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Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2009**, or tax year beginning **2009**, and ending **20**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE WARRINGTON FOUNDATION C/O FIFTH THIRD BANK, AGENT		A Employer identification number 31-1582067
	Number and street (or P O box number if mail is not delivered to street address) P O BOX 630858	Room/suite	B Telephone number (see page 10 of the instructions) (513) 534-5310
	City or town, state, and ZIP code CINCINNATI, OH 45263-0858		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,424,310.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	499.	499.		STMT 1
4	Dividends and interest from securities	149,384.	149,384.		STMT 2
5a	Gross rents	-404.	-404.	-404.	
b	Net rental income or (loss)	-404.			
6a	Net gain or (loss) from sale of assets not on line 10	166,181.			
b	Gross sales price for all assets on line 6a	1,327,670.			
7	Capital gain net income (from Part IV, line 2)		166,181.		
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	315,660.	315,660.	-404.	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)	100.	50.	NONE	50.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	12,197.	1,329.		
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)	49,521.	49,321.		200.
24	Total operating and administrative expenses. Add lines 13 through 23	61,818.	50,700.	NONE	250.
25	Contributions, gifts, grants paid	476,703.			476,703.
26	Total expenses and disbursements. Add lines 24 and 25	538,521.	50,700.	NONE	476,953.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-222,861.			
b	Net investment income (if negative, enter -0-)		264,960.		
c	Adjusted net income (if negative, enter -0-)			-0-	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		920.	872.	872.
	2	Savings and temporary cash investments		43,757.	122,045.	122,045.
	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 page 16 of the 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				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)		6,435,513.	6,224,563.	7,478,242.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)		-81,431.	-176,849.	-176,849.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		6,398,759.	6,170,631.	7,424,310.	
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)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		6,398,759.	6,170,631.	
	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 page 17 of the instructions)		6,398,759.	6,170,631.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		6,398,759.	6,170,631.		

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	6,398,759.
2	Enter amount from Part I, line 27a	2	-222,861.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 6	3	3.
4	Add lines 1, 2, and 3	4	6,175,901.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	5,270.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,170,631.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	166,181.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. }					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of 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))
2008	537,674.	8,585,857.	0.06262321863
2007	739,544.	10,350,295.	0.07145149003
2006	763,010.	10,080,864.	0.07568894888
2005	693,489.	9,818,715.	0.07062930333
2004	612,492.	9,464,548.	0.06471434241

2 Total of line 1, column (d)	2	0.34510730328
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.06902146066
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,679,642.
5 Multiply line 4 by line 3	5	461,039.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,650.
7 Add lines 5 and 6	7	463,689.
8 Enter qualifying distributions from Part XII, line 4	8	476,953.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,650.
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	2,650.
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	2,650.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	8,120.
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	8,120.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	11.
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	5,459.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax	11	2,652. Refunded

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14 The books are in care of <input type="checkbox"/> SEE STATEMENT 9 Telephone no <input type="checkbox"/>				
Located at <input type="checkbox"/> ZIP + 4 <input type="checkbox"/>				
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>				
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15				

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/>	1b	
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 2009? <input type="checkbox"/>	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) <input type="checkbox"/>	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009) <input type="checkbox"/>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2009? <input type="checkbox"/>	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Yes No
 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? Yes No
 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? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
SEE STATEMENT 10		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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

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 page 23 of the 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 page 23 of the 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 page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	6,620,766.
b	Average of monthly cash balances	1b	160,596.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	6,781,362.
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	6,781,362.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	101,720.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,679,642.
6	Minimum investment return. Enter 5% of line 5	6	333,982.

Part XI Distributable Amount (see page 25 of the 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	333,982.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,650.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,650.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	331,332.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	331,332.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	331,332.

Part XII Qualifying Distributions (see page 25 of the 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	476,953.
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	476,953.
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 page 26 of the instructions)	5	2,650.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	474,303.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				331,332.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	142,137.			
b From 2005	211,119.			
c From 2006	277,143.			
d From 2007	226,260.			
e From 2008	115,500.			
f Total of lines 3a through e	972,159.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 476,953.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				331,332.
e Remaining amount distributed out of corpus	145,621.			
5 Excess distributions carryover applied to 2009 (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	1,117,780.			
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 page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	142,137.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	975,643.			
10 Analysis of line 9:				
a Excess from 2005	211,119.			
b Excess from 2006	277,143.			
c Excess from 2007	226,260.			
d Excess from 2008	115,500.			
e Excess from 2009	145,621.			

Part XIV Private Operating Foundations (see page 27 of the 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 2009, 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)
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 page 28 of the 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. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
a The name, address, and telephone number of the person to whom applications should be addressed:
SEE STATEMENT 11
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 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
<p>a Paid during the year</p> <p>SEE STATEMENT 12</p>				
Total				▶ 3a 476,703.
<p>b Approved for future payment</p>				
Total				▶ 3b

**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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					8,680.	
104,178.00		2000. ABBOTT LABS PROPERTY TYPE: SECURITIES 95,420.00					04/06/2005	10/19/2009
		95,420.00					8,758.00	
34,392.00		1000. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES 43,455.00					03/08/2007	03/11/2009
		43,455.00					-9,063.00	
40,940.00		1000. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES 43,455.00					03/08/2007	10/19/2009
		43,455.00					-2,515.00	
79,457.00		2849. BANK OF NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES 104,789.00					05/11/2006	05/14/2009
		104,789.00					-25,332.00	
98,000.00		1600. C.H. ROBINSON WORLDWIDE, INC. PROPERTY TYPE: SECURITIES 31,385.00					12/11/2003	10/19/2009
		31,385.00					66,615.00	
126,397.00		4000. CVS CORP PROPERTY TYPE: SECURITIES 107,694.00					01/09/2006	05/14/2009
		107,694.00					18,703.00	
92,080.00		3000. CVS CORP PROPERTY TYPE: SECURITIES 80,770.00					01/09/2006	12/04/2009
		80,770.00					11,310.00	
12,949.00		495. CINCINNATI FINL CORP COM PROPERTY TYPE: SECURITIES 19,859.00					04/16/1998	10/19/2009
		19,859.00					-6,910.00	
5,494.00		210. CINCINNATI FINL CORP COM PROPERTY TYPE: SECURITIES 8,002.00					05/19/1998	10/19/2009
		8,002.00					-2,508.00	
7,218.00		287. CINCINNATI FINL CORP COM PROPERTY TYPE: SECURITIES 10,937.00					05/19/1998	12/04/2009
		10,937.00					-3,719.00	

**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)	
22,182.00		882. CINCINNATI FINL CORP COM PROPERTY TYPE: SECURITIES 31,280.00					10/26/2001	12/04/2009
							-9,098.00	
8,324.00		331. CINCINNATI FINL CORP COM PROPERTY TYPE: SECURITIES 11,036.00					12/16/1998	12/04/2009
							-2,712.00	
134,507.00		3000. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 86,913.00					10/09/2001	05/14/2009
							47,594.00	
26,965.00		700. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES 27,687.00					07/07/2006	10/19/2009
							-722.00	
11,556.00		300. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES 8,361.00					06/06/2003	10/19/2009
							3,195.00	
16,482.00		300. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 16,923.00					05/08/2003	05/14/2009
							-441.00	
49,446.00		900. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 49,473.00					05/21/2004	05/14/2009
							-27.00	
60,840.00		4000. LOWES CO PROPERTY TYPE: SECURITIES 55,100.00					01/10/2000	03/11/2009
							5,740.00	
10.00		.45 MARRIOTT INTL INC NEW CL A PROPERTY TYPE: SECURITIES 16.00					01/09/2006	08/06/2009
							-6.00	
		.018 MARRIOTT INTL INC NEW CL A PROPERTY TYPE: SECURITIES 1.00					01/09/2006	09/09/2009
							-1.00	
5.00		.176 MARRIOTT INTL INC NEW CL A PROPERTY TYPE: SECURITIES 6.00					01/09/2006	12/07/2009
							-1.00	

**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)	
TOTAL GAIN (LOSS)							----- 166,181. =====	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MONEY MARKET INTEREST	499.	499.
TOTAL	499.	499.

TOTAL

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	11,377.	11,377.
DOMESTIC DIVIDENDS	137,807.	137,807.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	1.	1.
NONQUALIFIED FOREIGN DIVIDENDS	18.	18.
NONQUALIFIED DOMESTIC DIVIDENDS	181.	181.
TOTAL	149,384.	149,384.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	100.	50.		50.
TOTALS	100.	50.	NONE	50.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	209.	209.
PRIOR YEAR EXCISE TAX PAID	3,600.	
EXCISE TAX ESTIMATE	7,268.	
FOREIGN TAXES ON QUALIFIED FOR	1,095.	1,095.
FOREIGN TAXES ON NONQUALIFIED	25.	25.
TOTALS	12,197.	1,329.

=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	49,321.	49,321.	200.
OTHER MISC. EXPENSES	200.		
TOTALS	49,521.	49,321.	200.

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

DESCRIPTION

AMOUNT

ROUNDING ADJUSTMENT

3.

TOTAL

3.

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

DESCRIPTION

AMOUNT

M-1 ADJUSTMENT - BOOK TO TAX DIFFERENCE

5,270.

TOTAL

5,270.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

OH

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: FIFTH THIRD BANK, AGENT

ADDRESS: 38 FOUNTAIN SQUARE PLAZA MD 1090 HB
CINCINNATI, OH 45263

TELEPHONE NUMBER: (513) 579-5440

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

=====

OFFICER NAME:
 SAM BAILEY
 ADDRESS:
 211 MOUNTAIN SPRING RD.
 FARMINGTON, CT
 TITLE:
 TRUSTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
 LESLIE WARRINGTON BAILEY HARDY
 ADDRESS:
 340 KNOWLES AVENUE - NORTH
 WINTER PARK, FL 32789
 TITLE:
 TRUSTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
 DAN BAILEY
 ADDRESS:
 3 SWALLOWFIELD LANE
 CINCINNATI, OH 45174
 TITLE:
 TRUSTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
 JOHN WARRINGTON BAILEY
 ADDRESS:
 1213 E. SHELBY ST. #16
 SEATTLE, WA 98102
 TITLE:
 TRUSTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

=====

RECIPIENT NAME:

FIFTH THIRD BANK

ADDRESS:

38 FOUNTAIN SQUARE PLAZA MD 1090 FA
CINCINNATI, OH 45263

RECIPIENT'S PHONE NUMBER: 513-579-5440

FORM, INFORMATION AND MATERIALS:

LETTER

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

RECIPIENT NAME:

SEE ATTACHED SCHEDULE

AMOUNT OF GRANT PAID 476,703.

TOTAL GRANTS PAID:

476,703.

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2009 Charitable Donations for the Warrington Foundation

Date	Name	Street Address	City, State & Zip Code	Purpose	Amount
3/3/09	JDRF - GreaterCincinnati Chapter	10901 Reed Hartman Rd	Cincinnati, OH 45242	Program Support	5,000 00
6/15/09	Miss Porter's School	60 Main St	Farmington, CT 06032	Tuition Payment for a Student	11,123 00
6/15/09	Miss Porter's School	60 Main St	Farmington, CT 06032	Tuition Payment for a Student	1,535 00
6/23/09	Wood River Community YMCA	P O Box 6801	Ketchum, ID 83340	Program Support	2,500 00
6/23/09	Wood River Community YMCA	P O Box 6801	Ketchum, ID 83340	Program Support	2,500 00
8/5/09	Renbrook School	2865 Albany Ave	West Hartford, CT 06117	Tuition Payment for a Student	27,200 00
8/10/09	Chesapeake Bay Foundation	6 Herdon Ave	Annapolis, MD 21403	Program Support	1,000 00
8/31/09	Global Green Grants Fund	2840 Wilderness Place Suite A	Boulder, CO 80301	Program Support	2,500 00
10/5/09	Edgartown Federated Church	45 S Summer St	Edgartown, MA 02539	Program Support	10,000 00
10/5/09	Orlando Museum of Art	2416 N Mills Ave	Orlando, FL 32803-1483	Program Support	10,000 00
10/5/09	Orlando Museum of Art	2416 N Mills Ave	Orlando, FL 32803-1483	Program Support	5,000 00
10/5/09	WMFE - CH 24 90 7FM	11510 East Colonial Dr	Orlando, FL 32817-4699	Program Support	10,000 00
10/5/09	Orlando Philharmonic Orchestra	P O Box 540203	Orlando, FL 32854-0203	Program Support	25,000 00
10/5/09	Friends of Casa Feliz	1002 Temple Grove	Winter Park, FL 32789-2788	Program Support	5,000 00
10/5/09	All Saints' Church	338 East Lyman St	Winter Park, FL 32789	Program Support	10,000 00
10/5/09	The Indian Hill Church	6000 Drake Rd	Cincinnati, OH 45243-3395	Program Support	10,000 00
10/5/09	Winter Park Public Library	460 N New England Ave	Winter Park, FL 32789-4493	Program Support	10,000 00
10/23/09	Our Companions	P O BOX 673	Bloomington, CT 06002	Program Support	10,000 00
10/23/09	Hartford Boys & Girls Club	170 Sigourney St	Hartford, CT 06105	Program Support	5,000 00
10/23/09	ConnectKids	814 Asylum Ave	Hartford, CT	Program Support	2,000 00
10/23/09	Salisbury School	251 Canaan Rd	Salisbury, CT 06068	Program Support	2,000 00
10/23/09	New Britain Museum of Art	56 Lexington St	Lexington, CT 06052-1412	Program Support	12,500 00
10/23/09	Nantucket Historical Assn	15 Broad St	Nantucket, MA 02554	Program Support	2,000 00
10/23/09	Humane Society of the US	2100 L St , NW	Washington, DC 20037	Program Support	2,000 00
10/23/09	Nantucket Conservation Assn	P O Box 13	Nantucket, MA 02554	2007 Charitable Gift	2,000 00
10/23/09	Village for Families & Children	Albany Ave	Hartford, CT 06105	Program Support	2,000 00
10/23/09	Colgate University	13 Oak St	Hamilton, NY 13346	Program Support	2,000 00
10/23/09	St Paul's School	325 Pleasant St	Concord, NH 03301-2591	2007 Charitable Gift	2,500 00
10/23/09	Trinity college	300 Summit St	Hartford, CT 06106	Tuition Payment for a Student	30,000 00
10/23/09	Nantucket SPCA	Crooked Lane	Nantucket, MA 02554	Program Support	2,000 00
11/6/09	Miss Porter's School	60 Main St	Farmington, CT 06032	Tuition Payment for a Student	7,545 00
12/3/09	People for Puget Sound	911 Western Ave , Suite 580	Seattle, WA 98104-9607	Program Support	5,000 00
12/3/09	Nechung Dorje Drayang Ling	P O Box 250	Pahala, HI 96777	Program Support	1,000 00
12/3/09	Seattle Audubon Society	8050 35th Ave NE	Seattle, WA 98115	2007 Charitable Gift	1,000 00
12/3/09	Alexandria Seaport Foundation	P O Box 25036	Alexandria, VA 22313	Program Support	5,000 00
12/3/09	Center for Wooden Boats	1010 Valley St	Seattle, WA 98109-4468	Program Support	5,000 00

12/3/09	Lawrenceville School	P O Box 6125	Lawrenceville, NJ 08648	Program Support	15,000 00
12/3/09	Washington Toxics Coalition	4649 Sunnyside Ave N #540	Seattle, WA 98103	Program Support	2,200 00
12/3/09	Tibet Fund - Delek Hospital	Kharadanda Rd	India	Delek Hospital Charitable Gift	15,000 00
12/3/09	Center for Native Ecosystems	1536 Wynkoop St	Denver, CO 80202	Program Support	10,000 00
12/3/09	Middlebury College	Hillcrest	Middlebury, VT 05753	Program Support	1,000 00
12/3/09	Environmental Resource Center	411 East 6th St	Ketchum, ID 83340	Program Support	2,500 00
12/3/09	Lawrenceville Camp	P O Box 6125	Lawrenceville, NJ 08648	Program Support	1,000 00
12/3/09	Sawtooth Botanical Garden	P O Box 928	Sun Valley, ID 83353	Program Support	1,000 00
12/3/09	Sea Doc Society	3213 West Wheeler, Suite 225	Seattle, WA 98199	Program Support	30,000 00
12/3/09	Wood River Community YMCA	P O Box 6801	Ketchum, ID 83340	Program Support	50,000 00
12/4/09	Cincinnati Art Academy	1125 St Gregory St	Cincinnati, OH 45205	Program Support	250 00
12/4/09	Grand Traverse Reg Land	3860 N Long Lake Rd Suite D	Traverse City, MI 49684-9601	Program Support	20,000 00
12/4/09	AOPA Air Safety Foundation	421 Aviation Way	Frederick, Maryland 21701	Program Support	250 00
12/4/09	Aubrey Rose Foundation	4480 Oakville Dr	Cincinnati, OH 45211	Program Support	10,000 00
12/4/09	Boys & Girls Club of Greater Cincinnati	600 Dalton Ave	Cincinnati, OH 45203	Program Support	250 00
12/4/09	Camp Leelanau & Kohahna	1653 Port Oneida Rd	Maple City, MI 49664	Program Support	250 00
12/4/09	Cincinnati Art Museum	953 Eden Park Dr	Cincinnati, OH 45202-1596	Program Support	500 00
12/4/09	Cincinnati Country Day School	6905 Given Rd	Cincinnati, OH 45243-2898	Program Support	3,800 00
12/4/09	Cincinnati Museum Center	1301 Western Ave	Cincinnati, OH 45203	Program Support	500 00
12/4/09	Cincinnati Nature Center	4949 Tealtown Rd	Milford, OH 45150-9752	Program Support	15,000 00
12/4/09	Cincinnati Scholarship Foundation	652 Main St # 3	Cincinnati, OH 45202	Program Support	2,500 00
12/4/09	Cincinnati Zoo & Botanical Garden	3400 Vine St	Cincinnati, OH 45220-1399	Program Support	5,000 00
12/4/09	Greater Cincinnati Health Fdn	3805 Edwards Rd Suite 500	Cincinnati, OH 45209-1948	Program Support	250 00
12/4/09	Freestore Foodbank	1250 Tennessee Ave	Cincinnati, OH 45229	Program Support	250 00
12/4/09	The Indian Hill Church	6000 Drake Rd	Cincinnati, OH 45243-3395	Program Support	15,000 00
12/4/09	Integrative Medicine Fdn Inc	55 Fifth Ave	New York, NY 10003	Program Support	2,500 00
12/4/09	Global Green Grants Fund	2840 Wilderness Place Suite A	Boulder, CO 80301	Program Support	3,000 00
12/4/09	Kiawah Conservancy	80 Kestrel Ct	Kiawah Island, SC 29455	Program Support	500 00
12/4/09	Know Theatre of Cincinnati	1120 Jackson St	Cincinnati, OH 45202	Program Support	1,000 00
12/4/09	Lawrenceville School Camp	P O Box 6125	Lawrenceville, NJ 08648	Program Support	500 00
12/4/09	Crayons to Computers	1250 Tennessee Ave	Cincinnati, OH 45229	Program Support	250 00
12/4/09	Joy Outdoor Education	Box 157	Clarksville, OH 45113	Program Support	500 00
12/4/09	Queen City Foundation	P O Box 3145	Cincinnati, OH 45201	Program Support	3,000 00
12/4/09	Seven Hills School	5400 Redbank Rd	Cincinnati, OH 45227	Program Support	3,800 00
12/4/09	Seven Hills School	5400 Redbank Rd	Cincinnati, OH 45227	Program Support	5,000 00
12/4/09	Springer School & Center	2121 Madison Rd	Cincinnati, OH 45208	Program Support	500 00
12/4/09	Prokids	2320 Kemper Lane	Cincinnati, OH 45206	Program Support	2,500 00
12/4/09	Taft Museum of Art	316 Pike St	Cincinnati, OH 45202-4293	Program Support	500 00
12/4/09	Lawrenceville School	P O Box 6125	Lawrenceville, NJ 08648	Program Support	2,000 00
12/4/09	Winners Walk Tall	5650 Given rd	Cincinnati, OH 45227	Program Support	500 00

12/4/09 Stepping Stones Center	24 Spring Hill Lane	Cincinnati, OH 45243	Program Support	250 00
Donation Total				476,703 00

RENT AND ROYALTY SUMMARY

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PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
S & A RETAIL INVESTO	-404.			-404.
TOTALS	-404.			-404.
	=====	=====	=====	=====