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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, 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): P.O. BOX 470372

Room/suite:

B Telephone number (see instructions): (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 ▶ ☐

6

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

04

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 335,102,785.

J Accounting method ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis.)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	219,230.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	5,648,094.	6,474,286.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-3,305,143.			
	b Gross sales price for all assets on line 6a 1,070,154,377.				
	7 Capital gain net income (from Part IV, line 2)		1,749,426.		
	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) ATCH 1	13,109,108.	12,946,510.		
	12 **Total.** Add lines 1 through 11	15,671,289.	21,170,222.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,324,514.	2,045,572.		278,942.
	14 Other employee salaries and wages	899,815.	791,837.		107,978.
	15 Pension plans, employee benefits	1,149,068.	1,011,180.		137,888.
	16a Legal fees (attach schedule) ATCH 2	88,140.	11,582.		76,558.
	b Accounting fees (attach schedule) ATCH 3	252,450.	123,725.		123,725.
	c Other professional fees (attach schedule) [4]	319,245.	318,860.		385.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	490,511.	210,340.		
	19 Depreciation (attach schedule) and depletion	10,893.			
	20 Occupancy	134,328.	134,328.		
	21 Travel, conferences, and meetings	39,145.	39,145.		
	22 Printing and publications	4,031.	4,031.		
	23 Other expenses (attach schedule) ATCH 6	976,593.	2,051,146.		243,647.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,688,733.	6,741,746.		969,123.
	25 Contributions, gifts, grants paid	18,248,670.			18,248,670.
	26 Total expenses and disbursements Add lines 24 and 25	24,937,403.	6,741,746.	0.	19,217,793.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-9,266,114.			
	b **Net investment income** (if negative, enter -0-)		14,428,476.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Form **990-PF** (2018)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	11,187,191.	4,614,202.	4,614,202.
	3	Accounts receivable ▶ 8,504,145.			
		Less allowance for doubtful accounts ▶	3,592,861.	8,504,145.	8,504,145.
	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)[7]	4,326,514.	15,007,534.	14,260,332.
	b	Investments - corporate stock (attach schedule) ATCH 8	169,052,591.	173,525,354.	245,233,947.
	c	Investments - corporate bonds (attach schedule) ATCH 9	61,859,502.	39,261,464.	37,489,285.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 24,797,246.			
		Less accumulated depreciation (attach schedule) ▶	24,775,116.	24,797,246.	24,797,246.
	15	Other assets (describe ▶ ATCH 10)	242,729.	203,628.	203,628.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	275,036,504.	265,913,573.	335,102,785.
Liabilities	17	Accounts payable and accrued expenses	924,709.	684,616.	
	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 ▶ ATCH 11)	6,445,391.	6,373,309.	
	23	Total liabilities (add lines 17 through 22)	7,370,100.	7,057,925.	
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 ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	267,666,404.	258,855,648.	
	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)	267,666,404.	258,855,648.	
	31	Total liabilities and net assets/fund balances (see instructions)	275,036,504.	265,913,573.	

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	267,666,404.
2	Enter amount from Part I, line 27a	2	-9,266,114.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	455,358.
4	Add lines 1, 2, and 3	4	258,855,648.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	258,855,648.

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)
1a 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	1,749,426.
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))
2017	20,091,311.	379,191,587.	0.052985
2016	20,130,317.	404,111,935.	0.049814
2015	18,187,440.	420,416,296.	0.043261
2014	16,105,725.	419,333,302.	0.038408
2013	24,028,788.	410,657,534.	0.058513

2	**Total** of line 1, column (d)	2	0.242981
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	0.048596
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	396,819,443.
5	Multiply line 4 by line 3	5	19,283,838.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	144,285.
7	Add lines 5 and 6	7	19,428,123.
8	Enter qualifying distributions from Part XII, line 4	8	19,217,793.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	288,570.
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	288,570.
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	288,570.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 207,324.		
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	207,324.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	5,645.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	86,891.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 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	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ 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	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

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 13	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?	13	X	
	Website address ▶ WWW.WILLIAMKWARRENFOUNDATION.ORG			
14	The books are in care of ▶ P. A. GLENN Telephone no ▶ 918-492-8100 Located at ▶ 6585 SOUTH YALE, SUITE 900 TULSA, OK ZIP+4 ▶ 74136			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here . . . ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ 15			
			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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	1b		X
	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?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 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)	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 2018?	4b		X

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		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	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		
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? ☐ Yes ☒ 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
ATCH 14		2,513,671.	475,807.	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 15		782,681.	327,536.	0.

Total number of other employees paid over $50,000 ▶ 2

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 16		616,711.

Total number of others receiving over $50,000 for professional services ▶	1

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 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.	17,455.
2 TREE FARM - TO GROW TREES USED TO BEAUTIFY BUILDING PROJECTS IN THE CITY OF TULSA AND ON AND AROUND THE CAMPUS OF SAINT FRANCIS HEALTH SYSTEM.	133,269.
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	328,013,430.
b	Average of monthly cash balances	1b	18,373,791.
c	Fair market value of all other assets (see instructions)	1c	56,475,158.
d	**Total** (add lines 1a, b, and c)	1d	402,862,379.
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	402,862,379.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,042,936.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	396,819,443.
6	**Minimum investment return.** Enter 5% of line 5	6	19,840,972.

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	19,840,972.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	288,570.		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	30,180.		
c	Add lines 2a and 2b			2c	318,750.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	19,522,222.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	19,522,222.
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	19,522,222.

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	19,217,793.
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	
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	19,217,793.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	19,217,793.

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				19,522,222.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			18,076,352.	
b Total for prior years 20 16 ,20 15 ,20 14				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 19,217,793.				
a Applied to 2017, but not more than line 2a			18,076,352.	
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 2018 distributable amount				1,141,441.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				18,380,781.
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 2013 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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 17

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

c Any submission deadlines

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

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 19				18,248,670.
Total ▶ **3a**				18,248,670.
b *Approved for future payment* NONE				
Total ▶ **3b**				0.

Part XVI-A Analysis of Income-Producing Activities

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					14,400.
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	5,648,094.	
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	523000	308,847.	18	-3,613,990.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 18				13,094,708.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		308,847.		15,128,812.	14,400.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 15,452,059.

(See worksheet in line 13 instructions to verify calculations.)

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.)
1(A)	THIS PROGRAM-RELATED INVESTMENT PROVIDES SAFE, AFFORDABLE COMMUNAL LIVING SPACE THAT IS INTEGRAL TO THE LONG-TERM SUCCESS OF THE ACE "SERVICES THROUGH TEACHING" PROGRAM IN TULSA. THE INVESTMENT FURTHERS THE FOUNDATION'S TRADITION OF CATHOLIC SERVICES AND SUPPORTS CATHOLIC SCHOOLS BY MAKING HIGH-QUALITY TEACHERS AVAILABLE AT AN ATTRACTIVE RATE, WHILE HELPING TO PREPARE A FUTURE GENERATION OF CATHOLIC SCHOOLS LEADERS.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X	
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1B(3)	173,097.	WARREN PROF. BLDG CO	RENTAL OF OFFICE SPACE

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? [X] Yes [ ] No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
WARREN PROF. BLDG CO	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

Signature of officer or trustee: [signature] Date: 11/15/19 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below? See instructions [X] Yes [ ] No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
JOCELYNE MILLER	Jocelyne C. Miller	11/15/19		P00634378
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 4365 EXECUTIVE DR., STE 1600 SAN DIEGO, CA 92121			Phone no 858-535-7200	

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)	
		INVESTMENT INCOME - SEE SCHEDULE 3					VARIOUS	VARIOUS
1070154377		1068404951					1,749,426.	
TOTAL GAIN(LOSS)							1,749,426.	

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

Schedule of Contributors

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

OMB No 1545-0047

2018

Name of the organization	Employer identification number
THE WILLIAM K WARREN FOUNDATION	73-0609599

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private 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 (entering "N/A" in column (b) instead of the contributor name and address), 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	$ 6,721.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	W K WARREN, JR TRUST B-3 P.O. BOX 470372 TULSA, OK 74147	$ 67,213.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	M W VANDEVER REV TRUST P.O. BOX 470372 TULSA, OK 74147	$ 21,947.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
4	B A BRYANT-FINDELL TRUST P.O. BOX 470372 TULSA, OK 74147	$ 27,434.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
5	BLANKENSHIP INVESTMENT LTD PARTNERSHIP P.O. BOX 470372 TULSA, OK 74147	$ 90,532.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization THE WILLIAM K WARREN FOUNDATION

Employer identification number 73-0609599

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

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

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

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

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

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

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

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

(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

(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

(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

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OIL & GAS ROYALTY INCOME	9,490,218.	9,490,218.	
MISCELLANEOUS INCOME	3,583,047.	3,583,047.	
RENTAL INCOME	14,400.	14,400.	
SCHEDULE K-1 INCOME		-141,155.	
2017 WBPC/WMRC TAX REIMBURSEMENT	21,443.		
TOTALS	13,109,108.	12,946,510.	

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	88,140.	11,582.		76,558.
TOTALS	88,140.	11,582.		76,558.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	252,450.	123,725.		123,725.
TOTALS	252,450.	123,725.		123,725.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OTHER CONSULTING FEES	172,382.	171,997.		385.
APPRAISAL FEES	79,925.	79,925.		
MERRILL LYNCH	64,032.	64,032.		
PAYROLL SERVICE	2,789.	2,789.		
ABT	117.	117.		
TOTALS	319,245.	318,860.		385.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	280,171.			
AD VALOREM TAXES	210,340.	210,340.		
TOTALS	490,511.	210,340.		

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SCHEDULE K-1 EXPENSE		1,318,200.		
INVESTMENT MGMT EXPENSE	699,947.	615,953.		83,994.
TREE FARM EXPENSE	133,269.			133,269.
MISCELLANEOUS EXPENSE	50,658.	50,658.		
OFFICE SUPPLIES	29,551.	26,005.		3,546.
TELEPHONE	21,987.	19,451.		2,536.
GENERAL INSURANCE	21,701.	19,097.		2,604.
RENT EXPENSE - ACE HOUSE	17,455.			17,455.
LAND DEPT EXP	1,159.	1,020.		139.
REPAIR & MAINTENANCE	866.	762.		104.
TOTALS	976,593.	2,051,146.		243,647.

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

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US GOVERNMENT OBLIGATIONS	13,950,743.	13,452,624.
US OBLIGATIONS TOTAL	13,950,743.	13,452,624.
STATE & MUNICIPAL OBLIGATIONS	1,056,791.	807,708.
STATE OBLIGATIONS TOTAL	1,056,791.	807,708.
US AND STATE OBLIGATIONS TOTAL	15,007,534.	14,260,332.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE 1		173,525,354.	245,233,947.
	TOTALS	173,525,354.	245,233,947.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE 2	39,261,464.	37,489,285.
TOTALS	39,261,464.	37,489,285.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACE HOUSE	126,474.	126,474.
CLUB MEMBERSHIPS	74,153.	74,153.
LEASEHOLD IMPROVEMENTS	2,064.	2,064.
DEPOSITS	569.	569.
FURNITURE & FIXTURES	368.	368.
TOTALS	203,628.	203,628.

ATTACHMENT 11

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
DEFERRED TAX LIABILITY	968,649.
PENSION PLAN LIABILITY	5,251,773.
DEFERRED RENT LIABILITY	1,208.
FEDERAL EXCISE TAX LIABILITY	151,679.
TOTALS	6,373,309.

ATTACHMENT 12

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

DESCRIPTION		AMOUNT
PENSION ADJUSTMENT		455,358.
	TOTAL	455,358.

ATTACHMENT 13

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

TOTAL AMOUNT

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:
THIS IS NOT AN EXCESS BUSINESS HOLDING.

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:
THIS IS NOT AN EXCESS BUSINESS HOLDING.

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:
THIS IS NOT AN EXCESS BUSINESS HOLDING.

CONTROLLED ENTITY'S NAME: TRANSWESTERN CAPITAL MANAGEMENT
CONTROLLED ENTITY'S ADDRESS: 6585 S YALE AVE, STE 900
CITY, STATE & ZIP: TULSA, OK 74136
EIN: 71-0975758
TRANSFER AMOUNT: NONE
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
THIS IS NOT AN EXCESS BUSINESS HOLDING.

CONTROLLED ENTITY'S NAME: BROKEN ARROW MEDICAL CENTER FOUNDATION
CONTROLLED ENTITY'S ADDRESS: 6585 S YALE AVE, STE 900
CITY, STATE & ZIP: TULSA, OK 74136
EIN: 73-1532494
TRANSFER AMOUNT: NONE
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
THIS IS NOT AN EXCESS BUSINESS HOLDING.

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
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	991,657.	0.	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	166,202.	102,635.	0.
J-K C WARREN P.O. BOX 470372 TULSA, OK 74147-0372	CEO & VICE CHAIRMAN 40.00	470,039.	118,086.	0.

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

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
R YOUNG P.O. BOX 470372 TULSA, OK 74147-0372	SECRETARY 40.00	90,797.	78,847.	0.
T COOPER P.O. BOX 470372 TULSA, OK 74147-0372	PRESIDENT 40.00	543,600.	122,005.	0.
T EDMONDSON P.O. BOX 470372 TULSA, OK 74147-0372	ASSISTANT TREASURER 40.00	94,611.	14,267.	0.
D AFFELDT P.O. BOX 470372 TULSA, OK 74147-0372	ASSISTANT SECRETARY 40.00	127,007.	39,967.	0.
P GLENN P.O. BOX 470372 TULSA, OK 74147-0372	ASSISTANT TREASURER 40.00	28,258.	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 TRUSTEES

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
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	2,513,671.	475,807.	0.

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

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
S GANNAWAY PO BOX 470372 TULSA, OK 74147-0372	ANALYST 40.00	338,000.	157,157.	0.
B GEUBELLE PO BOX 470372 TULSA, OK 74147-0372	ANALYST 40.00	201,000.	28,534.	0.
N VANN PO BOX 470372 TULSA, OK 74147-0372	ANALYST 40.00	94,722.	94,328.	0.
J FERRIER PO BOX 470372 TULSA, OK 74147-0372	ANALYST ASSISTANT 40.00	87,200.	10,200.	0.
K CLARK PO BOX 470372 TULSA, OK 74147-0372	SECRETARY 40.00	61,759.	37,317.	0.
	TOTAL COMPENSATION	782,681.	327,536.	0.

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

ATTACHMENT 16

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
ERNST & YOUNG, LLP 3712 SOLUTIONS CENTER CHICAGO, IL 60677	ACCOUNTING	162,957.
TAFT STETTINIUS & HOLLISTER, LLP 425 WALNUT STREET, SUITE 1800 CINCINNATI, OH 45202	ATTORNEY	119,493.
NETHERLAND, SEWELL & ASSOC, INC. 1301 MCKINNEY ST, SUITE 3200 HOUSTON, TX 77010	PETROLEUM CONSULTANT	79,925.
BLOOMBERG FINANCE LP 431 RIDGE RD DAYTON, NJ 08810	INFORMATION SERVICES	190,496.
EZE CASTLE SOFTWARE, LLC 100 S WACKER DRIVE CHICAGO, IL 60606	INVESTMENT MGMT	63,840.
TOTAL COMPENSATION		616,711.

ATTACHMENT 17

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

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

FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND INFORMATION THEY SHOULD INCLUDE:

LETTER APPLICATION
SEE WEBSITE FOR APPLICATION

SUBMISSION DEADLINES:

N/A

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PREFERENCE TO LOCAL CATHOLIC HEALTH CARE FACILITIES

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 18

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OIL & GAS ROYALTY INCOME			01	9,490,218.	
MISCELLANEOUS INCOME			01	3,583,047.	
2017 WPBC/WMRC TAX REIMBURSEMENT			01	21,443.	
TOTALS				13,094,708.	

The William K Warren Foundation
EIN 73-0609599
12/31/2018

ATTACHMENT 19

Name	Address	Foundation Status of Recipient	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALZHEIMERS ASSOCIATION - OKLAHOMA	2448 E 81ST STREET, STE 3000 TULSA, OK 74137	PC	GENERAL PURPOSE OF THE ORGANIZATION	20,000
CASCIA HALL PREPARATORY SCHOOL	2520 S YORKTOWN TULSA, OK 74114	PC	GENERAL PURPOSE OF THE ORGANIZATION	1,920
CATHOLIC CEMETERY ASSOCIATION	739 NO DENVER TULSA, OK N/A	PC	TREE DONATION	11,300
CEREBRAL PALSY OF OKLAHOMA, INC	6465 S YALE STE 215 TULSA, OK 74136	PC	GENERAL PURPOSE OF THE ORGANIZATION	4,500
CLAREHOUSE INC	7617 S MINGO ROAD TULSA, OK 74133	PC	GENERAL PURPOSE OF THE ORGANIZATION	5,000
CROSSROADS, INC	1888 E 15TH STREET TULSA, OK 74104	PC	GENERAL PURPOSE OF THE ORGANIZATION	15,000
DIOCESE OF TULSA	P O BOX 690240 TULSA, OK 74169-0240	PC	GENERAL PURPOSE OF THE ORGANIZATION	321,000
DOMESTIC VIOLENCE INTERVENTION SERVICES, INC	4720 S HARVARD, STE 104 TULSA, OK 74135-3048	PC	GENERAL PURPOSE OF THE ORGANIZATION	10,000
EMERGENCY INFANT SERVICES, INC	14 EAST 7TH STREET TULSA, OK 74119	PC	GENERAL PURPOSE OF THE ORGANIZATION	20,000
FAMILY & CHILDRENS SERVICES, INC	650 SOUTH PEORIA TULSA, OK 74120-4498	PC	GENERAL PURPOSE OF THE ORGANIZATION	517,000
GOSPEL RESCUE MISSION INC	326 SOUTH 2ND STREET MUSKOGEE, OK 74401	PC	GENERAL PURPOSE OF THE ORGANIZATION	10,000
HOLY FAMILY CATHEDRAL	P O BOX 3204 TULSA, OK 74119	PC	GENERAL PURPOSE OF THE ORGANIZATION	250,000
HONOR BUNKER INC	6365 EAST 41ST STREET TULSA, OK 74135	PC	GENERAL PURPOSE OF THE ORGANIZATION	5,000
HOPE HOUSE OF MCALESTER	P O BOX 3041 MCALESTER, OK 74502	PC	GENERAL PURPOSE OF THE ORGANIZATION	10,000
THE HOSPITALITY HOUSE OF TULSA	1135 SOUTH VICTOR AVENUE TULSA, OK 74104	PC	GENERAL PURPOSE OF THE ORGANIZATION	100,000
LAUREATE INSTITUTE FOR BRAIN RESEARCH, INC	6655 S YALE ROAD TULSA, OK 74136	PC	GENERAL PURPOSE OF THE ORGANIZATION	6,479,928
LIFE SENIOR SERVICES	5330 EAST 31ST ST, SUITE 800 TULSA, OK 74135	PC	GENERAL PURPOSE OF THE ORGANIZATION	10,000
MEALS ON WHEELS OF METRO TULSA	12620 EAST 31ST STREET TULSA, OK 74146-2307	PC	GENERAL PURPOSE OF THE ORGANIZATION	5,000
MENTAL HEALTH ASSOCIATION OKLAHOMA	5330 E 31ST STREET, STE 1000 TULSA, OK 74135	PC	GENERAL PURPOSE OF THE ORGANIZATION	185,000
MOBILIZING OKLAHOMANS FOR BETTER LIVES INC	5421 E 120TH STREET Tulsa, OK 74137	PC	GENERAL PURPOSE OF THE ORGANIZATION	10,000
PARENT CHILD CENTER OF TULSA	1421 SOUTH BOSTON TULSA, OK 74119	PC	GENERAL PURPOSE OF THE ORGANIZATION	35,000
ROGERS STATE UNIVERSITY FOUNDATION	1701 W WILL ROGERS BOULEVARD CLAREMORE, OK 74017-3252	PC	GENERAL PURPOSE OF THE ORGANIZATION	35,000
RONALD MCDONALD HOUSE CHARITIES OF TULSA	6102 SOUTH HUDSON AVENUE TULSA, OK 74136-2020	PC	GENERAL PURPOSE OF THE ORGANIZATION	10,000
SAINT FRANCIS HEALTH SYSTEM	6600 SOUTH YALE AVENUE, SUITE 400 TULSA, OK 74136	SO II	TREE DONATION	31,990
SAINT FRANCIS HOSPITAL, INC	6100 S YALE AVE TULSA, OK 74136	PC	GENERAL PURPOSE OF THE ORGANIZATION	1,000,000
SAINT FRANCIS OF ASSISI TUITION ASSISTANCE TR	TULSA, OK	PC	GENERAL PURPOSE OF THE ORGANIZATION	25,000
TULSA TOUGH INC	214 N MAIN STREET Tulsa, OK 74103	PC	GENERAL PURPOSE OF THE ORGANIZATION	56,250
SAINTS PETER AND PAUL SCHOOL	1419 N 67TH EAST AVE TULSA, OK 74115	PC	GENERAL PURPOSE OF THE ORGANIZATION	100,000
SAN MIGUEL MIDDLE SCHOOL	2444 EAST ADMIRAL BLVD TULSA, OK 74110	PC	GENERAL PURPOSE OF THE ORGANIZATION	3,000
SCOTT CARTER FOUNDATION	P O BOX 700448 TULSA, OK 74170-0448	PC	GENERAL PURPOSE OF THE ORGANIZATION	5,000
SPECIAL OLYMPICS OKLAHOMA	6835 S CANTON AVE Tulsa, OK 74136	PC	GENERAL PURPOSE OF THE ORGANIZATION	2,500
TONKAWA ST JOSEPH ALTAR SOCIETY	P O BOX 525 Tonkawa, OK 74653	PC	GENERAL PURPOSE OF THE ORGANIZATION	300
TULSA BOYS HOME	P O BOX 1101 TULSA, OK 74101-1101	PC	GENERAL PURPOSE OF THE ORGANIZATION	10,000
TULSA CASA, INC	16 EAST 16TH ST , SUITE 401 TULSA, OK 74119	PC	GENERAL PURPOSE OF THE ORGANIZATION	5,000
TULSA COUNTY MEDICAL SOCIETY FOUNDATION	354 UTICA SQUARE MEDICAL CNTR TULSA, OK 74114	PC	GENERAL PURPOSE OF THE ORGANIZATION	10,000
PARK FRIENDS	175 E 2ND STREET SIT 570 TULSA, OK 74103	PC	TREE DONATION	29,215
TULSA DAY CENTER FOR THE HOMELESS	415 W ARCHER STREET TULSA, OK 74103	PC	GENERAL PURPOSE OF THE ORGANIZATION	120,000
UNIVERSITY OF NOTRE DAME	P O BOX 518 NOTRE DAME, IN 46556	PC	GENERAL PURPOSE OF THE ORGANIZATION	1,000,000
UP WITH TREES	9920 E 44TH PLACE TULSA, OK 74146	PC	TREE DONATION	29,805
WARREN CLINIC, INC	6600 SOUTH YALE AVENUE, SUITE 400 TULSA, OK 74136	PC	TREE DONATION	14,615
WILLIAM K WARREN MEDICAL RESEARCH CENTER, INC	P O BOX 470372 TULSA, OK 74147-0372	SO III FI	GENERAL PURPOSE OF THE ORGANIZATION	7,733,847
YOUTH SERVICES OF TULSA, INC	302 SOUTH CHEYENNE, SUITE 116 TULSA, OK 74103-3430	PC	GENERAL PURPOSE OF THE ORGANIZATION	1,500
				18,248,670

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, 2018

73-0609599
SCHEDULE 1

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

DESCRIPTION	BOOK VALUE 12/31/2018	FAIR MARKET VALUE 12/31/2018
ACCENTURE PLC CMN CLASS A	65,903	78,966
ADOBE INC CMN	9,976	16,968
ALPHABET INC CMN CLASS C	233,037	268,223
APPLE INC CMN	317,215	280,777
BANK OF AMERICA CORP CMN	296,495	276,707
BERKSHIRE HATHAWAY INC. CLASS B	1,648,670	1,808,218
BOOKING HOLDINGS INC CMN	131,467	125,737
CARMAX, INC CMN	105,474	109,778
CHIPOTLE MEXICAN GRILL, INC CMN	45,497	44,906
COMCAST CORPORATION CMN CLASS A VOTING	75,127	73,548
CREDIT ACCEPTANCE CORPORATION CMN	29,465	55,355
FASTENAL COMPANY CMN	49,474	60,656
MASTERCARD INCORPORATED CMN CLASS A	77,594	131,112
MICROSOFT CORPORATION CMN	1,081,179	1,143,678
MONGODB, INC CMN	283,628	300,627
NIKE CLASS-B CMN CLASS B	255,419	361,803
OKTA, INC CMN CLASS A	408,062	440,220
PEPSICO, INC CMN	124,828	124,290
PIVOTAL SOFTWARE INC CMN CLASS A	10,853	6,213
SALESFORCE COM, INC CMN	223,769	307,498
SPOTIFY TECHNOLOGY S A CMN	260,024	171,385
STARBUCKS CORP CMN	532,515	534,520
THE WILLIAMS COMPANIES, INC CMN	150,735	115,763
TWILIO INC CMN CLASS A	183,107	184,851
U S BANCORP CMN	87,594	76,319
VISA INC CMN CLASS A	100,645	146,453
WELLS FARGO & CO (NEW) CMN	614,385	514,483
BANCO BRADESCO S A ADR CMN	453,195	466,808
CHANGYOU COM LIMITED ADR	290,261	274,200
CIA PARANAENSE ENER SPON ADR P SPONSORED ADR CMN	83,499	78,300
COMPANHIA BRASILEIRA DE DISTRIBUICA ADR NPV	46,494	43,617
COMPANHIA DE SANEAMENTO BASICO DO ESTADO DE SAO PAULO ADR	381,205	403,500
GERDAU SA SPON ADR SPONSORED ADR CMN CLASS - -	422,170	376,000
GLOBANT S A CMN	439,175	422,400
GOL LINHAS AEREAS INTELIGENTES* S A ADR CMN	611,245	1,016,250
HDFC BANK LIMITED ADR CMN	1,217,103	1,243,080
ISHARES MSCI BRAZIL ETF	761,472	733,440
ISHARES MSCI EMERGING MKTS ETF	527,508	507,780
ISHARES MSCI HONG KONG ETF	116,536	112,850
ISHARES MSCI SOUTH KOREA ETF	603,942	588,600
ISHARES MSCI STH AFRICA ETF	797,666	756,750
ISHARES, INC -ISHARES MSCI SINGAPORE ETF	458,020	442,000
ULTRAPAR PARTICIPACOES S A SPONSORED ADR	285,953	338,500
CIA ENERGETICA DE MINAS GERAIS GERAIS NEW ADR PFD (NEW)	155,455	178,000
ACI WORLDWIDE INC CMN	287,829	276,700
ADVANCED MICRO DEVICES, INC CMN	230,853	199,368
AMAZON COM INC CMN	1,506,121	1,501,970
AMEDISYS INC CMN	216,839	199,087
ARTS-WAY MFGRS CO CMN	109,889	30,326
BIOLIFE SOLUTIONS INC CMN	818,211	613,530
BIOTELEMETRY INC CMN	412,096	400,124
BOOT BARN HOLDINGS, INC CMN	292,635	187,330
BROADCOM INC CMN	512,068	508,560
CAI INTERNATIONAL, INC CMN	751,268	571,458
CASEY'S GENERAL STORES,INC CMN	321,194	320,350
CHART INDUSTRIES, INC. CMN	316,945	390,180
CHINA FINANCE ONLINE CO LIMIT*ED SPONSORED ADR CMN	299,917	60,030
CHURCH & DWIGHT CO , INC CMN	330,269	328,800
CIENA CORPORATION CMN	457,147	488,304
CLEVELAND-CLIFFS INC CMN	1,033,420	760,541
CODEXIS, INC CMN	236,204	450,900
CONNS, INC CMN	653,018	509,220
CONTROL4 CORPORATION CMN	833,665	621,280
CORINDUS VASCULAR ROBOTICS, IN*C CMN	552,996	362,964
DMC GLOBAL INC CMN	52,564	210,720
DUKE ENERGY CORPORATION CMN	437,928	431,500
ELI LILLY & CO CMN	454,878	497,596
EURONET WORLDWIDE INC CMN	497,239	440,234
EXACT SCIENCES CORP CMN	369,791	353,360

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF INFORMATION - FORM 990PF
FOR THE YEAR ENDED DECEMBER 31, 2018

73-0609599
SCHEDULE 1

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

DESCRIPTION	BOOK VALUE 12/31/2018	FAIR MARKET VALUE 12/31/2018
FIRST FINL BANKSHARES INC CMN	229,781	213,453
FOSSIL GROUP INC CMN	557,717	393,250
FOX FACTORY HOLDING CORP CMN	483,805	412,090
GENCO SHIPPING & TRADING LTD CMN	759,848	488,391
GLAUKOS CORPORATION CMN	550,557	494,296
HAEMONETICS CORP CMN	281,732	340,170
HARVEST NATURAL RESOURCES, INC* CMN	95,125	165,500
HCA HEALTHCARE, INC CMN	391,362	373,350
HMS HOLDINGS CORP CMN	378,013	317,869
ISHARES TRUST-ISHARES 1-3 YEAR TREASURY BOND ETF	700,690	702,408
LAKELAND INDUSTRIES INC CMN	1,763,244	1,409,818
LAMB WESTON HOLDINGS, INC. CMN	361,218	338,376
LANCASTER COLONY CORP CMN	172,000	176,860
MALIBU BOATS INC CMN	322,407	270,605
MC DONALDS CORP CMN	259,779	248,598
MCCORMICK & CO NON VTG SHRS CMN	403,556	389,872
MEDPACE HOLDINGS, INC. CMN	387,966	375,803
MERCK & CO , INC CMN	382,411	382,050
MOLINA HEALTHCARE, INC CMN	505,273	430,014
NEOGENOMICS INC CMN	279,683	252,200
NEWMONT MINING CORPORATION CMN	1,042,053	1,039,500
NEXSTAR MEDIA GROUP INC CMN	259,721	235,920
NRG ENERGY, INC CMN	333,861	332,640
OGE ENERGY CORP (HOLDING CO) CMN	202,729	195,950
ONESPAN, INC. CMN	259,457	165,760
OPPENHEIMER HOLDINGS INC CMN CLASS A	414,490	383,250
P10 HOLDINGS, INC CMN	811,248	240,864
PDVWIRELESS INC CMN	284,682	373,900
PINNACLE WEST CAPITAL CORP CMN	454,186	426,000
PLANET FITNESS, INC CMN CLASS A	214,316	214,480
PROCTER & GAMBLE COMPANY (THE) CMN	402,428	395,256
PYXIS TANKERS INC CMN	980,053	423,810
QUOTIENT, LTD CMN	807,200	612,000
RANGE RESOURCES CORPORATION CMN	700,435	382,800
SENDGRID, INC CMN	167,345	181,314
SENESTECH, INC CMN	194,613	97,728
SPDR S&P 500 ETF TRUST	17,131,780	17,494,400
SPECTRUM GROUP INTL INC CMN	11,261	2,600
STRATEGIC EDUCATION INC CMN	407,084	362,944
TABLEAU SOFTWARE, INC CMN CLASS A	339,956	360,000
TELEPHONE AND DATA SYS INC CMN	257,814	244,050
TESLA, INC CMN	866,993	798,720
TEXTAINER GROUP HOLDINGS LIMIT*ED CMN	813,043	410,352
THE ENSIGN GROUP INC CMN	314,252	356,868
THE HERSHEY COMPANY CMN	215,808	214,360
TRADE DESK, INC (THE) CMN	240,657	197,302
UBIQUITI NETWORKS INC CMN	277,754	248,525
UNITED COMMUNITY FINANCIAL CORP	16,067	20,355
UNITED CONTINENTAL HOLDING INC CMN	481,043	418,650
UNITEDHEALTH GROUP INCORPORATED CMN	738,721	697,536
UTILITIES SELECT SECTOR SPDR FUND (THE) ETF	228,253	211,680
VANECK VECTORS GOLD MINERS ETF	523,970	527,250
VEEVA SYSTEMS INC CMN	379,640	321,552
VERASTEM, INC CMN	429,835	248,976
VERITONE, INC. CMN	234,782	117,420
VIKING THERAPEUTICS INC CMN	763,874	413,100
WORKDAY, INC CMN CLASS A	336,005	319,360
YIELD10 BIOSCIENCE INC CMN	75,133	20,750
BLUE PRISM GROUP PLC CMN STAMP DUTY EXEMPTED	618,079	435,497
FIRST MAJESTIC SILVER CORP CMN	149,245	147,250
JUVENTUS FOOTBALL CLUB SPA CMN	256,646	229,814
ALPHA PRO TECH LTD CMN	276,491	302,736
ATLASSIAN CORPORATION PLC CMN CLASS A	274,467	311,430
ATTUNITY LTD CMN	616,492	612,048
BARRICK GOLD CORPORATION CMN	346,745	338,500
CAMECO CORPORATION CMN	893,538	851,250
CANADA GOOSE HOLDINGS INC CMN	1,167,529	1,027,420
CERAGON NETWORKS LTD CMN	609,051	762,426
CYBER-ARK SOFTWARE LTD. CMN	75,165	74,140
DIANA SHIPPING INC CMN	945,850	737,442

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF INFORMATION - FORM 990PF
FOR THE YEAR ENDED DECEMBER 31, 2018

73-0609599
SCHEDULE 1

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

DESCRIPTION	BOOK VALUE 12/31/2018	FAIR MARKET VALUE 12/31/2018
DRYSHIPS INC CMN	279,055	282,500
ENSCO PLC CMN CLASS A	225,088	89,000
ERICSSON AMERICAN ADR CMN CLASS B	220,128	221,750
EUROSEAS LTD CMN	486,280	140,000
FRONTLINE LIMITED CMN	1,257,588	1,133,650
GALMED PHARMACEUTICALS LTD CMN	986,391	478,100
GLOBUS MARITIME LIMITED CMN	586,453	135,965
ISHARES MSCI EAFE ETF	1,242,318	1,231,442
ISHARES MSCI EUROZONE ETF	358,199	350,600
ISHARES MSCI GERMANY ETF	510,108	507,000
ISHARES MSCI SPAIN ETF	278,801	268,200
KORNIT DIGITAL LTD CMN	1,005,196	936,000
MANCHESTER UTD PLC NEW CMN CLASS A	1,837,163	1,992,900
MECHEL PAO ADR CMN	192,713	94,248
MELLANOX TECHNOLOGIES, LTD CMN	122,698	147,808
NANO DIMENSION LTD SPONSORED ADR CMN	566,211	236,671
NIPPON TELEG & TEL SPON ADR SPONSORED ADR CMN (1 ADR = 1/2 COMMON SHS)	214,256	314,553
NOKIA CORPORATION SPONSORED ADR CMN	572,450	582,000
NOMURA HOLDINGS, INC SPONSORED ADR CMN	585,184	495,876
NORDIC AMERICAN TANKERS LTD CMN	643,590	500,000
NOVARTIS AG-ADR SPONSORED ADR CMN	413,846	429,050
NUTRIEN LTD CMN	870,739	705,000
RANDGOLD RESOURCES LIMITED ADR CMN	1,317,491	1,308,800
RESOLUTE FOREST PRODUCTS INC CMN	597,819	515,450
SONY CORPORATION SPONSORED ADR CMN	836,447	724,200
STAR BULK CARRIERS CORP CMN	1,021,974	816,202
SUMITOMO MITSUI FINANCIAL GRP SPONSORED ADR CMN	303,227	234,360
UNIQURE NV CMN	287,109	288,200
WOORI BANK ADR CMN	468,189	421,200
XENCOR, INC CMN	405,431	361,600
GOLDGROUP MNG INC	14,403	14,403
DXLG	-	30,491
JYNT	-	11,465
GRIFFIN MINING	-	42,379
JCQQF	-	15,604
JJAQF	-	337,373
BANCTEC INC	240,000	240,000
WT08 18VGI GLOBAL ME 14 THB	1	15
MBIA INSURANCE	670,000	670,000
EVF	1,222,313	1,222,313
EFR	899,438	899,438
EATON VANCE	2,421,875	2,421,875
PIMCO	998,750	996,250
SUTTON CAPITAL TRUST I	627,500	800,000
SUTTON CAPITAL TRUST II	948,250	1,040,000
SUTTON CAPITAL TRUST IV	1,255,000	1,600,000
HBK OFFSHORE FUND LTD	1	14,539,074
PERRY PARTNERS INT'L I23-MAIN	1	1,601,711
CITADEL KENSINGTON GLOBAL STRA	899,666	11,231,613
AQR ABSOLUTE RETURN OFFSHORE	1	8,147,290
GLENHILL CAPITAL OVERSEAS PART	1	632,541
PERRY PARTNERS INT'L H66-MAIN	168,934	6,503
COURAGE SPECIAL SITUATIONS OFF	1,901,821	5,783,037
SILVER POINT CAPITAL OFFSHORE	1	12,356,780
MOON CAPITAL GLOBAL EQUITY FUN	1	143,967
HIGHSIDE GLOBAL FUND	2,000,000	1,967,983
IKARIAN HEALTHCARE OFFSHORE	2,000,000	1,964,032
PAVADI HEALTHCARE VALUE LONG	2,000,000	1,928,127
LIGHT STREET XENON	2,000,000	1,613,400
D E SHAW COMPOSITE INT'L FUND	1	171,673
STARBOARD VALUE AND OPP FUND	1,000,000	3,594,912
ETON PARK OVERSEAS FUND LTD	1	14,499
MIURA GLOBAL FUND, LTD	2,000,000	3,033,299
JANA OFFSHORE PARTNERS LTD	1,843,492	3,109,582
ALPHAKEYS RENAISSANCE	2,000,000	2,640,955
SOMA OFFSHORE	3,000,000	4,017,332
RENAISSANCE RIDGE	5,000,000	2,187,590
AMERICAN BANK & TRUST COMPANY	45,820	45,820
FRIEND SKOLER EQUITY INVESTORS	98,882	55,942
OCM PRINCIPAL OPP FUND III, LP	1	24,399

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF INFORMATION - FORM 990PF
FOR THE YEAR ENDED DECEMBER 31, 2018

73-0609599
SCHEDULE 1

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

DESCRIPTION	BOOK VALUE 12/31/2018	FAIR MARKET VALUE 12/31/2018
GOLDMAN SACHS VINTAGE FUND III	1	80,957
SYMPHONY CAPITAL PARTNERS, LP	736,884	138,501
OCM/GFI POWER OPP FUND II, LP	1	(5,239)
CHANCELLOR VI, LP	35,951	-
EDGEWATER GROWTH CAPITAL II	237,283	339,995
SIGULER GUFF BRIC OPP FUND	1	236,958
OCM ASIA PRINC OPP FUND	223,991	47,069
OCM PRINC OPP FUND IV, LP	1	59,096
OCM OPPORTUNITIES FUND VII, LP	1	48,553
RUSSIA PARTNERS II EPAM FUND	-	-
PAYACTIV LP	911,967	911,967
GENSTAR CAPITAL PARTNERS V, LP	1	375,040
SILVER LAKE SUMERU FUND, LP	1	1,705,682
TIGER GLOBAL PIP XI	1,440,000	1,426,127
TIGER GLOBAL PRIVATE INVT V	1	814,238
OCM OPPORTUNITIES FUND VIIb	1	30,906
OCM EUROPEAN PRINC OPP FUND II	1	35,700
OAKTREE REAL ESTATE OPP IV, LP	1	327,206
PENNINGTON ALLEN CAP FUND I	120,000	579,955
PA PARTNERS, LLC	100,000	1,000,000
PA PARTNERS II, LLC	87,200	87,200
GOLDMAN SACHS VINTAGE FUND V O	1	260,470
RUSSIA PARTNERS III, LP	1,359,025	874,362
CREDIT POINT SOFTWARE	1,726,626	834,091
OAKTREE PRIVATE INVT FUND 2009	1	439,956
COURAGE CREDIT OPP FUND II	1	1,892
TIGER GLOBAL PRIVATE INVT VI	1	1,873,302
VIRGO REDBUD	1	1,451,718
OAKTREE POWER OPP FUND III	1	547,413
JPMORGAN DIGITAL GROWTH	771,009	89,519
PARMENTER REALTY FUND IV, LP	1	177,759
EDGEWATER GROWTH CAPITAL III	515,227	1,561,528
TIGER GLOBAL PIP VII	816,536	2,354,524
RIVERSTONE GLOBAL ENERGY	3,264,115	3,554,096
HIGHBRIDGE IRISH III	186,409	620,617
RIVERSTONE FIELDWOOD PARTNERS	1,180,498	87,673
COURAGE CREDIT OPP FUND III	1,646,712	1,748,781
WATFORD HOLDINGS	1,152,500	1,906,924
VIRGO SOCIETAS PARTNERSHIP III	3,605,209	5,005,120
JPM DIGITAL GROWTH FUND II	1,856,780	2,544,337
OMEGA CAPITAL FUND I, LP	1,625,013	1,922,529
TIGER GLOBAL PIP IX	2,058,193	2,990,649
CARLYLE INTL ENERGY PARTNERS	1,668,933	2,333,611
FORMATION8 PARTNERS FUND II	79,000	96,382
Maveron Equity Partners V	2,129,175	6,142,199
PARMENTER REALTY FUND V	1,713,284	2,397,941
ARTIS VENTURES II	1,345,000	1,778,541
BI OMICIA	125,000	125,000
ARTIS VINDICASSE SPV	263,200	442,353
COCOON BIOTECH	100,000	100,000
CARLYLE US EQUITY FUND II	947,900	1,043,537
MAVERON 15-1 LP	40,206	29,956
MIDDLEBURG CAPITAL DEVELOPMENT	976,967	976,967
UNANIMOUS AI	850,000	1,450,000
AV MEADOW SPV LP	500,000	800,065
SPRING CARE	840,326	800,000
TIGER GLOBAL PIP X	2,148,493	5,442,494
VIRGO SOCIETAS PARTNERSHIP IV	2,631,602	2,602,494
MITHRIL II LP	629,937	415,917
IRECOMMEND SOFTWARE	75,000	75,000
BCM OPPORTUNITIES	450,000	450,000
EDGEWATER IV	891,000	1,013,221
PHOENIX CAPITAL RE FUND VIII	368,881	366,700
	173,525,354	245,233,947

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF INFORMATION - FORM 990PF
FOR THE YEAR ENDED DECEMBER 31, 2018

73-0609599
SCHEDULE 2

PART II, LINE 10c - INVESTMENTS - CORPORATE BONDS

DESCRIPTION	BOOK VALUE 12/31/2018	FAIR MARKET VALUE 12/31/2018
OAKTREE CAPITAL MANAGEMENT LLC High Yield A	1	27,130
OAKTREE CAPITAL MANAGEMENT LLC High Yield B	1	162,070
AMER ENERGY	1,123,196	1,738,701
AMER ENER LOANS 11/14	3,137,348	3,137,348
AMBAC	1,826,402	1,803,525
ALLIANCE ONE	3,269,932	3,209,375
QUAPAW/DOWNSTREAM	1,897,560	1,841,950
CRESTWOOD	4,691,038	4,561,499
INTELSAT LUXE	4,787,500	4,262,500
PETERSON ENERGIA INVESORA	1,000,000	1,000,000
RXR REALTY LLC	3,000,000	3,000,000
SANDY CREEK ENERGY 1ST LIEN	2,510,364	2,510,364
SHERRITT INTL	2,836,355	2,841,573
USB REALTY	452,500	432,500
VINE OIL & GAS	3,401,250	2,835,000
WOODBOURNE CAPITAL IV	733,500	733,500
WOODBOURNE CAPITAL II	3,170,063	3,140,250
PLAINS ALL AMERICAN PIPE	300,000	252,000
FBOP CAPITAL TRUST II	1,124,455	-
	39,261,464	37,489,285

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF GAINS & LOSSES
FOR THE YEAR ENDED DECEMBER 31, 2018
FORM 990PF, PART IV - LINE 7 - CAPITAL GAINS & LOSSES FOR TAX INVESTMENT INCOME

73-0609599
SCHEDULE 3

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					1,054,680,494	-	1,066,206,092	(11,525,598)
HEDGE FUNDS								
PERRY PARTNERS INT'L I23-MAIN	P	VARIOUS	VARIOUS		686,304	-	-	686,304
CITADEL KENSINGTON GLOBAL STRA	P	VARIOUS	VARIOUS		664,259	-	664,259	-
AQR ABSOLUTE RETURN OFFSHORE	P	VARIOUS	VARIOUS		-	-	(438,944)	438,944
GLENHILL CAPITAL OVERSEAS PART	P	VARIOUS	VARIOUS		3,242,052	-	-	3,242,052
PERRY PARTNERS INT'L H66-MAIN	P	VARIOUS	VARIOUS		112,045	-	112,045	-
COURAGE SPECIAL SITUATIONS OFF	P	VARIOUS	VARIOUS		292,745	-	292,745	-
D E SHAW COMPOSITE INT'L FUND	P	VARIOUS	VARIOUS		87,083	-	(188,820)	275,903
ETON PARK OVERSEAS FUND LTD	P	VARIOUS	VARIOUS		92,339	-	-	92,339
JPMORGAN W68162002	P	VARIOUS	VARIOUS		1	-	1	-
TOTAL HEDGE FUNDS					5,176,827	-	441,286	4,735,541
PRIVATE PLACEMENTS								
SIGULER GUFF BRIC OPP FUND	P	VARIOUS	VARIOUS		174,703	-	-	174,703
OCM OPPORTUNITIES FUND VII, LP	P	VARIOUS	VARIOUS		45,576	-	-	45,576
RUSSIA PARTNERS II EPAM FUND	P	VARIOUS	VARIOUS		6,903	-	-	6,903
GENSTAR CAPITAL PARTNERS V, LP	P	VARIOUS	VARIOUS		58,143	-	-	58,143
SILVER LAKE SUMERU FUND, LP	P	VARIOUS	VARIOUS		847,706	-	-	847,706
TIGER GLOBAL PRIVATE INVT V	P	VARIOUS	VARIOUS		1,155,907	-	-	1,155,907
OCM OPPORTUNITIES FUND VIIb	P	VARIOUS	VARIOUS		46,882	-	-	46,882
OAKTREE REAL ESTATE OPP IV, LP	P	VARIOUS	VARIOUS		230,613	-	-	230,613
GOLDMAN SACHS VINTAGE FUND V O	P	VARIOUS	VARIOUS		197,328	-	-	197,328
OAKTREE PRIVATE INVT FUND 2009	P	VARIOUS	VARIOUS		149,200	-	-	149,200
COURAGE CREDIT OPP FUND II	P	VARIOUS	VARIOUS		32,939	-	-	32,939
TIGER GLOBAL PRIVATE INVT VI	P	VARIOUS	VARIOUS		647,904	-	-	647,904
VIRGO REDBUD	P	VARIOUS	VARIOUS		121,368	-	-	121,368
ARTIS JUICY	P	VARIOUS	VARIOUS		-	-	906,410	(906,410)
BRANDYWINE ASSET MANAGEMENT	P	VARIOUS	VARIOUS		98	-	-	98
TOTAL PRIVATE PLACEMENTS					3,715,269	-	906,410	2,808,858
FOREIGN CURRENCY EXCHANGES					53,534	-	-	53,534
SCHEDULE K-1 NET SHORT TERM GAIN(LOSS)								
EDGEWATER GROWTH CAPITAL PARTNERS IV-A LP NET STGL	P	VARIOUS	VARIOUS		397	-	-	397
FRIEND SKOLER EQUITY INVESTORS LP NET STGL	P	VARIOUS	VARIOUS		83,493	-	-	83,493
MAVERON EQUITY PARTNERS V, L P NET STGL	P	VARIOUS	VARIOUS		137	-	-	137
OCM EUROPEAN PRINCIPAL OPPORTUNITIES FUND II (U S), L P NET STGL	P	VARIOUS	VARIOUS		-	-	3,635	(3,635)
RENAISSANCE INSTITUTIONAL GLOBAL EQUITIES ONSHORE FUND L P NET STGL	P	VARIOUS	VARIOUS		-	-	96,129	(96,129)
RIVERSTONE TE PARTNERS V, LP NET STGL	P	VARIOUS	VARIOUS		-	-	11	(11)
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS IX, L P NET STGL	P	VARIOUS	VARIOUS		-	-	17	(17)
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS VII, L P NET STGL	P	VARIOUS	VARIOUS		-	-	3	(3)
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS X, L P NET STGL	P	VARIOUS	VARIOUS		14,526	-	-	14,526

THE WILLIAM K WARREN FOUNDATION
SCHEDULE OF GAINS & LOSSES
FOR THE YEAR ENDED DECEMBER 31, 2018
FORM 990PF, PART IV - LINE 7 - CAPITAL GAINS & LOSSES FOR TAX INVESTMENT INCOME

73-0609599
SCHEDULE 3

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)
VIRGO - REDBUD, LLC NET STGL	P	VARIOUS	VARIOUS		540	-	-	540
INVESCO DB AGRICULTURE FUND NET STGL	P	VARIOUS	VARIOUS		-	-	3	(3)
THE BLACKSTONE GROUP L P NET STGL	P	VARIOUS	VARIOUS		-	-	3	(3)
TOTAL SCHEDULE K-1 NET SHORT TERM GAIN (LOSS)					99,093	-	99,801	(708)
SCHEDULE K-1 NET LONG TERM GAIN(LOSS)								
ARTIS JUICY SPV, L P NET LTGL	P	VARIOUS	VARIOUS		564	-	-	564
ARTIS VENTURES II, L P NET LTGL	P	VARIOUS	VARIOUS		-	-	136,707	(136,707)
CHANCELLOR VI, LPNET LTGL	P	VARIOUS	VARIOUS		138,000	-	-	138,000
COURAGE CREDIT OPPORTUNITIES FUND II, L P NET LTGL	P	VARIOUS	VARIOUS		33,639	-	-	33,639
EDGEWATER GROWTH CAPITAL PARTNERS II, LPNET LTGL	P	VARIOUS	VARIOUS		185,359	-	-	185,359
EDGEWATER GROWTH CAPITAL PARTNERS III, LPNET LTGL	P	VARIOUS	VARIOUS		296,436	-	-	296,436
FORMATION8 PARTNERS FUND II LPNET LTGL	P	VARIOUS	VARIOUS		438	-	-	438
FRIEND SKOLER EQUITY INVESTORS LPNET LTGL	P	VARIOUS	VARIOUS		170,154	-	-	170,154
GENERATION CAPITAL PARTNERS ZIRMED LPNET LTGL	P	VARIOUS	VARIOUS		9,101	-	-	9,101
GENSTAR CAPITAL PARTNERS V, LPNET LTGL	P	VARIOUS	VARIOUS		27,895	-	-	27,895
MAVERON 15-1, L P NET LTGL	P	VARIOUS	VARIOUS		1,189	-	-	1,189
MAVERON EQUITY PARTNERS V, L P NET LTGL	P	VARIOUS	VARIOUS		566,956	-	-	566,956
MCD IONIC SOLUTIONS, LLCNET LTGL	P	VARIOUS	VARIOUS		31,678	-	-	31,678
OAKTREE POWER OPPORTUNITIES FUND III, L P NET LTGL	P	VARIOUS	VARIOUS		375,929	-	-	375,929
OAKTREE PRIVATE INVESTMENT FUND 2009, L P NET LTGL	P	VARIOUS	VARIOUS		11,196	-	-	11,196
OAKTREE REAL ESTATE OPPORTUNITIES FUND IV L P NET LTGL	P	VARIOUS	VARIOUS		33,413	-	-	33,413
OCM ASIA PRINCIPAL OPPORTUNITIES FUND, L P NET LTGL	P	VARIOUS	VARIOUS		805	-	-	805
OCM EUROPEAN PRINCIPAL OPPORTUNITIES FUND II (U S), L P NET LTGL	P	VARIOUS	VARIOUS		-	-	137,164	(137,164)
OCM OPPORTUNITIES FUND VII AIF (DELAWARE), L P NET LTGL	P	VARIOUS	VARIOUS		-	-	757	(757)
OCM OPPORTUNITIES FUND VII, L P NET LTGL	P	VARIOUS	VARIOUS		-	-	4,190	(4,190)
OCM OPPORTUNITIES FUND VIIB AIF (CAYMAN) L P NET LTGL	P	VARIOUS	VARIOUS		-	-	8,986	(8,986)
OCM OPPORTUNITIES FUND VIIB L P NET LTGL	P	VARIOUS	VARIOUS		3,199	-	-	3,199
OCM PRINCIPAL OPPORTUNITIES FUND III, L P NET LTGL	P	VARIOUS	VARIOUS		-	-	118,513	(118,513)
OCM PRINCIPAL OPPORTUNITIES FUND IV, L P NET LTGL	P	VARIOUS	VARIOUS		240,322	-	-	240,322
PARMENTER REALTY FUND IV, L P NET LTGL	P	VARIOUS	VARIOUS		544,569	-	-	544,569
RENAISSANCE INSTITUTIONAL GLOBAL EQUITIES ONSHORE FUND L P NET LTGL	P	VARIOUS	VARIOUS		86,020	-	-	86,020
RIVERSTONE TE PARTNERS V, LPNET LTGL	P	VARIOUS	VARIOUS		-	-	331,669	(331,669)
RUSSIA PARTNERS III, L P NET LTGL	P	VARIOUS	VARIOUS		120,291	-	-	120,291
SIGULER GUFF BRIC OPPORTUNITIES FUND, LPNET LTGL	P	VARIOUS	VARIOUS		38,916	-	-	38,916
SILVER LAKE SUMERU FUND CAYMAN, LPNET LTGL	P	VARIOUS	VARIOUS		240,703	-	-	240,703
SILVER LAKE SUMERU FUND, LPNET LTGL	P	VARIOUS	VARIOUS		372,047	-	-	372,047
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS IX, L P NET LTGL	P	VARIOUS	VARIOUS		108,806	-	-	108,806
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS V, L P NET LTGL	P	VARIOUS	VARIOUS		1,097,402	-	-	1,097,402
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS VI, L P NET LTGL	P	VARIOUS	VARIOUS		494,379	-	-	494,379
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS VII, L P NET LTGL	P	VARIOUS	VARIOUS		291,183	-	-	291,183
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS X, L P NET LTGL	P	VARIOUS	VARIOUS		865,322	-	-	865,322
VIRGO - REDBUD, LLCNET LTGL	P	VARIOUS	VARIOUS		39,734	-	-	39,734
THE BLACKSTONE GROUP L P NET LTGL	P	VARIOUS	VARIOUS		2,444	-	-	2,444
TOTAL SCHEDULE K-1 NET LONG TERM GAIN(LOSS)					6,428,089	-	737,986	5,690,103

FORM 990PF, PART IV - LINE 7 - CAPITAL GAINS & LOSSES FOR TAX INVESTMENT INCOME

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)
SCHEDULE K-1 SECTION 1231 GAIN(LOSS)								
THE BLACKSTONE GROUP L P 1231 Gain (Loss)	P	VARIOUS	VARIOUS		517	-	-	517
TOTAL SCHEDULE K-1 SECTION 1231 GAIN(LOSS)					517	-	-	517
SCHEDULE K-1 SECTION 1256 GAIN(LOSS)								
OCM OPPORTUNITIES FUND VII, L P 1256 GAIN (LOSS)	P	VARIOUS	VARIOUS		249	-	-	249
OCM OPPORTUNITIES FUND VIIB L P 1256 GAIN (LOSS)	P	VARIOUS	VARIOUS		302	-	-	302
INVESCO DB AGRICULTURE FUND 1256 GAIN (LOSS)	P	VARIOUS	VARIOUS		-	-	13,376	(13,376)
THE BLACKSTONE GROUP L P 1256 GAIN (LOSS)	P	VARIOUS	VARIOUS		4	-	-	4
TOTAL SCHEDULE K-1 SECTION 1256 GAIN(LOSS)		VARIOUS	VARIOUS		555	-	13,376	(12,821)
					1,070,154,377	-	1,068,404,951	1,749,426