173.

18 Taxes (attach schedule) (see instructions)

16,860.

19 Depreciation (attach schedule) and depletion

132,892.

132,892.

20 Occupancy

26,175.

26,175.

21 Travel, conferences, and meetings

4,180.

4,180.

22 Printing and publications

848,643.

2,010,070.

SCHEDULE 1

84,734.

23 Other expenses (attach schedule)

24 Total operating and administrative expenses

6,536,603.

6,702,397

684,023.

Add lines 13 through 23.

25 Contributions, gifts, grants paid

19,485,604.

19,485,604.

26 Total expenses and disbursements. Add lines 24 and 25

26,022,207.

6,702,397

20,169,627.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

-2,200,070.

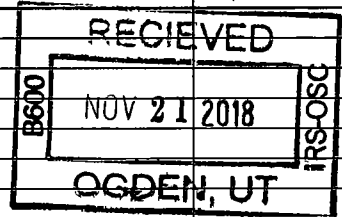
b Net investment income (if negative, enter -0-)

19,124,034

c Adjusted net income (if negative, enter -0-)

SCANNED FEB 25 2019

Operating and Administrative Expenses



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	40,964,153.	11,187,191.	11,187,191.
	3	Accounts receivable ▶ 3,592,861			
		Less allowance for doubtful accounts ▶	3,445,683.	3,592,861.	3,592,861.
	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			
	10a	Investments - U.S. and state government obligations (attach schedule). SCH 2	4,449,422.	4,326,514.	4,133,178.
	b	Investments - corporate stock (attach schedule) SCH 3	129,049,594.	169,052,591.	255,802,119.
	c	Investments - corporate bonds (attach schedule) SCH 4	72,262,009.	61,859,502.	64,113,980.
	11	Investments - land, buildings, and equipment basis ▶			
Liabilities		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 24,775,116.			
		Less accumulated depreciation (attach schedule) ▶	29,839,408.	24,775,116.	51,437,357.
	15	Other assets (describe ▶)	259,169.	242,729.	242,729.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	280,269,438.	275,036,504.	390,509,415.
	17	Accounts payable and accrued expenses	1,585,898	924,709.	
	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)	4,905,433.	6,445,391.	
	23	Total liabilities (add lines 17 through 22)	6,491,331.	7,370,100.	
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	273,778,107.	267,666,404.	
	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)	273,778,107.	267,666,404.	
	31	Total liabilities and net assets/fund balances (see instructions)	280,269,438.	275,036,504.	

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	273,778,107.
2	Enter amount from Part I, line 27a	2	-2,200,070.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	271,578,037.
5	Decreases not included in line 2 (itemize) ▶ ATCH 1	5	3,911,633.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	267,666,404.

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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 (for example, 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.)**1 a** SEE PART IV SCHEDULE**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) FMV 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	6,395,984.
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 doesn't 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))
2016	20,130,317.	404,111,935.	0.049814
2015	18,187,440.	420,416,296.	0.043261
2014 SEE STMT 1	16,105,725.	419,333,302.	0.038408
2013	24,028,788.	410,657,534.	0.058513
2012	20,045,906.	378,534,459.	0.052957

2 Total of line 1, column (d)	2	0.242953
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.048591
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	379,191,587.
5 Multiply line 4 by line 3.	5	18,425,298.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	191,240.
7 Add lines 5 and 6.	7	18,616,538
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	20,282,551.

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	191,240.
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	191,240.
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	191,240.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	246,885.
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	246,885.
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	55,645.
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☒ 55,645. 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 the 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 ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
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 2017 or the tax year beginning in 2017? See the 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)

	Yes	No
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 ATCH 2	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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.WILLIAMKWARRENFOUNDATION.ORG	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 N/A and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2017, 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 If "Yes," enter the name of the foreign country ►		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 N/A	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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ► N/A		
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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► N/A		
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 2017 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 2017)	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 2017?	4b	X

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

		Yes	No
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.	5b	N/A
Organizations relying on a current notice regarding disaster assistance, check here N/A ☐			
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? N/A ☐ 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?	6b	X
If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	N/A

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 3		2,289,908.	936,650.	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
ATCH 4		870,795.	379,959.	0.

Total number of other employees paid over \$50,000. **1**

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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 5		134,839.
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.	9,470.
2 TREE FARM - TO GROW TREES USED TO BEAUTIFY BUILDING PROJECTS IN TULSA COUNTY AND ON AND AROUND THE CAMPUS OF SAINT FRANCIS HEALTH SYSTEM.	103,454.
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	► 112,924.

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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	291,704,397.
b	Average of monthly cash balances	1b	40,462,306
c	Fair market value of all other assets (see instructions)	1c	52,799,375.
d	Total (add lines 1a, b, and c)	1d	384,966,078.
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	384,966,078.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,774,491.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	379,191,587.
6	Minimum investment return. Enter 5% of line 5	6	18,959,579.

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	18,959,579.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	191,240.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	191,240.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,768,339.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	18,768,339.
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	18,768,339.

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	20,169,627.
b	Program-related investments - total from Part IX-B	1b	112,924.
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	20,282,551.
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	191,240.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,091,311.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				18,768,339.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			19,590,564.	
b Total for prior years 20 15 , 20 14 , 20 13				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 20,282,551.				
a Applied to 2016, but not more than line 2a			19,590,564.	
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 2017 distributable amount.				691,987.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				18,076,352.
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 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Form 990-PF (2017)

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

ATCH 6

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

ATCH 7

c Any submission deadlines

N/A

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 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 ATTACHMENT 8				19,485,604.
Total			3a	19,485,604.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a ACE HOUSE RENTAL						13,800.
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	4,480,771.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	5,174,211.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a SCHEDULE 1			01	13,704,980.		
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e)				23,359,962.		13,800.
13 Total Add line 12, columns (b), (d), and (e)					13	23,373,762.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
WARREN PROFESSIONAL BLDG CORP	IRC 501(C)(2)	COMMON OFFICERS

**Sign
Here**

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

Indley

11/15/18

► PRESIDENT

May the IRS discuss this return with the preparer shown below?

See instructions ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Pnnt/Type preparer's name
TRICIA M JOHNSON

Preparer's signature *Ernest W. Robinson*

Date
11-15-18

Check ☐ if self-employed	PTIN P00627205
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Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN ▶ 34-6565596

Firm's address ▶ 1900 SCRIPPS CENTER, 312 WALNUT ST
CINCINNATI, OH

Phone no 513 612-1400

Form **990-PF** (2017)

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1666201162		INVESTMENT INCOME - SEE SCHEDULE 6 1659805178					VARIOUS 6,395,984.	VARIOUS
TOTAL GAIN (LOSS)							<u>6,395,984.</u>	

Schedule of Contributors

OMB No 1545-0047

2017

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information

Name of the organization

THE WILLIAM K WARREN FOUNDATION

Employer identification number

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 foundation

Check 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 for 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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	J K C WARREN P.O. BOX 470372 TULSA, OK 74147	\$ 6,019.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	W J WARREN P.O. BOX 470372 TULSA, OK 74147	\$ 6,019	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	W K WARREN, JR TRUST B-3 P.O. BOX 470372 TULSA, OK 74147	\$ 60,189.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	BLANKENSHIP CHARITABLE LEAD TRUST P.O. BOX 470372 TULSA, OK 74147	\$ 247,849.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	M W VANDEVER REV TRUST P.O. BOX 470372 TULSA, OK 74147	\$ 19,653.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
6	B A BRYANT-FINDELL TRUST P.O. BOX 470372 TULSA, OK 74147	\$ 24,567.	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	BLANKENSHIP INVESTMENT LTD PARTNERSHIP P.O. BOX 470372 TULSA, OK 74147	\$ 81,070.	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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

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
	(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 DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJUSTMENT
PENSION ADJUSTMENT

3,621,127.
290,506.

TOTAL

3,911,633.

ATTACHMENT 2FORM 990PF, PART VII-A, LINE 11A-TRANSFERS TO CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT NONE

CONTROLLED ENTITY'S NAME FOUNDATION ACE HOLDINGS
CONTROLLED ENTITY'S ADDRESS: 6585 S. YALE AVE, STE 900
CITY, STATE & ZIP TULSA, OK 74136
EIN: 46-0730081
TRANSFER AMOUNT: NONE
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:

CONTROLLED ENTITY'S NAME: FOUNDATION LAND HLDG CO MEMORIAL #1, LLC
CONTROLLED ENTITY'S ADDRESS: 6585 S YALE AVE, STE 900
CITY, STATE & ZIP: TULSA, OK 74136
EIN: 46-2178227
TRANSFER AMOUNT: NONE
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:

CONTROLLED ENTITY'S NAME: FOUNDATION LAND HOLDING CO - JENKS
CONTROLLED ENTITY'S ADDRESS: 6585 S YALE AVE, STE 900
CITY, STATE & ZIP: TULSA, OK 74136
EIN: 61-1595556
TRANSFER AMOUNT: NONE
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 3

<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 JR. P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR & CHAIRMAN EMERITUS 5.00	0.	0.	0.
E W BLANKENSHIP P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR 50	0.	0.	0.
M BUNTZ P O. BOX 470372 TULSA, OK 74147-0372	CFO & TREASURER 40.00	775,000.	340,069.	0.
W R LISSAU P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR & CHAIRMAN OF BOARD 10.00	500.	0.	0.
S K WARREN P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR & SR VICE PRESIDENT 40.00	168,250.	75,254.	0.
J-K C WARREN P.O. BOX 470372 TULSA, OK 74147-0372	CEO & VICE CHAIRMAN 40.00	431,400.	188,781.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 3 (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>
R YOUNG P.O. BOX 470372 TULSA, OK 74147-0372	SECRETARY 40.00	91,897.	53,374.	0.
T COOPER P.O. BOX 470372 TULSA, OK 74147-0372	PRESIDENT 40.00	545,700.	217,037.	0.
T EDMONDSON P.O. BOX 470372 TULSA, OK 74147-0372	ASSISTANT SECRETARY 40.00	95,231.	23,851.	0.
D AFFELDT P.O. BOX 470372 TULSA, OK 74147-0372	ASSISTANT TREASURER 40.00	122,000.	38,284.	0.
P GLENN P.O. BOX 470372 TULSA, OK 74147-0372	ASSISTANT TREASURER 40.00	58,930.	0.	0.
F W MURPHY III P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR .50	500.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 3 (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>
W W O'CONNOR P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR .50	500.	0.	0.
M E HOWARD P.O. BOX 470372 TULSA, OK 74147-0372	DIRECTOR .50	0.	0.	0.
GRAND TOTALS		<u>2,289,908.</u>	<u>936,650.</u>	<u>0.</u>

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

<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 74147-0372		ANALYST 40.00		418,000.	235,824. 0.
B GEUBELLE PO BOX 470372 TULSA, OK 74147-0372		ANALYST 40.00		200,692.	26,820. 0.
N VANN PO BOX 470372 TULSA, OK 74147-0372		ANALYST 40.00		91,100.	87,789. 0.
B HAWKINS PO BOX 470372 TULSA, OK 74147-0372		SENIOR ACCOUNTANT 40.00		85,703.	20,984. 0.
J FERRIER PO BOX 470372 TULSA, OK 74147-0372		ANALYST ASSISTANT 40.00		75,300.	8,542. 0.
TOTAL COMPENSATION				<u>870,795.</u>	<u>379,959.</u> <u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
ERNST & YOUNG, LLP 3712 SOLUTIONS CENTER CHICAGO, IL 60677	ACCOUNTING	77,089.
GRANT THORNTON LLP 2431 E. 61ST, SUITE 500 TULSA, OK 74136	ACCOUNTING	57,750.
	TOTAL COMPENSATION	<u>134,839.</u>

ATTACHMENT 6

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

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

ATTACHMENT 7

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

LETTER APPLICATION
SEE WEBSITE FOR APPLICATION

THE WILLIAM K WARREN FOUNDATION
STATEMENTS OF INFORMATION - FORM 990PF
FOR THE YEAR ENDED DECEMBER 31, 2017

73-0609599
STATEMENT 1

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 2014

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF INFORMATION - FORM 990PF
FOR THE YEAR ENDED DECEMBER 31, 2017

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	3,283,760	3,283,760	-	-
OIL & GAS ROYALTY INCOME	10,421,220	10,421,220	-	-
SCHEDULE K-1 INCOME		365,858	-	-
IRC SECTION 965(A) INCOME		1,132	-	-
RENTAL INCOME	13,800	13,800	-	-
TOTAL LINE 11 - OTHER INCOME	13,718,780	14,085,770	-	-
<u>PART I, LINE 16a - LEGAL FEES</u>				
LEGAL FEES	42,757	38,474	-	4,283
TOTAL LINE 16a - LEGAL FEES	42,757	38,474	-	4,283
<u>PART I, LINE 16b - ACCOUNTING FEES</u>				
ACCOUNTING FEES	112,434	53,717	-	53,717
TOTAL LINE 16b - ACCOUNTING FEES	112,434	53,717	-	53,717
<u>PART I, LINE 16c - OTHER PROFESSIONAL FEES</u>				
OTHER CONSULTING FEES	96,298	96,298	-	-
PAYROLL SERVICE	2,631	2,631	-	-
ABT	153	153	-	-
MERRILL LYNCH	196,715	196,715	-	-
J P MORGAN	27,471	27,471	-	-
TOTAL LINE 16c - OTHER PROFESSIONAL FEES	323,268	323,268	-	-
<u>PART I, LINE 18 - TAXES</u>				
AD VALOREM TAXES	144,173	144,173	-	-
FEDERAL EXCISE TAXES	374,484	-	-	-
TOTAL LINE 18 - TAXES	518,657	144,173	-	-
<u>PART I, LINE 23 - OTHER EXPENSES</u>				
RENT EXPENSE - ACE HOUSE	9,470	-	-	-
INVESTMENT MGMT EXPENSE	627,748	552,418	-	75,330
LAND DEPT EXP	1,048	923	-	126
OFFICE SUPPLIES	30,219	26,592	-	3,626
TELEPHONE	26,516	24,546	-	1,970
GENERAL INSURANCE	30,153	26,535	-	3,618
REPAIR & MAINTENANCE	533	469	-	64
MISCELLANEOUS EXPENSE	19,503	19,503	-	-
TREE FARM EXPENSE	103,454	-	-	-
SCHEDULE K-1 EXPENSE		1,359,084	-	-
TOTAL LINE 23 - OTHER EXPENSES*	848,643	2,010,070	-	84,734

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

73-0609599
SCHEDULE 2

PART 11, LINE 108 - INVESTMENTS - U.S. GOVT. OBSERVATIONS	
DESCRIPTION	BOOK VALUE 12/31/2017
	FAIR MARKET VALUE 12/31/2017

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

4,133,178

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF INFORMATION - FORM 990PF
FOR THE YEAR ENDED DECEMBER 31, 2017

73-0609599
SCHEDULE 3

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

DESCRIPTION	BOOK VALUE 12/31/2017	FAIR MARKET VALUE 12/31/2017
BLUE PRISM GROUP PLC CMN	417,202	541,466
SB COM INC SPONSORED ADR CMN	461,496	479,519
ABBVIE INC CMN	539,028	551,247
ABERCROMBIE & FITCH CO CLASS A COMMON STOCK	272,462	261,450
ADOBE SYSTEMS INC CMN	817,032	801,723
ALLOT COMMUNICATIONS LTD CMN	42,292	41,041
ALPHA PRO TECH LTD CMN	270,136	286,400
ALPHABET INC CMN CLASS A	716,355	737,380
AMAZON COM INC CMN	1,088,247	1,169,470
AMPHASTAR PHARMACEUTICALS, INC* CMN	333,154	384,800
APPLE INC CMN	1,954,796	2,013,837
ARCELORMITTAL SA CMN	1,513,427	1,615,500
ARISTA NETWORKS, INC CMN	440,752	588,950
ARTS-WAY MFGRS CO CMN	1,665,777	685,809
BANCO SANTANDER, S A SPON ADR	38,600	56,656
BANK OF AMERICA CORP CMN	3,659,276	4,022,986
BILL BARRETT CORPORATION CMN	446,895	370,386
BLUEBIRD BIO INC CMN	562,803	534,300
BOEING COMPANY CMN	770,260	973,203
BOISE CASCADE, L.L.C CMN	1,287,099	1,452,360
BOSTON BEER INC CL A CMN CLASS A	265,716	267,540
BP P L C SPONSORED ADR CMN	614,307	630,450
BUCKLE INC COM CMN	192,080	237,500
CAI INTERNATIONAL, INC CMN	1,050,800	849,600
CAREER EDUCATION CORP CMN	155,314	386,560
CARRIZO OIL & GAS INC CMN	217,228	236,208
CATALENT, INC CMN	407,286	410,800
CATERPILLAR INC (DELAWARE) CMN	1,415,665	1,890,960
CENTENNIAL RESOURCE DEVELOPMEN*T, INC CMN	321,005	346,500
CERAGON NETWORKS LTD CMN	93,202	67,716
CHART INDUSTRIES, INC CMN	647,580	656,040
CHINA AUTOMOTIVE SYS INC CMN	54,598	43,200
CHINA FINANCE ONLINE CO LIMIT*ED SPONSORED ADR CMN	152,258	49,044
CISCO SYSTEMS, INC CMN	757,132	800,470
CODEXIS INC CMN	132,760	167,000
COMERICA INCORPORATED CMN	999,911	1,085,125
CONATUS PHARMACEUTICALS INC CMN	983,678	808,500
CONCHO RESOURCES INC CMN	1,916,712	1,997,926
CONNIS, INC CMN	1,025,486	1,507,320
CONTINENTAL RESOURCES, INC CMN	216,242	238,365
CONTROL4 CORPORATION CMN	146,899	247,008
CORINDUS VASCULAR ROBOTICS, IN*C CMN	464,606	335,421
CREDIT ACCEPTANCE CORPORATION CMN	455,255	596,821
CRISPR THERAPEUTICS AG CMN	448,953	587,000
DATAWATCH CORP CMN	106,615	95,000
DEERE & COMPANY CMN	1,051,951	1,173,825
DIANA CONTAINERSHIPS INC CMN	675,012	321,146
DIANA SHIPPING INC CMN	724,612	740,333
DILLARDS INC CL-A CMN CLASS A	812,843	834,695
DMC GLOBAL INC CMN	52,564	150,300
DOCUMENT SEC SYS INC CMN	136,145	90,000
DOWDUPONT INC CMN	316,932	313,368
E*TRADE FINANCIAL CORPORATION CMN	749,754	743,550
EDITAS MEDICINE, INC CMN	552,476	931,119
ESPERION THERAPEUTICS INC CMN	427,662	664,984
ESTEE LAUDER COS INC CL-A CMN CLASS A	318,194	318,100
EXACT SCIENCES CORP CMN	214,239	288,970
EXPRESS SCRIPTS HOLDINGS CMN	626,382	717,290
EXTREME NETWORKS INC CMN	1,196,795	1,252,000
F5 NETWORKS INC CMN	660,700	656,100
FEDERATED INVESTORS, INC CMN CLASS B	299,243	303,072
FIRST SOLAR, INC CMN	650,220	675,200
FLEETCOR TECHNOLOGIES, INC CMN	805,600	865,935
FLEXION THERAPEUTICS, INC CMN	33,559	35,056
FOUNDATION MEDICINE INC CMN	301,473	341,000
GENCO SHIPPING & TRADING LTD CMN	428,258	578,088
GLOBUS MARITIME LIMITED NEW CMN	233,845	82,641
GUESS ?, INC CMN	157,166	150,232
H&E EQUIPMENT SERVICES INC CMN	180,828	203,250
HALCON RESOURCES CORPORATION CMN	330,633	336,108
HARVEST NATURAL RESOURCES, INC* CMN	95,125	165,500
HIBBETT SPORTS INC CMN	140,285	204,000
HISTOGENICS CORP CMN	509,584	585,890
HOLLYFRONTIER CORP CMN	855,495	1,019,278
ICHOH HOLDINGS, LLC CMN	916,002	738,000

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

DESCRIPTION	BOOK	FAIR MARKET
	VALUE 12/31/2017	VALUE 12/31/2017
INTEL CORPORATION CMN	1,202,360	1,430,960
INTREPID POTASH, INC CMN	76,049	215,628
IPG PHOTONICS CORP CMN	127,476	192,717
JOHNSON & JOHNSON CMN	710,260	698,600
JPMORGAN CHASE & CO CMN	525,184	534,700
KADANT INCORPORATED CMN	210,573	200,800
KB HOME CMN	662,176	881,820
KENNAMETAL INC CMN	444,759	484,100
KOHL'S CORP (WISCONSIN) CMN	416,396	395,879
KRATOS DEFENSE & SECURITY SOL *INC CMN	249,003	229,803
LAKELAND INDUSTRIES INC CMN	2,687,784	3,058,992
LENDINGTREE INC NEW CMN	302,150	463,352
LIMELIGHT NETWORKS, INC CMN	80,500	77,175
LUMBER LIQUIDATORS HOLDINGS IN*C CMN	748,260	947,978
MANCHESTER UTD PLC NEW CMN CLASS A	1,734,341	1,980,000
MANITOWOC COMPANY, INC (THE) CMN	336,269	342,258
MATADOR RES CO CMN	555,145	588,357
MECHEL PAO ADR CMN	312,527	329,276
MELLANOX TECHNOLOGIES, LTD CMN	838,103	860,510
MICHAEL KORS HOLDINGS LIMITED CMN	273,838	314,750
MICRON TECHNOLOGY, INC CMN	995,261	986,880
MICROSOFT CORPORATION CMN	1,917,643	1,950,312
MOLECULAR TEMPLATES INC CMN	49,342	50,100
MONARCH CASINO & RESORT INC CMN	27,191	53,784
NAVIOS MARITIME HOLDINGS INC CMN	436,563	360,000
NAVISTAR INTL CORP (NEW) CMN	1,260,140	1,252,096
NET 1 UEPS TECHNOLOGIES INC CMN	764,203	795,441
NETAPP, INC CMN	922,749	918,312
NEWLINK GENETICS CORPORATION CMN	366,733	240,867
NIPPON TELEG & TEL SPON ADR SPONSORED ADR CMN (1 ADR = 1/2 COMMON SHS)	214,256	362,339
NOMURA HOLDINGS, INC SPONSORED ADR CMN	792,124	976,014
NUTANIX, INC CMN CLASS A	261,970	352,800
OPPENHEIMER HOLDINGS INC CMN CLASS A	145,010	134,000
OREXIGEN THERAPEUTICS, INC CMN	437,396	134,498
OVERSTOCK COM INC DEL CMN	550,832	754,020
P10 HOLDINGS, INC CMN	811,248	251,672
PDVWIRELESS INC CMN	284,682	321,000
PILGRIM'S PRIDE CORPORATION CMN	353,834	332,342
PIONEER NATURAL RESOURCES CO CMN	353,275	380,270
PLUG POWER INC CMN	225,161	206,972
POTBELLY CORP CMN	58,477	55,350
PRICE T ROWE GROUP INC CMN	1,383,015	1,531,978
PYXIS TANKERS INC CMN	388,150	241,500
QUIDEL CORP CMN	381,225	433,500
RESOLUTE FOREST PRODUCTS INC CMN	690,013	828,750
RH CMN	214,036	301,735
SAGE THERAPEUTICS, INC CMN	160,742	164,710
SCORPIO BULKERS INC CMN	374,995	361,860
SEARS HOLDINGS CORPORATION CMN	161,577	113,128
SMART GLOBAL HOLDINGS, INC CMN	765,512	674,000
SODASTREAM INTERNATIONAL LTD CMN	423,930	478,312
SOLAREEDGE TECHNOLOGIES, INC CMN	721,810	1,002,585
SPDR S&P REGIONAL BANKING ETF ETF	1,419,081	1,400,630
SQUARE, INC CMN CLASS A	529,388	502,715
STAMPS COM INC CMN	135,858	188,000
STAR BULK CARRIERS CORP CMN	968,755	989,754
STIFEL FINANCIAL CORP CMN	1,372,289	1,429,440
SUMITOMO MITSUI FINANCIAL GRP SPONSORED ADR CMN	173,102	217,250
SUN COMMUNITIES INC CMN	179,982	185,560
SUN HYDRAULICS INC CMN	116,192	161,725
TEAM, INC CMN	144,405	149,000
TELECOM ARGENTINA S A TELECOM S A SPONSORED ADR REP 5 CL B	72,832	142,857
TEREX CORP (NEW) CMN	562,894	641,326
TETRAPHASE PHARMACEUTICALS INC CMN	878,767	985,320
TEXTAINER GROUP HOLDINGS LIMIT*ED CMN	554,576	526,750
THE HOME DEPOT, INC CMN	715,760	739,167
THOR INDUSTRIES INC CMN	1,060,109	1,055,040
TOP SHIPS, INC CMN	401,945	100,400
TOTAL SYS SVC INC CMN	358,078	395,450
TREX COMPANY INC CMN	512,974	531,111
TRINITY INDUSTRIES INC (DEL) CMN	405,838	438,282
UNIQUE NV CMN	445,427	489,750
UNITED COMMUNITY FINANCIAL CORP	16,067	20,999
UNITED RENTALS, INC CMN	1,686,422	2,062,920
UNITED STATES STEEL CORP CMN	604,896	703,800
URBAN OUTFITTERS INC CMN	545,139	624,068

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

DESCRIPTION	BOOK	FAIR MARKET
	VALUE 12/31/2017	VALUE 12/31/2017
USA TRUCK INC CMN	70,932	90,650
VALEANT PHARMACEUTICALS INTL CMN	482,653	519,500
VALERO ENERGY CORPORATION CMN	542,016	615,797
VERITONE, INC CMN	484,849	464,000
VISHAY INTERTECHNOLOGY CMN	245,989	236,550
WAL MART STORES INC CMN	2,826,141	2,992,125
WEIGHT WATCHERS INTERNATIONAL, INC CMN	359,585	411,804
WELLS FARGO & CO (NEW) CMN	812,030	886,389
WESTWATER RES INC CMN	95,484	49,327
WYNN RESORTS, LIMITED CMN	606,216	674,360
XUNLEI LTD SPONSORED ADR CMN	756,233	686,394
YY INC ADR CMN	622,130	881,868
ZAGG INCORPORATED CMN	159,334	261,990
ZUMIEZ INC CMN	183,310	208,250
SPECTRUM GROUP INTL INC CMN	11,261	2,300
TRICO BANCSHARES CMN	108,102	465,564
ACCENTURE PLC CMN	65,903	85,730
ALPHABET INC CMN CLASS C	350,898	422,746
BERKSHIRE HATHAWAY INC CLASS B	857,734	990,109
CARMAX, INC CMN	105,474	112,228
CHIPOTLE MEXICAN GRILL, INC CMN	45,497	30,059
COCA-COLA COMPANY (THE) CMN	125,090	139,475
CVS HEALTH CORP CMN	79,319	73,950
FASTENAL CO CMN	49,474	63,440
MASTERCARD INCORPORATED CMN CLASS A	77,594	105,195
MCKESSON CORPORATION CMN	49,895	53,023
NIKE CLASS-B CMN CLASS B	255,419	305,244
PEPSICO, INC CMN	124,828	134,910
PRICELINE GROUP INC/THE CMN	131,467	126,855
SALESFORCE COM, INC CMN	223,769	229,506
STARBUCKS CORP CMN	79,365	79,541
THE WILLIAMS COMPANIES, INC CMN	150,735	160,073
U S BANCORP CMN	87,594	89,479
VANGUARD S&P 500 ETF	1,443,849	1,667,972
VISA INC CMN CLASS A	100,645	126,562
WALGREENS BOOTS ALLIANCE, INC CMN	25,132	22,512
TEVA PHARMACTCL INDS ADR EXP 01-19-2018 (Put)	10,632	600
PUT SPXW 02425 000 S & P 500 INDEX NEW EXP02-02-2018	4,340	4,340
CALL SPXW 02750 000 S & P 500 INDEX NEW EXP02-02-2018	2,240	2,240
PUT SPXW 02450 000 S & P 500 INDEX NEW EXP02-09-2018	6,090	6,090
CALL SPXW 02775 000 S & P 500 INDEX NEW EXP02-09-2018	1,540	1,540
PUT SPX 02500 000 S & P 500 INDEX NEW EXP01-19-2018	3,122	3,122
CALL SPXW 02700 000 S & P 500 INDEX NEW EXP01-12-2018	4,270	4,270
PUT SPXW 02475 000 S & P 500 INDEX NEW EXP01-12-2018	1,610	1,610
CALL SPX 02735 000 S & P 500 INDEX NEW EXP01-19-2018	1,470	1,470
PUT SPXW 02575 000 S & P 500 INDEX NEW EXP 02-02-2018	(10,220)	(10,220)
PUT SPXW 02600 000 S & P 500 INDEX NEW EXP 02-09-2018	(19,110)	(19,110)
CALL SPXW 02700 000 S & P 500 INDEX NEW EXP 02-02-2018	(21,280)	(21,280)
CALL SPXW 02725 000 S & P 500 INDEX NEW EXP 02-09-2018	(9,366)	(9,366)
CALL SPX 02700 000 S & P 500 INDEX NEW EXP 01-19-2018	(8,400)	(8,400)
PUT SPX 02625 000 S & P 500 INDEX NEW EXP 01-19-2018	(12,460)	(12,460)
CALL SPXW 02675 000 S & P 500 INDEX NEW EXP 01-12-2018	(23,450)	(23,450)
PUT SPXW 02600 000 S & P 500 INDEX NEW EXP 01-12-2018	(5,250)	(5,250)
MBIA INSURANCE	670,000	670,000
B RILEY FIN	250,000	252,732
SLM	4,048,183	4,057,694
GOLDGROUP MNG INC	14,403	14,403
BANCTEC INC	240,000	240,000
WTS - VGI GLOBAL MEDIA PCL -CW18	1	571
HBK OFFSHORE FUND LTD	1	14,213,974
PERRY PARTNERS INT'L I23-MAIN	1	2,836,132
CITADEL KENSINGTON GLOBAL STRA	2,438,371	11,228,664
AQR ABSOLUTE RETURN OFFSHORE	3,561,057	13,960,945
GLENHILL CAPITAL OVERSEAS PART	1	4,009,590
PERRY PARTNERS INT'L H66-MAIN	280,979	75,873
COURAGE SPECIAL SITUATIONS OFF	2,194,566	5,965,469
SILVER POINT CAPITAL OFFSHORE	1	13,192,349
MOON CAPITAL GLOBAL EQUITY FUN	1	209,834
D E SHAW COMPOSITE INT'L FUND	1	353,695
STARBOARD VALUE AND OPP FUND	1,000,000	3,540,384
ETON PARK OVERSEAS FUND LTD	1	155,680
SANSAR CAPITAL HOLDINGS, LTD	-	-
MIURA GLOBAL FUND, LTD	2,000,000	3,171,206
JANA OFFSHORE PARTNERS LTD	1,843,492	3,389,043
ALPHAKEYS RENAISSANCE	2,000,000	2,460,388
SOMA OFFSHORE	3,000,000	3,287,013

THE WILLIAM K WARREN FOUNDATION
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73-0609599
SCHEDULE 3

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

DESCRIPTION	BOOK	FAIR MARKET
	VALUE 12/31/2017	VALUE 12/31/2017
RENAISSANCE RIDGE	2,000,000	1,981,530
AMERICAN BANK & TRUST COMPANY	45,820	45,820
ARTIS JUICY	1,000,000	95,374
ARTIS VENTURES II	1,395,000	1,884,803
ARTIS VINDICASSE SPV	263,200	321,100
AV MEADOW SPV LP	500,000	492,144
BCM OPPORTUNITIES	250,000	250,000
BI OMICIA	125,000	125,000
CARLYLE INTL ENERGY PARTNERS	1,180,874	1,100,881
CARLYLE US EQUITY FUND II	443,859	881,638
CHANCELLOR VI, LP	218,397	119,956
COCOON BIOTECH	100,000	100,000
COURAGE CREDIT OPP FUND II	1	46,561
COURAGE CREDIT OPP FUND III	1,369,670	1,463,884
CREDIT POINT SOFTWARE	1,654,092	834,091
EDGEWATER GROWTH CAPITAL II	451,907	670,086
EDGEWATER GROWTH CAPITAL III	851,721	1,951,932
FORMATION8 PARTNERS FUND II	84,164	88,878
FRIEND SKOLER EQUITY INVESTORS	458,329	375,694
GENERATION CAP PARTNERS ZIRMED	-	-
GENSTAR CAPITAL PARTNERS V, LP	1	399,990
GOLDMAN SACHS VINTAGE FUND III	1	88,399
GOLDMAN SACHS VINTAGE FUND V O	1	341,078
HIGHBRIDGE IRISH III	679,196	1,085,127
IRECOMMEND SOFTWARE	75,000	75,000
JPM DIGITAL GROWTH FUND II	1,802,887	2,345,258
JPMORGAN DIGITAL GROWTH	772,254	125,775
MAVERON 15-1 LP	40,206	29,103
MAVERON EQUITY PARTNERS V	2,681,592	3,794,779
MIDDLEBURG CAPITAL DEVELOPMENT	916,967	916,967
MITHRIL II LP	133,609	32,917
OAKTREE POWER OPP FUND III	316,896	915,725
OAKTREE PRIVATE INVT FUND 2009	62,519	648,911
OAKTREE REAL ESTATE OPP IV, LP	1	437,140
OCM ASIA PRINC OPP FUND	223,991	54,641
OCM EUROPEAN PRINC OPP FUND II	1	134,129
OCM OPPORTUNITIES FUND VII, LP	1	90,502
OCM OPPORTUNITIES FUND VIIb	1	73,913
OCM PRINC OPP FUND IV, LP	1	320,966
OCM PRINCIPAL OPP FUND III, LP	1	11,835
OCM/GFI POWER OPP FUND II, LP	1	(3,040)
OMEGA CAPITAL FUND I, LP	1,377,174	1,749,673
PA PARTNERS II, LLC	87,200	144,200
PA PARTNERS, LLC	100,000	178,053
PARMENTER REALTY FUND IV, LP	736,466	1,151,631
PARMENTER REALTY FUND V	1,769,645	1,935,922
PENNINGTON ALLEN CAP FUND I	120,000	257,702
RIVERSTONE FIELDWOOD PARTNERS	1,180,498	149,654
RIVERSTONE GLOBAL ENERGY	2,686,491	3,204,074
RUSSIA PARTNERS II EPAM FUND	-	-
RUSSIA PARTNERS III, LP	1,420,331	1,121,979
SIGULER GUFF BRIC OPP FUND	1	440,780
SILVER LAKE SUMERU FUND, LP	245,853	2,887,698
SPRING CARE	450,000	450,000
SYMPHONY CAPITAL PARTNERS, LP	736,884	251,428
TIGER GLOBAL PIP IX	2,205,000	2,408,073
TIGER GLOBAL PIP VII	1,304,107	2,041,627
TIGER GLOBAL PIP X	1,926,000	2,082,436
TIGER GLOBAL PRIVATE INVT V	1	1,503,395
TIGER GLOBAL PRIVATE INVT VI	1	1,857,638
UNANIMOUS AI	550,000	1,150,000
VIRGO REDBUD	171,821	1,588,126
VIRGO SOCIETAS PARTNERSHIP	5,078,953	5,404,523
VIRGO SOCIETAS PARTNERSHIP IV	984,751	1,985,495
WATFORD HOLDINGS	1,322,500	1,946,984
Rounding	-	(1)
	169,052,591	255,802,119

PART II, LINE 10c - INVESTMENTS - CORPORATE BONDS

DESCRIPTION	BOOK VALUE 12/31/2017	FAIR MARKET VALUE 12/31/2017
OAKTREE CAPITAL MANAGEMENT LLC High Yield A	1	26,962
OAKTREE CAPITAL MANAGEMENT LLC High Yield B	1	161,152
JPMORGAN CHASE & CO JR SUBORDNTD	1,000,000	1,075,050
FBOP CAPITAL TRUST II	1,124,455	968,740
KINDER MORGAN, INC	(138,954)	(205,512)
GOLDMAN SACHS GROUP INC	684,135	707,147
PLAINS ALL AMERICAN PIPE	300,000	299,550
AMER ENERGY	1,123,196	1,738,701
ACE CASH EXPR	3,847,432	3,881,250
ATHABASCA OIL	2,414,986	2,425,000
CNF INC	2,105,579	2,184,000
CATLIN INSURANCE	96,791	97,000
LIGADO NETWORKS/NEW LIGHTSQUARED	4,817,578	5,126,693
LITESPEED INVT	494,000	494,000
CRESTWOOD	519,994	580,668
CRESTWOOD	529,997	580,668
QUAPAW DOWNSTREAM	3,138,300	3,106,600
HC2 HOLDINGS	5,122,348	5,081,250
NATURAL RESOURCES	4,863,473	4,867,800
PPL ENERGY	1,263,750	1,240,000
RRI ENERGY	4,153,750	4,400,000
RXR REALTY LLC	3,000,000	3,000,000
SHERRITT INTL	5,731,032	6,573,111
SHERRITT INTL	2,764,341	2,947,500
SHERRITT INTL	204,766	206,513
TALEN ENERGY	2,140,000	2,018,750
TALEN ENERGY	2,629,488	2,699,025
TAPSTONE	1,090,625	1,075,000
TPC GROUP	1,494,375	1,500,000
VALEANT PHARM	1,478,000	1,476,800
VISTAJET	2,865,000	2,790,000
WOODBOURNE CAPITAL IV	733,500	738,000
WOODBOURNE CAPITAL II	3,170,063	3,170,063
CALPINE CORP	(2,902,500)	(2,917,500)
TOTAL PART II, LINE 10c - INVESTMENTS - CORPORATE BONDS	61,859,502	64,113,980

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF INFORMATION - FORM 990PF
FOR THE YEAR ENDED DECEMBER 31, 2017

73-0609599
SCHEDULE 5

PART II, LINE 22 - OTHER LIABILITIES

DESCRIPTION	BOOK	
	VALUE	12/31/2017
DEFERRED TAX LIABILITY	894,438	
PENSION PLAN LIABILITY	5,549,493	
DEFERRED RENT LIABILITY	1,460	
TOTAL PART II, LINE 22 - OTHER LIABILITIES	6,445,391	

THE WILLIAM K WARREN FOUNDATION

SCHEDULE OF GAINS & LOSSES

FOR THE YEAR ENDED DECEMBER 31, 2017

FORM 990PF, PART IV - LINE 4 - CAPITAL GAINS & LOSSES FOR TAX INVESTMENT INCOME

73-0609599

SCHEDULE 6

A INVESTMENT	B HOW ACQ'D	C DATE ACQ'D	D DATE SOLD	SHARES	E SALES PRICE	F DEPREC ALLOWED	G COST BASIS	H GAIN (LOSS)
PUBLICLY TRADED SECURITIES								
HEDGE FUNDS								
PRIVATE PLACEMENTS								
FOREIGN CURRENCY EXCHANGES								
SCHEDULE K-1 NET SHORT TERM CAPITAL GAIN (LOSS)								
SCHEDULE K-1 NET LONG TERM CAPITAL GAIN (LOSS)								
SCHEDULE K-1 SECTION 1231 GAIN (LOSS)								
SCHEDULE K-1 SECTION 1256 GAIN (LOSS)								
					1,649,341,470	-	1,653,739,978	(4,398,508)
					11,123,180	-	5,749,823	5,373,357
					2,711,291	-	270,000	2,441,291
					47,012	-	41,043	5,969
					69,477	-	-	69,477
					2,908,731	-	-	2,908,731
					-	-	425	(425)
					-	-	3,908	(3,908)
					1,666,201,162	-	1,659,805,177	6,395,984

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RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND RECIPIENT EIN	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
12 & 12, INC	PC	Program Support	78,800
6333 EAST SKELLY DRIVE TULSA, OK 74135	73-1242962		
A NEW LEAF, INC	PC	Program Support	100,000
2306 SOUTH FIRST PLACE BROKEN ARROW, OK 74012	73-1042760		
ALZHEIMERS ASSOCIATION - OKLAHOMA	PC	Event Support	5,000
2448 E 81ST STREET, STE 3000 TULSA, OK 74137	13-3039601		
CAP TULSA	PC	Program Support	5,000
4606 SOUTH GARNETT, SUITE 100 TULSA, OK 74146	73-1019247		
CASCIA HALL PREPARATORY SCHOOL	PC	Program Support	3,760
2520 S YORKTOWN TULSA, OK 74114	73-1328398		
CHILDREN'S HOSPITAL FOUNDATION at SAINT FRANCIS	SO I	Event Support	100,000
6161 S YALE AVE TULSA, OK 74136	20-2843418		
CLAREHOUSE	PC	Program Support	5,000
7617 S MINGO ROAD TULSA, OK 74133	73-1603851		
DIOCESE OF TULSA	PC	General Purpose	27,000
P O BOX 690240 TULSA, OK 74169-0240	73-0942657		
DOMESTIC VIOLENCE INTERVENTION SERVICES, INC	PC	Event Support	10,000
4720 S HARVARD, STE 104 TULSA, OK 74135-3048	73-1028332		
EASTERN OKLAHOMA DONATED DENTAL SERVICES	PC	General Purpose	25,000
3741 SOUTH PEORIA AVENUE TULSA, OK 74105-3264	41-2103655		
FAMILY & CHILDREN S SERVICES, INC.	PC	Event Support	11,000
650 SOUTH PEORIA TULSA, OK 74120-4498	73-0580270		
FIT FIRST RESPONDERS, INC	PC	Program Support	10,000
8177 S HARVARD AVE, STE 420 Tulsa, OK 74137	47-2865903		
GO LIFE MOBILE MEDICAL, INC	PC	Program Support	5,000
3210 S NORWOOD AVE, SUITE E Tulsa, OK 74135	45-3368840		
HOSPITALITY HOUSE OF TULSA, INC	PC	General Purpose	200,000
1135 SOUTH VICTOR AVENUE TULSA, OK 74104	20-1825789		
LAUREATE INSTITUTE FOR BRAIN RESEARCH, INC	PC	General Purpose	7,489,369
6655 S YALE AVE, TULSA, OK 74136	73-1328881		
LEADERSHIP OKLAHOMA	PC	Event Support	2,500
5500 NORTH WESTERN, SUITE 142 OKLAHOMA CITY, OK	73-1301631		
LIFE SENIOR SERVICES	PC	Capital Campaign -Building Project	100,000
5950 EAST 31ST STREET TULSA, OK 74135-5114	73-1043783		
THE LITTLE LIGHT HOUSE	PC	Program Support	50,000
5120 EAST 36TH STREET TULSA, OK 74135-5228	73-0939422		
MEALS ON WHEELS OF METRO TULSA	PC	General Purpose	10,000
12620 EAST 31ST STREET TULSA, OK 74146-2307	73-1125389		

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RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND RECIPIENT EIN	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MENTAL HEALTH ASSOCIATION OKLAHOMA	PC	General Purpose	75,000
1870 SOUTH BOULDER TULSA, OK 74119-5234 OCCJ	73-0657931 PC	Event Support	12,500
100 WEST 5TH STREET, SUITE 701 TULSA, OK 74103 PARENT CHILD CENTER OF TULSA	87-0744050 PC	Program Support	35,000
1421 SOUTH BOSTON TULSA, OK 74119 PARK FRIENDS	73-1113167 PC	General Purpose	5,000
175 E 2ND ST SUITE 570 TULSA OK 74103	73-1008952		
PARKSIDE INC	PC	General Purpose	25,000
1620 E 12TH STREET TULSA, OK 74120 ROGERS STATE UNIVERSITY FOUNDATION	73-1280067 PC	Program Support	75,500
1701 W WILL ROGERS BOULEVARD CLAREMORE, OK 74017 3252	73-0957262		
SAINT CATHERINE SCHOOL (TULSA)	PC	General Purpose	5,000
2515 W 46TH ST TULSA, OK 74107 SAINT FRANCIS HEALTH SYSTEM	73-0689560 SO II	Tree Donation	13,380
6600 SOUTH YALE AVENUE, # 400 TULSA, OK 74136 SAINT FRANCIS HOSPITAL SOUTH	73-1501972 PC	Tree Donation	4,108
6600 SOUTH YALE AVE, # 400 TULSA, OK 74136 SAINT FRANCIS HOSPITAL, INC	01-0603214 PC	General Purpose	1,000,000
6100 SO YALE AVE TULSA, OK 74136 SAINT FRANCIS OF ASSISI TUITION ASSISTANCE TR	73-0700090 PC	General Purpose	25,000
PO BOX 690240 TULSA, OK 74169 SAINT FRANCIS TULSA TOUGH	73-1604697 PC	General Purpose	56,250
214 N MAIN STREET Tulsa, OK 74103 SAINTS PETER AND PAUL SCHOOL	27-3283740 PC	General Purpose	25,000
1428 N 67TH EAST AVE TULSA, OK 74115 SAN MIGUEL MIDDLE SCHOOL	73-6083388 PC	Event Support	5,000
2444 EAST ADMIRAL BLVD TULSA, OK 74110 SCOTT CARTER FOUNDATION, THE	83-0368948 PC	Event Support	5,000
P O BOX 700448 TULSA, OK 74170-0448 ST ANNE S CATHOLIC CHURCH	73-1437230 PC	Capital Campaign -Building Project	50,000
301 S 9TH ST BROKEN ARROW, OK 72012 ST WILLIAM CHURCH	73-0711169 PC	Capital Campaign -Building Project	100,000
802 W University Blvd, Durant, OK 74701	73-1358146		

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RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND RECIPIENT EIN	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE BRIDGES FOUNDATION	PC	General Purpose	5,000
1345 N LEWIS AVE TULSA, OK 74110	73-0740763		
TULSA CASA, INC	PC	General Purpose	10,000
16 EAST 16TH ST , SUITE 401 TULSA, OK 74119	73-1312870		
TULSA COUNTY PARKS	PC	Tree Donation	39,708
175 E 2ND STREET, STE 570 TULSA, OK 74103	73-1008952		
TULSA DAY CENTER FOR THE HOMELESS	PC	Event Support	5,000
415 W ARCHER STREET TULSA, OK 74103	73-1557819		
UNIVERSITY OF MARY-BISMARCK, ND	PC	Program Support	10,000
BISMARCK, ND	45-0273403		
UNIVERSITY OF NOTRE DAME	PC	General Purpose	1,000,000
P O BOX 518 NOTRE DAME, IN 46556	35-0868188		
UNIVERSITY OF TULSA	PC	General Purpose	50,000
600 SOUTH COLLEGE AVENUE TULSA, OK 74104-3189	73-0579298		
UP WITH TREES	PC	Tree Donation	37,190
9920 E. 44TH PLACE TULSA, OK 74146	73-1001180		
VETERANS OF FOREIGN WARS DEPT OF OKLA 577	PC	General Purpose	50,000
1109 E 6TH ST TULSA, OK 74120	23-7431280		
WARREN CLINIC	PC	Tree Donation	620
6600 S YALE AVE SUITE 400 TULSA, OK 74136	73-1310891		
WILLIAM K WARREN MEDICAL RESEARCH CENTER, INC	SO III FI	General Purpose	8,518,919
P O BOX 470372 TULSA, OK 74147-0372	23-7275389		
YOUTH SERVICES OF TULSA, INC	PC	Event Support	5,000
302 SOUTH CHEYENNE, SUITE 116 TULSA, OK 74103-3430	73-0785251		
			<u>19,485,604</u>