

990-PF

Return of Private Foundation

OMB No 1545-0047

2019

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2019 or tax year beginning , 2019, and ending , 20

Name of foundation
WARREN FOUNDATION
Number and street (or P O box number if mail is not delivered to street address)
PO BOX 0634
Room/suite

A Employer identification number
41-6021348

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

C If exemption application is pending, check here

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,761,557.
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 ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	89,021.	87,326.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-3,864.			
b Gross sales price for all assets on line 6a	669,557.			
7 Capital gain net income (from Part IV, line 2)				
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	85,157.	87,326.		
13 Compensation of officers, directors, trustees, etc.	108,799.	54,399.		54,399.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	1,208.	NONE	NONE	1,208.
b Accounting fees (attach schedule)	1,500.	NONE	NONE	1,500.
c Other professional fees (attach schedule)	1,531.	1,378.		153.
17 Interest				
18 Taxes (attach schedule) (see instructions)	5,823.	2,621.		
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)	9,582.	340.		9,242.
24 Total operating and administrative expenses. Add lines 13 through 23.	128,443.	58,738.	NONE	66,502.
25 Contributions, gifts, grants paid	129,000.			129,000.
26 Total expenses and disbursements Add lines 24 and 25	257,443.	58,738.	NONE	195,502.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-172,286.			
b Net investment income (if negative, enter -0-)		28,588.		
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
Assets	1 Cash - non-interest-bearing	570.	1,394.	1,394.
	2 Savings and temporary cash investments	226,213.	82,981.	82,981.
	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 7	2,301,574.	2,043,107.	2,770,316.
	c Investments - corporate bonds (attach schedule) . STMT 16	602,349.	785,275.	797,725.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶ (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) STMT 17	59,761.	99,536.	102,188.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶ (attach schedule)				
15 Other assets (describe ▶ STMT 18)	5,823.	6,953.	6,953.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,196,290.	3,019,246.	3,761,557.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons.			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30			
	26 Capital stock, trust principal, or current funds	3,196,290.	3,019,246.	
	27 Paid-in or capital surplus, or land, bldg, and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 Total net assets or fund balances (see instructions)	3,196,290.	3,019,246.	
	30 Total liabilities and net assets/fund balances (see instructions)	3,196,290.	3,019,246.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	3,196,290.
2 Enter amount from Part I, line 27a	2	-172,286.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 19	3	335.
4 Add lines 1, 2, and 3	4	3,024,339.
5 Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJ	5	5,093.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	3,019,246.

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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 669,557.		673,421.	-3,864.			
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			-3,864.			
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	-3,864.	
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.

(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))
2018	196,646.	3,633,287.	0.054123
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
2 Total of line 1, column (d)			2 0.261353
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 0.052271
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 3,488,687.
5 Multiply line 4 by line 3.			5 182,357.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 286.
7 Add lines 5 and 6			7 182,643.
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.			8 195,502.

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	286.
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	NONE
3 Add lines 1 and 2		3	286.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	286.
6 Credits/Payments			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	2,721.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,721.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,435.	
11 Enter the amount of line 10 to be Credited to 2020 estimated tax ☒ 288. Refunded ☒ 2,147.	11	2,147.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☒ 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	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 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X	
14 The books are in care of <u>US BANK NA</u> Telephone no <u>(612) 303-3208</u> Located at <u>800 NICOLLET MALL, MINNEAPOLIS, MN</u> ZIP+4 <u>55402</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		15
16 At any time during calendar year 2019, 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 <u></u>		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ Yes ☒ No If "Yes," list the years <u></u> b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>	2b	
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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)	3b	
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 2019?	4a 4b	X X

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☒ Yes	☐ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes	☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		
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?		
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?		
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
US BANK, N.A.	CO-TRUSTEE			
P.O. BOX 0634, MILWAUKEE, WI 53201-0634	1	54,271.	-0-	-0-
THEODORE J COLLINS	CO-TRUSTEE			
1872 BOHLAND AVE, ST PAUL, MN 55116	1	27,264.	-0-	-0-
JOHN E KING	CO-TRUSTEE			
2163 VIOLET LANE, NEW BRIGHTON, MN 55112-5168	1	27,264.	-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.

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	

Total. Add lines 1 through 3

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	3,391,458.
b	Average of monthly cash balances	1b	150,356.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,541,814.
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	3,541,814.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	53,127.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,488,687.
6	Minimum investment return. Enter 5% of line 5	6	174,434.

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	174,434.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	286.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b.	2c	286.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	174,148.
4	Recoveries of amounts treated as qualifying distributions.	4	NONE
5	Add lines 3 and 4	5	174,148.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	174,148.

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	195,502.
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	195,502.
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	286.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	195,216.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				174,148.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2019				
a From 2014				NONE
b From 2015				20,500.
c From 2016				2,663.
d From 2017				9,811.
e From 2018				17,702.
f Total of lines 3a through e	50,676.			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 195,502.				
a Applied to 2018, 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 2019 distributable amount.				174,148.
e Remaining amount distributed out of corpus. . .	21,354.			
5 Excess distributions carryover applied to 2019 (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	72,030.			
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 2018 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020.				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 2014 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	72,030.			
10 Analysis of line 9				
a Excess from 2015 . . .				20,500.
b Excess from 2016 . . .				2,663.
c Excess from 2017 . . .				9,811.
d Excess from 2018 . . .				17,702.
e Excess from 2019 . . .				21,354.

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 2019, enter the date of the ruling

4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2019

(b) 2018

(c) 2017

(d) 2016

b 85% of line 2a**c** Qualifying distributions from Part XII, line 4, for each year listed**d** Amounts included in line 2c not used directly for active conduct of exempt activities**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c**3** Complete 3a, b, or c for the alternative test relied upon**a** "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**c** "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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 20

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 <i>Paid during the year</i>				
SEE STATEMENT 35				129,000.
Total			3a	129,000.
b <i>Approved for future payment</i>				
Total			3b	

(e)
Related or exempt
function income
(See instructions)

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

24 -

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,341.	2,341.
FOREIGN DIVIDENDS	16,280.	16,280.
NONDIVIDEND DISTRIBUTIONS	1,695.	
DOMESTIC DIVIDENDS	26,365.	26,365.
CORPORATE INTEREST	2,325.	2,325.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	5,594.	5,594.
US GOVERNMENT INTEREST REPORTED AS QUALI	21.	21.
NONQUALIFIED FOREIGN DIVIDENDS	11,110.	11,110.
NONQUALIFIED DOMESTIC DIVIDENDS	19,072.	19,072.
SECTION 199A DIVIDENDS	4,218.	4,218.
	-----	-----
TOTAL	89,021.	87,326.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	1,208.			1,208.
TOTALS	1,208.	NONE	NONE	1,208.
	=====	=====	=====	=====

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 - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
OTHER EXPENSE (NON-DEDUCTIBLE)	1,531.	1,378.	153.
	-----	-----	-----
TOTALS	1,531.	1,378.	153.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	2,080.	2,080.
FEDERAL TAX PAYMENT - PRIOR YE	1,841.	
FEDERAL ESTIMATES - PRINCIPAL	1,361.	
FOREIGN TAXES ON NONQUALIFIED	541.	541.
	-----	-----
TOTALS	5,823.	2,621.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
OTHER MISC EXPENSES	9,217.		9,217.
STATE FILING FEE/TAX	25.		25.
ADR FEES	340.	340.	
	-----	-----	-----
TOTALS	9,582.	340.	9,242.
	=====	=====	=====

WARREN FOUNDATION

41-6021348

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
74347M108 PROPETRO HLDG CORP	1,322.	1,177.	821.
97650W108 WINTRUST FINANCIAL C	1,446.	1,967.	2,411.
874039100 TAIWAN SEMICONDUCTOR	9,798.	9,738.	24,344.
88031M109 TENARIS SA ADR	2,555.		
049255706 ATLAS COPCO AB SPONS	4,549.	9,703.	15,458.
701491102 PARK24 CO LTD SPN A	4,857.		
502441306 LVMH MOET HENNESSY A	4,142.		
103304101 BOYD GAMING CORP COM	1,561.	2,443.	3,114.
29089Q105 EMERGENT BIOSOLUTION	635.		
05508R106 B & G FOODS INC NEW	2,151.		
114340102 BROOKS AUTOMATION IN	1,374.		
13462K109 CAMPING WORLD HOLDIN	2,051.		
072730302 BAYER AG A D R	17,811.		
780259107 ROYAL DUTCH SHELL A	10,825.	5,326.	7,136.
04530Y106 ASPEN PHARMACARE HL	5,743.		
217204106 COPART INC COM	3,338.	2,284.	4,729.
G3922B107 GENPACT LIMITED	3,678.	3,678.	5,482.
589378108 MERCURY COMPUTER SYS	943.	595.	1,244.
451107106 IDACORP INC	961.		
436893200 HOME BANCSHARES INC	2,195.		
750236101 RADIAN GROUP INC	1,854.	1,543.	2,491.
98421B100 XPERI CORP	1,751.		
29977A105 EVERCORE PARTNERS IN	1,536.	2,232.	2,093.
095229100 BLUCORA INC	1,235.	1,091.	1,229.
57776J100 MAXLINEAR INC CLASS	1,752.		
002535300 AARONS INC	1,527.		
402635304 GULFPORT ENERGY CORP	2,715.		
358029106 FRESENIUS MED AKTIEN	8,856.		
465562106 ITAU UNIBANCO HOLDIN	4,841.	2,682.	5,362.

WARREN FOUNDATION

41-6021348

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
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23304Y100 DBS GROUP HLDGS LTD	9,771.	9,771.	13,426.
45662N103 INFINEON TECHNOLOGIE	7,466.	17,193.	17,965.
009126202 AIR LIQUIDE S A A D	9,550.	3,449.	5,301.
398438408 GRIFOLS SA A D R	3,884.		
38143H381 GOLDMAN SACHS COMM S	51,624.		
171340102 CHURCH AND DWIGHT CO	2,312.	2,312.	3,798.
90333L201 U.S. CONCRETE INC	800.	924.	792.
N96617118 WRIGHT MEDICAL GROUP	1,841.		
575385109 MASONITE INTERNATION	1,593.	1,870.	2,094.
90984P303 UNITED COMMUNITY BAN	1,554.	1,554.	1,760.
12008R107 BUILDERS FIRSTSOURCE	1,392.	1,168.	2,566.
641069406 NESTLE SA SPONSORED	15,053.	15,053.	22,085.
803866300 SASOL LTD SPONSORED	4,285.	4,285.	2,701.
05946K101 BANCO BILBAO VIZCAYA	10,893.	14,032.	11,277.
631512209 NASPERS LTD N SPON A	5,871.		
018805101 ALLIANZ SE A D R	12,082.	10,447.	15,470.
072743305 BAYERISCHE MOTOREN S	5,934.		
922908553 VANGUARD REIT ETF	208,378.	114,927.	145,495.
754730109 RAYMOND JAMES FINL I	2,659.	2,659.	4,384.
592688105 METTLER-TOLEDO INTL	2,094.	2,094.	4,760.
73278L105 POOL CORPORATION	2,795.	2,795.	5,097.
131193104 CALLAWAY GOLF CO	1,357.	1,588.	2,290.
037598109 APOGEE ENTERPRISES I	1,326.		
904214103 UMPQUA HOLDINGS CORP	1,488.	2,147.	2,177.
33829M101 FIVE BELOW	4,495.	3,821.	4,603.
094235108 BLOOMIN BRANDS INC	1,925.		
70509V100 PEBBLEBROOK HOTEL TR	1,749.	2,093.	1,877.
92343X100 VERINT SYS INC COM	2,270.	1,718.	2,270.
686688102 ORMAT TECHNOLOGIES I	1,723.	595.	745.

WARREN FOUNDATION

41-6021348

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
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957638109 WESTERN ALLIANCE BAN	1,548.	2,409.	3,534.
81369Y209 HEALTH CARE SELECT S	57,314.	57,314.	75,580.
172908105 CINTAS CORP	1,817.	1,817.	5,651.
G4388N106 HELEN OF TROY LTD	852.	797.	1,438.
31787A507 FINISAR CORPORATION	901.		
29362U104 ENTEGRIS INC	469.	730.	2,054.
868459108 SUPERNUS PHARMACEUTI	1,755.	1,895.	1,376.
24665A103 DELEK HOLDCO INC	514.	1,009.	1,106.
52471Y106 LEGACYTEXAS FINANCIA	1,102.		
53220K504 LIGAND PHARMACEUTICA	2,073.		
388689101 GRAPHIC PACKAGING HL	2,250.	1,564.	2,081.
431571108 HILLENBRAND INC	1,125.	2,375.	2,198.
198287203 COLUMBIA PROPERTY TR	1,773.	1,773.	1,715.
803054204 SAP SE SPONSORED A D	10,042.	12,169.	20,634.
237545108 DASSAULT SYSTEMES SA	5,182.	4,996.	10,693.
466140100 JGC CORP UNSPONSORED	5,099.		
056752108 BAIDU COM INC A D R	12,618.	12,618.	9,227.
13123X102 CALLON PETE CO DEL	2,459.	1,975.	921.
149498107 CAUSEWAY EMERGING MA	137,759.	109,211.	122,225.
426281101 JACK HENRY ASSOCIATE	1,867.	1,867.	3,933.
159864107 CHARLES RIV LABORATO	3,044.	3,044.	4,277.
G0176J109 ALLEGION PLC	3,510.		
904767704 UNILEVER PLC SPSP AD	6,687.	5,060.	6,632.
404280406 HSBC HOLDINGS PLC SP	5,358.	11,322.	11,258.
45104G104 ICICI BANK LTD A D R	4,300.	4,300.	9,129.
015393101 ALFA LAVAL AB SWEDEN	3,946.	3,946.	6,335.
83569C102 SONOVA HOLDING UNSPO	4,522.	4,522.	7,367.
61022V107 MONOTARO CO LTD UNSP	3,868.		
001317205 AIA GROUP LTD ADR	14,702.	9,143.	17,004.

WARREN FOUNDATION

41-6021348

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
053611109 AVERY DENNISON CORP	3,296.	3,296.	5,233.
132011107 CAMBEX CORP COM	1,569.		
78467J100 SS&C TECHNOLOGIES HO	3,240.		
33616C100 FIRST REPUBLIC BANK	4,096.	4,096.	4,698.
609839105 MONOLITHIC POWER SYS	2,382.	2,382.	5,341.
315405100 FERRO CORPORATION	1,400.	2,177.	1,587.
44930G107 ICU MEDICAL, INC	900.	1,374.	1,497.
267475101 DYCOM INDUSTRIES INC	2,075.	2,075.	1,179.
92886T201 VONAGE HLDGS CORP	2,391.	2,220.	1,564.
88870R102 TIVITY HEALTH INC	2,194.	3,174.	2,177.
163731102 CHEMICAL FINANCIAL C	1,640.		
46269C102 IRIDIUM COMMUNICATIO	245.		
09739D100 BOISE CASCADE CO	1,126.	1,297.	1,388.
64111Q104 NETGEAR INC RESTR	1,582.	1,657.	1,250.
771195104 ROCHE HOLDINGS LTD S	15,645.	16,429.	19,883.
M22465104 CHECK POINT SOFTWARE	9,491.	10,724.	14,758.
136375102 CANADIAN NATL RY CO	8,858.	7,094.	10,040.
502117203 LOREAL UNSPONSORED A	8,223.	8,223.	14,541.
87155N109 SYMRISE AG UNSPON A	4,546.	4,546.	7,714.
35952Q106 FUCHS PETROLUB SE PR	4,762.	4,762.	5,238.
77957Y106 T ROWE PRICE MID CAP	70,397.	70,397.	67,640.
922042676 VANGUARD GLBL EX US	155,587.	86,358.	86,094.
761152107 RESMED INC	1,681.	1,681.	4,959.
87265H109 TRI POINTE GROUP INC	1,786.	1,278.	1,589.
65336K103 NEXSTAR BROADCASTING	1,358.	2,160.	3,166.
018522300 ALLETE INC	692.		
806857108 SCHLUMBERGER LTD	9,494.	11,817.	6,995.
501173207 KUBOTA LTD A D R	4,234.	7,610.	7,900.
40052P107 GRUPO FIN BANORTE SP	3,994.		

WARREN FOUNDATION

41-6021348

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
387328107 GRANITE CONSTRUCTION	1,695.	1,966.	1,245.
691497309 OXFORD INDUSTRIES IN	1,040.	1,473.	1,659.
829226109 SINCLAIR BROADCAST G	1,767.		
144577103 CARRIZO OIL & GAS IN	1,716.		
78462F103 SPDR S P 500 ETF	637,682.	637,682.	1,045,723.
579780206 MCCORMICK CO NON VTG	2,351.	2,351.	4,074.
29084Q100 EMCOR GROUP INC	1,365.	1,365.	2,071.
693656100 PVH CORP	4,128.		
302520101 FNB CORP	2,898.	2,925.	2,807.
127190304 CACI INTERNATIONAL I	1,671.	1,323.	2,500.
G4617B105 HORIZON PHARMA PLC	1,402.		
001744101 AMN HEALTHCARE SERVI	811.	747.	1,371.
307305102 FANUC CORPORATION A	9,507.	3,597.	4,531.
948596101 WEIBO CORP-SPON ADR	10,114.		
06828M876 BARON EMERGING MARKE	140,967.	115,452.	142,497.
882681109 TEXAS ROADHOUSE INC	2,179.		
48123V102 J2 GLOBAL INC	1,875.	1,644.	2,249.
286082102 ELECTRONICS FOR IMAG	1,950.		
024061103 AMERICAN AXLE MFG H	1,864.		
238337109 DAVE & BUSTERS ENTMT	1,801.	1,380.	1,085.
87305R109 TTM TECHNOLOGIES	1,967.	2,572.	2,559.
444097109 HUDSON PACIFIC PROPE	2,853.	2,098.	2,297.
29275Y102 ENERSYS	1,114.	1,798.	2,020.
87184P109 SYSMEX CORP UNSPON A	4,845.	4,845.	5,304.
40415F101 H D F C BK LTD A D R	4,482.	4,482.	6,464.
74925K581 ROBECO BOSTON PARTNE	125,959.		
871607107 SYNOPSYS INC	1,882.	1,882.	5,707.
216648402 COOPER COS INC	2,466.	2,466.	4,498.
50189K103 LCI INDUSTRIES	1,068.	1,068.	1,500.

WARREN FOUNDATION

41-6021348

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
526107107 LENNOX INTERNATIONAL	1,998.	1,998.	4,147.
G84720104 STERIS PLC	2,908.		
576323109 MASTEC INC	2,153.	1,418.	2,374.
589889104 MERIT MEDICAL SYSTEM	565.	1,015.	812.
G5494J103 LINDE PLC	8,080.	8,080.	10,645.
54338V101 LONZA GROUP AG UNSPO	8,356.	6,728.	9,163.
500458401 KOMATSU LTD A D R RE	4,402.	4,402.	3,894.
69007J106 OUTFRONT MEDIA INC	2,064.	1,794.	2,333.
29272W109 ENERGIZER HLDGS INC	486.	2,266.	2,511.
985817105 YELP INC	1,750.		
989207105 ZEBRA TECHNOLOGIES C	3,347.	3,347.	5,875.
576485205 MATADOR RESOURCES CO	2,082.	1,811.	1,096.
00191U102 ASGN INC	936.	1,688.	2,058.
513272104 LAMB WESTON HOLDING	2,891.	2,891.	4,129.
49338L103 KEYSIGHT TECHNOLOGIE	3,333.	3,333.	6,055.
02319V103 AMBEV SA SPN A D R	4,760.	7,683.	7,694.
42226A107 HEALTHEQUITY INC	1,321.	2,653.	3,037.
74758T303 QUALYS INC	4,165.	4,165.	3,918.
98419M100 XYLEM INC	4,093.	4,093.	4,412.
448579102 HYATT HOTELS CORP -	4,309.		
670704105 NUVASIVE INC	1,752.	1,528.	2,011.
29786A106 ETSY INC	4,849.	3,296.	2,924.
707569109 PENN NATL GAMING INC	2,635.	3,137.	2,633.
76169B102 REXNORD CORP	1,817.	2,517.	2,773.
537008104 LITTELFUSE INC	4,784.		
320867104 FIRST MIDWEST BANCOR	1,579.	1,907.	1,799.
073685109 BEACON ROOFING SUPPL	1,646.	1,794.	1,151.
702149105 PARTY CITY HOLDCO IN	1,481.		
92857F107 VOCERA COMMUNICATION	1,363.	2,334.	1,329.

WARREN FOUNDATION

41-6021348

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
000361105 A A R CORP	1,444.	1,444.	1,533.
679580100 OLD DOMINION FGHT LI	3,684.		
75524B104 RBC BEARINGS INC	4,452.	4,452.	4,275.
70432V102 PAYCOM SOFTWARE INC	2,977.	2,977.	7,413.
344419106 FOMENTO ECONOMICO ME	4,155.	7,252.	7,655.
41068X100 HANNON ARMSTRONG SUS	333.	1,436.	2,027.
44109J106 HOSTESS BRANDS INC	965.	1,715.	2,007.
450828108 I B E R I A B A N K	2,517.	3,050.	2,769.
049164205 ATLAS AIR INC	1,379.	2,242.	1,130.
46090E103 INVESCO QQQ TRUST ET	54,819.	54,819.	102,053.
670108109 NOVOZYMES A S UNSPON	4,836.	4,836.	4,539.
55027E102 LUMINEX CORP DEL	1,012.	1,270.	1,042.
N97284108 YANDEX NV	3,749.	3,749.	6,045.
254543101 DIODES INC	1,410.	5,534.	8,568.
368736104 GENERAC HOLDINGS INC	3,867.	3,867.	7,142.
87166B102 SYNEOS HEALTH INC	1,541.	1,541.	1,903.
921659108 VANDA PHARMACEUTICAL	1,253.		
G50871105 JAZZ PHARMACEUTICALS	4,662.	4,662.	3,881.
87974R208 TEMENOS GROUP AG SP	6,638.		
122017106 BURLINGTON STORES IN	2,708.	2,708.	5,017.
775711104 ROLLINS INC	4,700.		
83088M102 SKYWORKS SOLUTIONS I	4,646.	4,646.	6,528.
00687A107 ADIDAS AG A D R	4,444.	6,385.	9,117.
874054109 TAKE-TWO INTERACTIVE	4,553.	4,553.	4,163.
204166102 COMVAULT SYSTEMS IN		2,659.	2,009.
64049M209 NEOGENOMICS INC		1,680.	2,282.
96208T104 WEX INC		4,424.	4,608.
736508847 PORTLAND GENERAL ELE		2,089.	2,120.
410120109 HANCOCK HLDG CO		1,943.	2,238.

WARREN FOUNDATION

41-6021348

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
828730200 SIMMONS 1ST NATIONAL	1,507.	1,507.	1,661.
171779309 CIENA CORPORATION NE	1,953.	1,953.	2,092.
171269103 CHUGAI PHARMACEUTIC	7,255.	7,255.	9,650.
72341E304 PING AN INSURANCE AD	8,154.	8,154.	8,877.
249034109 DENTSU INC UNSPON A	5,824.	5,824.	4,485.
099502106 BOOZ ALLEN HAMILTON	4,405.	4,405.	4,054.
78463M107 SPS COMMERCE INC	1,700.	1,700.	1,773.
879360105 TELEDYNE TECHNOLOGIE	4,245.	4,245.	4,852.
529043101 LEXINGTON REALTY TRU	1,567.	1,567.	1,572.
872307103 TCF FINANCIAL CORP	2,209.	2,209.	2,761.
03076K108 AMERIS BANCORP	1,778.	1,778.	1,914.
88032Q109 TENCENT HLDGS LTD A	6,619.	6,619.	7,250.
02263T104 AMADEUS IT HOLDING U	7,470.	7,470.	7,573.
80687P106 SCHNEIDER ELECT SE U	6,972.	6,972.	7,058.
45167R104 IDEX CORP	4,081.	4,081.	4,644.
866674104 SUN CMNTYS INC	4,262.	4,262.	4,353.
92220P105 VARIAN MED SYS INC C	4,695.	4,695.	4,686.
40416M105 HD SUPPLY HOLDINGS I	4,247.	4,247.	3,700.
16941M109 CHINA MOBILE LIMITED	8,087.	8,087.	6,636.
G8473T100 STERIS PLC	2,908.	2,908.	4,877.
887389104 TIMKEN CO	1,819.	1,819.	2,083.
31816Q101 FIREEYE INC	2,431.	2,431.	2,347.
25243Q205 DIAGEO PLC SPONSORED	8,991.	8,991.	9,600.
29429L105 EPIROC AB UNSP A D R	4,740.	4,740.	5,983.
749397105 R1 RCM INC	1,978.	1,978.	2,401.
G46188101 HORIZON THERAPEUTICS	1,255.	1,255.	3,475.
922908744 VANGUARD VALUE ETF	124,988.	124,988.	136,509.
902104108 II-VI INC	372.	372.	337.
138098108 CANTEL MEDICAL CORP	1,784.	1,784.	1,702.

WARREN FOUNDATION

41-6021348

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
30050B101 EVOLENT HEALTH INC A		1,914.	1,276.
039653100 ARCOSA INC		1,654.	1,827.
767204100 RIO TINTO PLC A D R		4,900.	4,808.
90460M204 UNI CHARM CORPORATIO		4,951.	4,897.
818800104 SGS SA A D R		4,958.	5,174.
69343P105 LUKOIL PJSC SPON A D		7,870.	8,785.
	-----	-----	-----
TOTALS	2,301,574.	2,043,107.	2,770,316.
	=====	=====	=====

WARREN FOUNDATION

41-6021348

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
13161T401 CALVERT SHORT DURATI	35,000.	35,000.	35,239.
36962G5J9 GENERAL ELEC CAP MTN	53,389.	53,389.	52,131.
277923728 EATON VANCE GLOBAL M	114,281.	111,743.	110,402.
464288281 ISHARES JPMORGAN USD	49,955.	49,955.	52,239.
31420B300 FEDERATED INST HI YL	175,000.	175,000.	178,074.
U S TREASURY NT 2.625% 8	75,188.		
U S TREASURY NT 3.625% 2	99,536.		
06367WMK6 BMO 24M SPX 1.5X LBR		90,000.	94,572.
921937801 VANGUARD INTRM TRM B		145,000.	146,931.
48132CWN9 JPM 24M MXEA 2X LBR		50,000.	52,685.
912828NT3 U S TREASURY NT		75,188.	75,452.
	-----	-----	-----
TOTALS	602,349.	785,275.	797,725.
	=====	=====	=====

WARREN FOUNDATION

41-6021348

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

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
00203H859 AQR MANAGED FUTURES	C	59,761.		
912828PX2 U S TREASURY NT	C		99,536.	102,188.
		-----	-----	-----
TOTALS		59,761.	99,536.	102,188.
		=====	=====	=====

WARREN FOUNDATION

41-6021348

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
ACCRUED INCOME	5,823.		
00000000 MISCELLANEOUS ENTRY		6,953.	6,953.
TOTALS	5,823. =====	6,953. =====	6,953. =====

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

=====

DESCRIPTION -----	AMOUNT -----
WASH SALE ADJUSTMENT	254.
COST BASIS ADJUSTMENT	81.

TOTAL	335.
	=====

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 3,000.

RECIPIENT NAME:
BIG BROTHERS BIG SISTERS OF --
ADDRESS:
2550 UNIVERSITY AVE W, SUITE 410N
ST PAUL, MN 55114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OEPRATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

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:
VISITATION MONASTERY
ADDRESS:
1527 FREMONT 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:
BLIND INC.
ADDRESS:
100 E. 22ND STREET
MINNEAPOLIS, MN 55404
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
CROSS
ADDRESS:
PO BOX 574
ROGERS, MN 55374
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
HEARTS & HAMMERS
ADDRESS:
2599 FAIRVIEW AVE. N
ST PAUL, MN 55113
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
COMMUSICCATION
ADDRESS:
690 JACKSON STREET
ST PAUL, MN 55430
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
NEIGHBORHOOD NETWORK FOR SENIORS
ADDRESS:
1895 LAUREL AVENUE
ST PAUL, MN 55104
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 3,000.

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 EDUATION 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 3,000.

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 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:
CHILDREN'S LAW CENTER OF MINESOTA
ADDRESS:
450 SYNDICATE ST N, STE 315
ST PAUL, MN 55104-4106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

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 4,000.

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:
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.

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:
COMMUNITY PARTNERS WITH YOUTH
ADDRESS:
1900 7TH ST NW
NEW BRIGHTON, MN 55112
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.

RECIPIENT NAME:

SOJOURNER PROJECT

ADDRESS:

PO BOX 272
HOPKINS, MN 55343

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

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:
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 3,000.

RECIPIENT NAME:
BREAKTHROUGH TWIN CITIES
ADDRESS:
2051 LARPENTEUR AVE E
ST PAUL, MN 55109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
UPSTREAM ARTS
ADDRESS:
3501 CHICAGO AVE S
MINNEAPOLIS, MN 55407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

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.

RECIPIENT NAME:

TWIN CITIES RISE

ADDRESS:

1301 BRYANT 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:

LITTLE SISTER OF THE POOR ST PAUL-

ADDRESS:

HOLY FAMILY RESIDENCE

ST PAUL, MN 55102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID:

129,000.

=====