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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

2949132707015 9

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

WARREN FOUNDATION

HE&H

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

A Employer identification number

41-6021348

PO BOX 0634

B Telephone number (see instructions)

612-303-3208

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

MILWAUKEE, WI 53201-0634

G Check all that apply.

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization

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

 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col. (c), line
16) ► \$ 3,321,763.J Accounting method Cash Accrual
 Other (specify) _____

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

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input type="checkbox"/> If the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	88,862.	83,769.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	111,202.			
b Gross sales price for all assets on line 6a 718,702				
7 Capital gain net income (from Part IV, line 2)		111,202.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	200,064.	194,971.		
13 Compensation of officers, directors, trustees, etc.	109,450.	54,725.		54,725.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule) STMT 2	5,975.	NONE	NONE	5,975.
b Accounting fees (attach schedule) STMT 3	1,500.	NONE	NONE	1,500.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	5,086.	3,514.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 5	7,494.	688.		6,806.
24 Total operating and administrative expenses				
Add lines 13 through 23.	129,505.	58,927.	NONE	69,006.
25 Contributions, gifts, grants paid	129,000.			129,000.
26 Total expenses and disbursements Add lines 24 and 25	258,505.	58,927.	NONE	198,006.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-58,441.			
b Net investment income (if negative, enter -0-)		136,044.		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	1,505.	570.	570.
2	Savings and temporary cash investments	61,532.	226,213.	226,213.
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
5	Grants receivable.			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►	NONE		
8	Inventories for sale or use.			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) . STMT 6 .	2,627,345.	2,301,574.	2,462,559.
c	Investments - corporate bonds (attach schedule) . STMT 15 .	502,349.	602,349.	579,627.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 16 .	59,761.	59,761.	46,971.
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
15	Other assets (describe ► ACCRUED INCOME)	6,013.	5,823.	5,823.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,258,505.	3,196,290.	3,321,763.
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue.			
20	Loans from officers, directors, trustees, and other disqualified persons.			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,258,505.	3,196,290.
	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)	3,258,505.	3,196,290.
Net Assets or Fund Balances	31	Total liabilities and net assets/fund balances (see instructions)	3,258,505.	3,196,290.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,258,505.
2	Enter amount from Part I, line 27a	2	-58,441.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,200,064.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 17	5	3,774.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,196,290.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 718,702.	-	607,500.	111,202.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			111,202.		
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	111,202.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). See instructions If (loss), enter -0- in Part I, line 8				3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation 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))
2017	188,927.	3,617,518.	0.052226
2016	172,276.	3,399,651.	0.050675
2015	190,991.	3,568,191.	0.053526
2014	188,153.	3,703,548.	0.050803
2013	149,297.	3,539,046.	0.042186

2 Total of line 1, column (d)	2	0.249416
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	0.049883
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	3,633,287.
5 Multiply line 4 by line 3	5	181,239.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,360.
7 Add lines 5 and 6	7	182,599.
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	198,006.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1,360.
b	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	NONE
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	
6	Credits/Payments	1,360.
a	2018 estimated tax payments and 2017 overpayment credited to 2018	
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	2,721.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	1,361.
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ► <input type="checkbox"/> 1,360. Refunded ► <input type="checkbox"/> 1.	1.

Part VII-A Statements Regarding Activities

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	X	
5	X	
6	X	
7	X	
8b	X	
9	X	2
10	X	

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?
 1b 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
 1c Did the foundation file Form 1120-POL for this year?
 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
 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
 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 b If "Yes," has it filed a tax return on Form 990-T for this year?
 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
 If "Yes," attach the statement required by *General Instruction T*
 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?
 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
 8a Enter the states to which the foundation reports or with which it is registered See instructions ►
 MN
 b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation
 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 2018 or the tax year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV
 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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	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 ► N/A	13	X
14 The books are in care of ► US BANK NA Telephone no. ► (612) 303-3208 Located at ► 800 NICOLLET MALL, MINNEAPOLIS, MN ZIP+4 ► 55402		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year		
16 At any time during calendar year 2018, 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 ►	16	X

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ►		
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 2018?		
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ►	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2018 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 2018)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		

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

5a	During the year, did the foundation pay or incur any amount to	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		Yes	No
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions				5b	X
	Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)					
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				6b	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				7b	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
US BANK TRUST NA 101 EAST 5TH STREET, ST PAUL, MN 55101	CORP TTEE 1	109,450.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions) If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE
Total number of other employees paid over \$50,000 ►				NONE

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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
NONE		NONE

Total number of others receiving over \$50,000 for professional services ► NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
1	<u>NONE</u>
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.

1	<u>NONE</u>	
2		
3	<u>NONE</u>	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a Average monthly fair market value of securities	1a	3,618,688.
b Average of monthly cash balances	1b	69,928.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	3,688,616.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d.	3	3,688,616.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,329.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,633,287.
6 Minimum investment return. Enter 5% of line 5	6	181,664.

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	181,664.
2a Tax on investment income for 2018 from Part VI, line 5	2a	1,360.
b Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b.	2c	1,360.
3 Distributable amount before adjustments. Subtract line 2c from line 1.	3	180,304.
4 Recoveries of amounts treated as qualifying distributions.	4	NONE
5 Add lines 3 and 4	5	180,304.
6 Deduction from distributable amount (see instructions)	6	NONE
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	180,304.

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	198,006.
b Program-related investments - total from Part IX-B.	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes.	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	198,006.
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	1,360.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	196,646.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				180,304.
2 Undistributed income, if any, as of the end of 2018			NONE	
a Enter amount for 2017 only.				
b Total for prior years 20 ____,20 ____,20 ____		NONE		
3 Excess distributions carryover, if any, to 2018				
a From 2013	NONE			
b From 2014	NONE			
c From 2015	20,500.			
d From 2016	2,663.			
e From 2017	9,811.			
f Total of lines 3a through e	32,974.			
4 Qualifying distributions for 2018 from Part XII, line 4 ► \$ 198,006.				
a Applied to 2017, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE	
c Treated as distributions out of corpus (Election required - see instructions)			NONE	
d Applied to 2018 distributable amount.				180,304.
e Remaining amount distributed out of corpus.	17,702.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	50,676.			
b Prior years' undistributed income Subtract line 4b from line 2b.			NONE	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE	
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE	
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				NONE
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				NONE
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)		NONE		
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)		NONE		
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	50,676.			
10 Analysis of line 9				
a Excess from 2014	NONE			
b Excess from 2015	20,500.			
c Excess from 2016	2,663.			
d Excess from 2017	9,811.			
e Excess from 2018	17,702.			

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 2018, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section

	Tax year	Prior 3 years			(e) Total
		(a) 2018	(b) 2017	(c) 2016	
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)(ii).				
	(3) Largest amount of support from an exempt organization.				
	(4) Gross investment income .				

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

1 Information Regarding Foundation Managers:

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

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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
SEE STATEMENT 18

b The form in which applications should be submitted and information and materials they should include
SEE ATTACHED STATEMENT FOR LINE 2

c. Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 34				129,000.
Total			► 3a	129,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
1	Program service revenue				
a					
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	88,862.
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	111,202.
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue a				
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)				200,064.
13	Total Add line 12, columns (b), (d), and (e)				200,064.

Part VIB - Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
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NOT APPLICABLE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	725.	725.
FOREIGN DIVIDENDS	22,426.	22,426.
NONDIVIDEND DISTRIBUTIONS	5,093.	
DOMESTIC DIVIDENDS	24,422.	
CORPORATE INTEREST	2,326.	
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	5,594.	
US GOVERNMENT INTEREST REPORTED AS QUALI	27.	27.
NONQUALIFIED FOREIGN DIVIDENDS	9,055.	9,055.
NONQUALIFIED DOMESTIC DIVIDENDS	12,044.	12,044.
SECTION 199A DIVIDENDS	7,150.	7,150.
TOTAL	88,862.	83,769.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCATION)	5,975.			5,975.
TOTALS	5,975.	NONE	NONE	5,975.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,500.			1,500.
TOTALS	1,500.	NONE	NONE	1,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,952.	2,952.
FEDERAL TAX PAYMENT - PRIOR YE	692.	
FEDERAL ESTIMATES - PRINCIPAL	880.	
FOREIGN TAXES ON NONQUALIFIED	562.	562.
TOTALS	5,086.	3,514.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER MISC EXPENSES STATE FILING FEE/TAXES ADR FEES	6,781. 25. 688.	688.	6,781. 25.
TOTALS	7,494.	688.	6,806.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
74347M108 PROPETRO HLDG CORP	817.	1,322.	1,035.
97650W108 WINTRUST FINANCIAL C	1,501.	1,446.	1,795.
874039100 TAIWAN SEMICONDUCTOR	13,534.	9,798.	17,274.
88031M109 TENARIS SA ADR	3,609.	2,555.	2,068.
049255706 ATLAS COPCO AB SPONS	6,549.	4,549.	4,020.
701491102 PARK24 CO LTD SPN A	6,394.	4,857.	3,852.
502441306 LVMH MOET HENNESSY A	5,968.	4,142.	7,132.
103304101 BOYD GAMING CORP COM	1,012.	1,561.	1,413.
29089Q105 EMERGENT BIOSOLUTION	1,032.	635.	1,423.
05508R106 B & G FOODS INC NEW	724.	2,151.	1,937.
114340102 BROOKS AUTOMATION IN	1,914.	1,374.	1,257.
94733A104 WEB COM GROUP INC	1,437.	2,051.	677.
13462K109 CAMPING WORLD HOLDIN	1,637.	17,811.	12,123.
072730302 BAYER AG A D R	24,540.	10,825.	14,326.
780259107 ROYAL DUTCH SHELL A	14,693.	5,743.	2,475.
04530Y106 ASPEN PHARMACARE HL	5,221.	3,216.	3,631.
217204106 COPART INC COM	4,216.	3,863.	3,509.
92927K102 WABCO HLDGS INC	3,397.	3,397.	1,230.
G3922B107 GENPACT LIMITED	1,050.	943.	1,117.
589378108 MERCURY COMPUTER SYS	2,064.	961.	1,618.
451107106 IDACORP INC	2,072.	2,195.	1,963.
436893200 HOME BANCSHARES INC	1,994.	1,854.	1,751.
750236101 RADIAN GROUP INC	2,006.	1,684.	1,536.
98421B100 XPERI CORP	1,675.	354.	1,431.
29977A105 EVERCORE PARTNERS IN	1,675.	1,752.	1,412.
095229100 BLUCORA INC	1,520.	1,527.	1,408.
57776J100 MAXLINEAR INC CLASS	2,068.	2,715.	1,556.
002535300 AARONS INC			891.
402635304 GULFPORT ENERGY CORP			

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
358029106 FRESENIUS MED AKTIEN	12,032.	8,856.	7,061.
465562106 ITAU UNIBANCO HOLDIN	6,740.	4,841.	8,729.
23304Y100 DBS GROUP HLDGS LTD	11,772..	9,771.	12,132..
45662N103 INFINEON TECHNOLOGIE	10,088.	7,466.	6,135..
009126202 AIR LIQUIDE S A A D	23,066.	9,550.	11,126..
398438408 GRIFOLIS SA A D R	5,178.	3,884.	4,076..
38143H381 GOLDMAN SACHS COMM S	51,624.	51,624.	22,142..
171340102 CHURCH AND DWIGHT CO	3,168.	2,312.	3,551..
133131102 CAMDEN PPTY TR SBI	3,235.		
90333L201 U.S. CONCRETE INC	876.	800.	564..
N96617118 WRIGHT MEDICAL GROUP	947.	1,841.	1,933..
575385109 MASONITE INTERNATIONAL	1,712.	1,593.	1,076..
90984P303 UNITED COMMUNITY BAN	1,900.	1,554.	1,223..
12008R107 BUILDERS, FIRSTSOURCE	1,359.	1,392.	1,309..
43940T109 HOPE BANCORP INC	1,398.		
00404A109 ACADIA HEALTHCARE CO	2,671.		
641069406 NESTLE SA SPONSORED	20,704.	15,053.	16,516..
803866300 SASOL LTD SPONSORED	6,047.	4,285.	3,661..
05946K101 BANCO BILBAO VIZCAYA	17,237.	10,893.	8,067..
631512209 NASPERS LTD N SPON A	10,704.	5,871.	9,715..
018805101 ALLIANZ SE A D R	16,955.	12,082.	14,843..
0722743305 BAYERISCHE MOTOREN S	8,849.	5,934.	4,558..
922908553 VANGUARD REIT ETF	266,649.	208,378.	212,003..
754730109 RAYMOND JAMES FINL I	3,123.	2,659.	3,646..
5922688105 METTLER-TOLEDO INTL	3,489.	2,094.	3,393..
73278L105 POOL CORPORATION	3,727.	2,795.	3,568..
258278100 DORMAN PRODUCTS INC	3,210.		
G3323L100 FABRINET	3,769..		
595137100 MICROSEMI CORP COM W	1,519..		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
131193104 CALLAWAY GOLF CO	1,915.	1,357.	1,438.
037598109 APOGEE ENTERPRISES I	1,609.	1,326.	866.
682159108 ON ASSIGNMENT INC CO	1,367.		
904214103 UMPQUA HOLDINGS CORP	1,290.		
33829M101 FIVE BELOW	1,595.		
379577208 GLOBUS MED INCA	840.		
094235108 BLOOMIN BRANDS INC	2,068.	1,925.	1,771.
298736109 EURONET SERVICES INC	1,245.		
70509V100 PEBBLEBROOK HOTEL TR	1,861.		
92343X100 VERINT SYS INC COM	1,459.		
686688102 ORMAT TECHNOLOGIES I	1,288.		
957638109 WESTERN ALLIANCE BAN	1,276.		
38526M106 GRAND CANYON EDUCATI	621.		
81369Y209 HEALTH CARE SELECT S	57,314.		
172908105 CINTAS CORP	3,201.		
192479103 COHERENT INC COM	698.		
G4388N106 HELEN OF TROY LTD	1,631.		
30255G103 F C B FINANCIAL HOLD	1,402.		
90346E103 US SILICA HOLDINGS I	332.		
31787A507 FINISAR CORPORATION	739.		
391416104 GREAT WESTERN BANCOR	1,783.		
29362U104 ENTEGRIS INC	624.		
868459108 SUPERNUS PHARMACEUTI	380.		
24665A103 DELEK HOLDCO INC	606.		
52471Y106 LEGACYTEXAS FINANCIA	1,491.		
53220K504 LIGAND PHARMACEUTICA	2,'320.		
388689101 GRAPHIC PACKAGING HL	2,090.		
431571108 HILLENBRAND INC	1,218.		
198287203 COLUMBIA PROPERTY TR	1,817.		
	1,773.		
		1,181.	64,190.
		1,817.	3,528.
		852.	
		901.	1,015.
			1,015.
			1,088.
			1,794.
			650.
			514.
			1,102.
			931.
			1,764.
			1,894.
			1,062.
			1,587.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
803054204 SAP SE SPONSORED A D 237545108 DASSAULT SYSTEMES SA 466140100 JGC CORP UNSPONSORED 056752108 BAIDU COM INC A D R 13123X102 CALION PETE CO DEL 149498107 CAUSEWAY EMERGING MA 73935A104 POWERSHARES QQQ ETF 067806109 BARNES GROUP INC	16,616. 14,103. 7,589. 18,903. 2,102. 132,528. 54,819. 4,008. 2,627. 3,914. 2,899. 4,011. 4,390. 9,036. 7,341. 5,736. 7,985. 8,589. 5,496. 6,124. 5,266. 20,456. 3,760. 3,402. 3,229. 4,183. 4,096. 3,414. 1,402.	10,042. 5,182. 5,099. 12,618. 2,459. 137,759. 1,867. 3,044. 3,510. 4,390. 6,687. 5,358. 4,300. 7,942. 5,221. 6,225. 3,946. 4,522. 3,868. 14,702. 3,296. 1,569. 3,240. 4,096. 3,488. 1,400.	13,439. 10,327. 3,671. 11,578. 1,227. 134,909. 3,416. 3,169. 3,348. 5,418. 5,278. 8,166. 20,451. 3,593. 1,171. 3,564. 3,476. 3,488. 925.
426281101 JACK HENRY ASSOCIATE 159864107 CHARLES RIV LABORATO 44980X109 IPG PHOTONIC CORP CO G0176J109 ALLEGION PLC 12637N204 CSL LIMITED A D R 904767704 UNILEVER PLC SPSD AD 404280406 HSBC HOLDINGS PLC SP 45104G104 ICICI BANK LTD A D R 900148701 TURKIYE GARANTTI BANK 92937A102 WPP PLC SPONSORED A 015393101 ALFA LAVAL AB SWEDEN 83569C102 SONOVA HOLDING UNSPO 61022V107 MONOTARO CO LTD UNSP 001317205 AIA GROUP LTD ADR 053611109 AVERY DENNISON CORP 806407102 SCHEIN HENRY INC COM 132011107 CAMBREX CORP COM 78467J100 SS&C TECHNOLOGIES HO 33616C100 FIRST REPUBLIC BANK 609839105 MONOLITHIC POWER SYS 315405100 FERRO CORPORATION			

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
44930G107 ICU MEDICAL INC	894.	900.	1,378.
267475101 DYCOM INDUSTRIES INC	1,883.	2,075.	1,351.
92886T201 VONAGE HLDGS CORP	518.	2,391.	1,842.
88870R102 TIVITY HEALTH INC	1,794.	2,194.	1,489.
500643200 KORN FERRY INTL	1,445.	1,445.	
163731102 CHEMICAL FINANCIAL C	1,800.	1,640.	1,538.
46269C102 IRIDIUM COMMUNICATIO	1,201.	245.	554.
09739D100 BOISE CASCADE CO	1,312.	1,126.	763.
64111Q104 NETGEAR INC RESTR	1,829.	1,582.	1,665.
268948106 EAGLE BANCORP INC	718.	20,625.	14,359.
771195104 ROCHE HOLDINGS LTD S	13,548.	9,491.	12,421.
M22465104 CHECK POINT SOFTWARE	12,247.	8,858.	10,227.
136375102 CANADIAN NATL RY CO	11,576.	8,223.	11,278.
502117203 LOREAL UNSPONSORED A	5,878.		
606783207 MITSUBISHI ESTATE LT	2,593.		
05530H100 BBA AVIATION PLC UNS	6,573.		
87155N109 SYMRISE AG UNSPON A	6,660.		
35952Q106 FUCHS PETROLUB SE PR	70,397.		
77957Y106 T ROWE PRICE MID CAP	155,587.		
922042676 VANGUARD GLBL EX US	3,211.		
418056107 HASBRO INC	2,942.		
761152107 RESMED INC	1,582.		
26884U109 EPR PROPERTIES	1,717.		
432748101 HILLTOP HOLDINGS INC	1,426.		
87265H109 TRI POINTE GROUP INC	1,584.		
65336K103 NEXSTAR BROADCASTING	1,423.		
G0551A103 ARRIS INTERNATIONAL	1,253.		
018522300 ALLETE INC	13,428.	692.	762.
806857108 SCHLUMBERGER LTD		9,494.	4,113.

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
501173207 KUBOTA LTD A D R	5,721.	4,234.	4,016.
82481R106 SHIRE PLC A D R	13,203.		
40052P107 GRUPO FIN BANORTE SP	6,524.		3,944.
387328107 GRANITE CONSTRUCTION	1,357.		1,571.
691497309 OXFORD INDUSTRIES IN	1,547.		1,137.
829226109 SINCLAIR BROADCAST G	1,675.		1,607.
144577103 CARRIZO OIL & GAS IN	2,107.		994.
L9340P101 TRINSEO SA	1,922.		
78462F103 SPDR S P 500 ETF	731,588.	637,682.	811,990.
574599106 MASCO CORP	3,315.		
579780206 MCCORMICK CO NON VTG	3,919.		3,342.
833034101 SNAP ON INC	3,120.		
29084Q100 EMCOR GROUP INC	1,505.		1,433.
499049104 KNIGHT SWIFT TRANSPO	1,522.		
68213N109 OMNICELL INC COM	1,091.		
78377T107 RYMAN HOSPITALITY PR	753.		
303075105 FACTSET RESEARCH SYS	2,885.		
146229109 CARTERS INC	3,487.		
693656100 PVH CORP	3,930.		
458118106 INTEGRATED DEVICE TE	881.		
302520101 FNB CORP	2,543.		2,096.
457985208 INTEGRA LIFESCIENCES	2,055.		
127190304 CACI INTERNATIONAL I	2,102.		1,872.
G4617B105 HORIZON PHARMA PLC	2,015.		2,130.
32055Y201 FIRST INTERSTATE BAN	856.		
001744101 AMN HEALTHCARE SERVI	1,283.		1,417.
307305102 FANUC CORPORATION A	14,771.		8,946.
948596101 WEIBO CORP-SPON ADR	11,670.		6,135.
06828M876 BARON EMERGING MARKE	134,439.	140,967.	147,618.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
46432F842 ISHARES CORE MSCI EA	40,014.		
192422103 COGNEX CORP	1,267.		
882681109 TEXAS ROADHOUSE INC	3,326.		
48123V102 J2 GLOBAL INC	2,031.		
286082102 ELECTRONICS FOR IMAG	2,045.		
024061103 AMERICAN AXLE MFG H	1,800.		
238337109 DAVE & BUSTERS ENTMT	2,175.		
87305R109 TTM TECHNOLOGIES	1,587.		
444097109 HUDSON PACIFIC PROPE	2,460.		
090672106 BIOTELEMETRY INC	1,599.		
29275Y102 ENERSYS	1,387.		
87184P109 SYSMEX CORP UNSPON A	10,716.		
40415F101 H D F C BK LTD A D R	6,068.		
74925K581 ROBECO BOSTON PARTNE	125,959.		
459506101 INTL FLAVORS FRAGRA	3,242.		
445658107 HUNT J B TRANS SVCS	3,430.		
871607107 SYNOPSY INC	3,104.		
216648402 COOPER COS INC	3,346.		
50189K103 LCI INDUSTRIES	4,886.		
526107107 LENNOX INTERNATIONAL	2,704.		
G84720104 STERIS PLC	4,089.		
165303108 CHESAPEAKE UTILS COR	300.		
830879102 SKY WEST INC	491.		
576323109 MASTEC INC	1,846.		
589889104 MERIT MEDICAL SYSTEM	646.		
G5494J103 LINDE PLC		565.	
54338V101 LONZA GROUP AG UNSPO		1,005.	
500458401 KOMATSU LTD A D R RE		8,080.	
69007J106 OUTFRONT MEDIA INC		7,802.	
		8,356.	
		4,402.	
		2,064.	
		1,794.	
		2,153.	
		3,454.	
		3,563.	
		935.	
		3,721.	
		3,419.	
		2,908.	
		1,882.	
		2,466.	
		1,068.	
		1,998.	
		2,704.	
		4,089.	
		300.	
		491.	
		1,846.	
		646.	
		565.	
		1,005.	
		8,080.	
		7,802.	
		8,356.	
		4,402.	
		2,064.	
		1,794.	

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
29272W109 ENERGIZER HLDGS INC	486.	452.	
985817105 YELP INC	1,750.	1,225.	
989207105 ZEBRA TECHNOLOGIES C	3,347.	3,662.	
576485205 MATADOR RESOURCES CO	2,082.	1,072.	
00191U102 ASGN INC	936.	981.	
513272104 LAMB WESTON HOLDING	2,891.	3,531.	
49338L103 KEYSIGHT TECHNOLOGIE	3,333.	3,663.	
02319V103 AMBEV SA SPN A D R	4,760.	3,795.	
42226A107 HEALTHEQUITY INC	1,321.	1,014.	
74758T303 QUALYS INC	4,165.	3,513.	
98419M100 XYLEM INC	4,093.	3,736.	
448579102 HYATT HOTELS CORP -	4,309.	3,650.	
670704105 NUVAATIVE INC	1,752.	1,437.	
29786A106 ETSY INC	4,849.	4,995.	
707569109 PENN NATL GAMING INC	2,635.	1,544.	
76169B102 REXNORD CORP	1,817.	1,354.	
537008104 LITTELFUSE INC	4,784.	3,601.	
320867104 FIRST MIDWEST BANCOR	1,579.	1,228.	
073685109 BEACON ROOFING SUPPL	1,646.	1,015.	
702149105 PARTY CITY HOLDCO IN	1,481.	1,028.	
92857F107 VOCERA COMMUNICATION	1,363.	1,377.	
000361105 A A R CORP	1,444.	1,270.	
679580100 OLD DOMINION FIGHT LI	3,684.	3,458.	
75524B104 RBC BEARINGS INC	4,452.	3,540.	
70432V102 PAYCOM SOFTWARE INC	2,977.	3,429.	
344419106 FOMENTO ECONOMICO ME	4,155.	4,216.	
41068X100 HANNON ARMSTRONG SUS	333.	286.	
44109J106 HOSTESS BRANDS INC	965.	908.	
450828108 I B E R I A B A N K	2,517.	1,928.	

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
049164205 ATLAS AIR INC	1,379.	928.	
46090E103 INVESCO QQQ TRUST ET	54,819.	74,045.	
670108109 NOVOZYMES A S UNSPON	4,836.	4,162.	
55027E102 LUMINEX CORP DEL	1,012.	809.	
N97284108 YANDEX NV	3,749.	3,802.	
254543101 DIODES INC	1,410.	1,419.	
368736104 GENERAC HOLDINGS INC	3,867.	3,529.	
87166B102 SYNEOS HEALTH INC	1,541.	1,259.	
921659108 VANDA PHARMACEUTICAL	1,253.	1,594.	
G50871105 JAZZ PHARMACEUTICALS	4,662.	3,223.	
87974R208 TEMENOS GROUP AG SP	6,638.	5,336.	
122017106 BURLINGTON STORES IN	2,708.	3,579.	
775711104 ROLLINS INC	4,700.	4,007.	
83088M102 SKYWORKS SOLUTIONS I	4,646.	3,619.	
00687A107 ADIDAS AG A D R	4,444.	4,069.	
874054109 TAKE-TWO INTERACTIVE	4,553.	3,500.	
TOTALS	2,627,345.	2,301,574.	2,462,559.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
13161T401 CALVERT SHORT DURATI	35,000.	35,000.	34,133.
36962G5J9 GENERAL ELEC CAP MTN	53,389.	53,389.	50,150.
277923728 EATON VANCE GLOBAL M	89,281.	114,281.	106,276.
464288281 ISHARES JPMORGAN USD	49,955.	49,955.	47,383.
31420B300 FEDERATED INST HI YL	100,000.	175,000.	164,266.
U S TREASURY NT 2 .625% 8	75,188.	75,188.	75,106.
U S TREASURY NT 3 .625% 2	99,536.	99,536.	102,313.
TOTALS	502,349.	602,349.	579,627.

WARREN FOUNDATION

FORM 990PF, PART II - OTHER INVESTMENTS

41-6021348

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
00203H859 AQR MANAGED FUTURES	C	59,761.	59,761.	46,971.
TOTALS		59,761.	59,761.	46,971.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PY ROC ADJUSTMENT	2,905.
PY PENDING SALE ADJUSTMENT	789.
COST BASIS ADJUSTMENT	80.
TOTAL	3,774.

=====

RECIPIENT NAME:

SARAH GODFREY

ADDRESS:

800 NICOLLET MALL; BC-MN-H16A
MINNEAPOLIS, MN 55402

RECIPIENT'S PHONE NUMBER: 612-303-3208

FORM, INFORMATION AND MATERIALS:

IN THE FORM OF A LETTER OUTLINING THE REQUEST TOGETHER WITH SUPPORTING MATERIALS AS THE APPLICANT REQUIRES. THE FDN DOES NOT HAVE A FIXED FORMAT. INCLUDE A COPY OF THE IRS EXEMPTION LETTER.

SUBMISSION DEADLINES:

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE FDN DOES NOT MAKE GRANTS TO INDIVIDUALS OR ORGS WHICH REQUIRE EXPENDITURE RESPONSIBILITY. PRIMARY GRANTS ARE TO ED, CULTURAL, YOUTH & CNTY SUPPORT ORG IN MN.

RECIPIENT NAME:

CATHOLIC YOUTH CAMPS

ADDRESS:

2233 HAMLINE AVE. SUITE # B1
ROSEVILLE, MN 55113

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

CLARE HOUSING

ADDRESS:

929 CENTRAL AVENUE
MINNEAPOLIS, MN 55413

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

GUADALUPE ALTERNATIVE PROGRAMS

ADDRESS:

381 E ROBIE STREET
ST. PAUL, MN 55107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

ST PAUL & RAMSEY COUNTY DOMESTIC --

ADDRESS:

394 DAYTON AVENUE
ST PAUL, MN 55102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

BIG BROTHERS BIG SISTERS OF, --

ADDRESS:

2550 UNIVERSITY AVE W, SUITE 410N
ST. PAUL, MN 55114

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

MINNESOTA ASSISTANCE COUNCIL --

ADDRESS:

2700 EAST LAKE STREET, SUITE 3350
MINNEAPOLIS, MN 55406

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

LOAVES AND FISHES

ADDRESS:

721 KASOTA AVENUE SE
MINNEAPOLIS, MN 55414

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

NEIGHBORHOOD HOUSE

ADDRESS:

179 ROBIE STREET EAST
ST. PAUL, MN 55107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

MINNESOTA LITERACY COUNCIL

ADDRESS:

700 RAYMOND AVENUE, SUITE 180
ST. PAUL, MN 55114

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

VISITATION MONASTERY OF MINNEAPOLIS

ADDRESS:

1527 FREMONT AVENUE NORTH
MINNEAPOLIS, MN 55411

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

ST. STEPHEN'S HUMAN SERVICES

ADDRESS:

2309 NICOLLET AVENUE SOUTH
MINNEAPOLIS, MN 55404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

GREATER MINNEAPOLIS CRISIS NURSERY

ADDRESS:

4544 4TH AVENUE SOUTH
MINNEAPOLIS, MN 55419

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

CARMEN PAMPA FUND

ADDRESS:

PO BOX 131145

ST. PAUL, MN 55113

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

GREATER TWIN CITIES YOUTH --

ADDRESS:

408 SAINT PETER ST, SUITE 300

ST PAUL, MN 55102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

HOPE ACADEMY

ADDRESS:

2300 CHICAGO AVENUE S

MINNEAPOLIS, MN 55404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

PENUMBRA THEATRE COMPANY

ADDRESS:

270 NORTH KENT STREET
ST. PAUL, MN 55102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

JOSEPHS COAT

ADDRESS:

PO BOX 16187
ST. PAUL, MN 55116

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

PEACEMAKER MINNESOTA

ADDRESS:

2131 FAIRVIEW AVE N., SUITE E
ROSEVILLE, MN 55113

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

WALLIN EDUCATION PARTNERS

ADDRESS:

5200 WILLSON ROAD, SUITE 209
MINNEAPOLIS, MN 55424

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

COLLEGE POSSIBLE

ADDRESS:

540 FAIRVIEW AVE N, SUITE 201
ST PAUL, MN 55104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

360 COMMUNITIES

ADDRESS:

501 E HIGHWAY 13, SUITE 102
BURNSVILLE, MN 55337

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

EMERGE

ADDRESS:

1834 EMERSON AVE N
MINNEAPOLIS, MN 55411

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

CENTRO TYRONE GUZMAN

ADDRESS:

1915 CHICAGO AVENUE SOUTH
MINNEAPOLIS, MN 55404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

SOLID GROUND

ADDRESS:

3521 CENTURY AVE. N.
WHITE BEAR LAKE, MN 55110

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

HOUSE OF CHARITY

ADDRESS:

510 SOUTH 8TH STREET
MINNEAPOLIS, MN 55404-1079

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

AVENUES FOR HOMELESS YOUTH

ADDRESS:

1708 OAK PARK AVENUE NORTH
MINNEAPOLIS, MN 55411

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

DAKOTA WOODLANDS

ADDRESS:

3430 WESCOTT WOODLANDS
EAGAN, MN 55123

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

BANYAN COMMUNITY

ADDRESS:

2647 BLOOMINGTON AVENUE S.

MINNEAPOLIS, MN 55407

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

GREATER MINNEAPOLIS COUNCIL --

ADDRESS:

1100 EAST LAKE STREET

MINNEAPOLIS, MN 55407

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

BOLDER OPTIONS

ADDRESS:

2100 STEVENS AVE S

MINNEAPOLIS, MN 55404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

REGIONS HOSPITAL FOUNDATION

ADDRESS:

640 JACKSON STREET
ST. PAUL, MN 55101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

CRISTO REY JESUIT HIGH SCHOOL

ADDRESS:

2924 4TH AVE. S
MINNEAPOLIS, MN 55408

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

OUR LADY OF PEACE HOME

ADDRESS:

2076 ST. ANTHONY AVENUE
ST. PAUL, MN 55104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

EMMA NORTON SERVICES

ADDRESS:

670 ROBERT STREET N
ST PAUL, MN 55101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

THE BRIDGE FOR YOUTH

ADDRESS:

1111 WEST 22ND STREET
MINNEAPOLIS, MN 55405

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

LISTENING HOUSE

ADDRESS:

215 NINTH STREET WEST
ST. PAUL, MN 55102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

EAST SIDE LEARNING CENTER

ADDRESS:

740 YORK AVENUE

ST. PAUL, MN 55106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

OUR SAVIOURS HOUSING

ADDRESS:

2219 CHICAGO AVENUE SOUTH

MINNEAPOLIS, MN 55404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

OPPORTUNITY NEIGHBORHOOD

ADDRESS:

1417 10TH STREET NW #104

NEW BRIGHTON, MN 55112

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

WARREN FOUNDATION

41-6021348

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

=====

RECIPIENT NAME:

KEYSTONE COMMUNITY SERVICES

ADDRESS:

2000 ST. ANTHONY AVENUE
ST. PAUL, MN 55104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

INTERFAITH ACTION OF GREATER --

ADDRESS:

1671 SUMMIT AVENUE
ST. PAUL, MN 55105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

LITTLE BROTHERS - FRIENDS OF --

ADDRESS:

1845 E. LAKE STREET
MINNEAPOLIS, MN 55407

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

STATEMENT 32

WARREN FOUNDATION

41-6021348

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

=====

RECIPIENT NAME:

LA OPORTUNIDAD INC.

ADDRESS:

2700 E. LAKE STREET, SUITE 3200
MINNEAPOLIS, MN 55406

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

LITTLE SISTERS OF THE POOR OF --

ADDRESS:

330 S. EXCHANGE STREET
ST. PAUL, MN 55102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

MIXED BLOOD THEATER

ADDRESS:

1501 SOUTH 4TH STREET
MINNEAPOLIS, MN 55454

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

WARREN FOUNDATION

41-6021348

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

=====

RECIPIENT NAME:

FAMILYMEANS

ADDRESS:

1875 NORTHWESTERN AVENUE

STILLWATER, MN 55082

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

TOTAL GRANTS PAID: 129,000.

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STATEMENT 34