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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

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

WARDEN FAMILY FOUNDATION

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

4332 ALFRIENDS TRAIL

Room/suite

City or town, state, and ZIP code

VIRGINIA BEACH, VA 23455

A Employer identification number

54-1901227

B Telephone number

(757) 499-4020

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)

\$ 1,569,209.

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).)(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

Revenue

1 Contributions, gifts, grants, etc., received

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

49,059.

49,059.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

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

<104,711.>

b Gross sales price for all
assets on line 6a 170,303.

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

0.

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)

11 Other income

12 Total. Add lines 1 through 11

<55,652.>

49,059.

Expenses

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees STMT 2

55.

55.

0.

b Accounting fees STMT 3

3,398.

2,265.

1,133.

c Other professional fees

Operating and Administrative

17 Interest

18 Taxes STMT 4

1,721.

450.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 5

11,216.

11,216.

0.

24 Total operating and administrative
expenses. Add lines 13 through 23

16,390.

13,986.

1,133.

25 Contributions, gifts, grants paid

67,500.

67,500.

26 Total expenses and disbursements.

Add lines 24 and 25

83,890.

13,986.

68,633.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

<139,542.>

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

35,073.

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

N/A

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	<4,730.>	25.	25.
	2 Savings and temporary cash investments	384,341.	72,754.	72,754.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	78,126.	45,555.	43,112.
	b Investments - corporate stock STMT 8	1,226,186.	1,426,047.	1,453,318.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,683,923.	1,544,381.	1,569,209.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,683,923.	1,544,381.	
30 Total net assets or fund balances	1,683,923.	1,544,381.		
31 Total liabilities and net assets/fund balances	1,683,923.	1,544,381.		

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	1,683,923.
2 Enter amount from Part I, line 27a	2	<139,542.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,544,381.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,544,381.

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				
b	SEE ATTACHED STATEMENT			
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	170,303.	275,014.	<104,711.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) 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			<104,711.>	
2 Capital gain net income or (net capital loss)		2		<104,711.>
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). If (loss), enter -0- in Part I, line 8		3		N/A

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 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	77,466.	1,696,529.	.045661
2007	99,687.	1,997,574.	.049904
2006	88,307.	1,856,347.	.047570
2005	88,735.	1,763,525.	.050317
2004	89,084.	1,720,821.	.051768

2 Total of line 1, column (d)	2	.245220
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	.049044
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,451,407.
5 Multiply line 4 by line 3	5	71,183.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	351.
7 Add lines 5 and 6	7	71,534.
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	68,633.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	701.
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	0.
3 Add lines 1 and 2		3	701.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	701.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	899.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 800. Refunded <input checked="" type="checkbox"/>	11	99.	

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 instructions for 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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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 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? Website address ► N/A	13	X	
14	The books are in care of ► WILLIAM WARDEN Located at ► C/O CYRUS DOLPH IV, P.O. BOX 13109, NORFOLK, VA Telephone no. ► 757 466-0464 ZIP+4 ► 23506			
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		N/A

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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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?		1c
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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?		4b

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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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

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

0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,214,037.
b	Average of monthly cash balances	1b	259,473.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,473,510.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,473,510.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,103.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,451,407.
6	Minimum investment return. Enter 5% of line 5	6	72,570.

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	72,570.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	701.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	701.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	71,869.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	71,869.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	71,869.

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	68,633.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	68,633.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	68,633.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				71,869.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006	1,738.			
d From 2007	2,678.			
e From 2008				
f Total of lines 3a through e	4,416.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 68,633.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				68,633.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,236.			3,236.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,180.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,180.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	1,180.			
d Excess from 2008				
e Excess from 2009				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	49,059.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	<104,711.>	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		<55,652.>	0.
13 Total. Add line 12, columns (b), (d), and (e)						<55,652.>

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

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

[illegible]

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
Sign Here	Signature of officer or trustee <i>William B. Warden</i>		Date <i>8/5/10</i>
	Title PRESIDENT		
Paid Preparer's Use Only	Preparer's signature <i>David W. Bowman</i>	Date AUG 04 2010	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code GOODMAN & COMPANY, L.L.P. • ONE COMMERCIAL PLACE, SUITE 800 NORFOLK, VA 23510		EIN 757.624.5100

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	UBS #22335 - SEE ATTACHED	P	VARIOUS	/ / 09
b	UBS #20240 - SEE ATTACHED	P	VARIOUS	/ / 09
c	SCHWAB #6058 - SEE ATTACHED	P	VARIOUS	/ / 09
d	SCHWAB #6058 - SEE ATTACHED	P	VARIOUS	/ / 09
e	SETTLEMENT PROCEEDS	P	VARIOUS	07/15/09
f	POWERSHARES K-1	P	VARIOUS	/ / 09
g	POWERSHARES K-1	P	VARIOUS	/ / 09
h	POWERSHARES K-1 (IRC 1256)	P	VARIOUS	/ / 09
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(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 9,543.		9,414.	129.
b 82,663.		121,095.	<38,432.>
c 1,727.		3,893.	<2,166.>
d 74,077.		140,612.	<66,535.>
e 445.			445.
f 142.			142.
g 81.			81.
h 534.			534.
i 1,091.			1,091.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			129.
b			<38,432.>
c			<2,166.>
d			<66,535.>
e			445.
f			142.
g			81.
h			534.
i			1,091.
j			
k			
l			
m			
n			
o			

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	<104,711.>
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

[illegible]

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
POWERSHARES	11.	0.	11.
SCHWAB - 6058	39,237.	1,091.	38,146.
UBS - 20240	3,225.	0.	3,225.
UBS - 22335	7,649.	0.	7,649.
UBS - 29744	28.	0.	28.
TOTAL TO FM 990-PF, PART I, LN 4	50,150.	1,091.	49,059.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	55.	55.		0.
TO FM 990-PF, PG 1, LN 16A	55.	55.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,398.	2,265.		1,133.
TO FORM 990-PF, PG 1, LN 16B	3,398.	2,265.		1,133.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TREASURER OF VIRGINIA	25.	25.		0.	
FOREIGN TAXES PAID	425.	425.		0.	
FEDERAL INCOME TAX	1,271.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1,721.	450.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	11,190.	11,190.		0.	
OFFICE EXPENSES	26.	26.		0.	
TO FORM 990-PF, PG 1, LN 23	11,216.	11,216.		0.	

FOOTNOTES				STATEMENT	6
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PART XVIII ADDITIONAL INFORMATION:
 THE ORGANIZATION HAS COMPLIED WITH THE PUBLIC INSPECTION
 REQUIREMENTS FOR RETURNS AND EXEMPTION APPLICATIONS AS
 DIRECTED IN T.D. 8861.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT SECURITIES	X		45,555.	43,112.
TOTAL U.S. GOVERNMENT OBLIGATIONS			45,555.	43,112.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			45,555.	43,112.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS/EQUITIES	1,426,047.	1,453,318.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,426,047.	1,453,318.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
WILLIAM B. WARDEN 4332 ALFRIENDS TRAIL VA BEACH, VA 23455	PRESIDENT 0.10	0.	0. 0.
SANDRA S. WARDEN 4332 ALFRIENDS TRAIL VA BEACH, VA 23455	SECRETARY TREASURER 0.40	0.	0. 0.
MARK R. WARDEN 5340 EDGEWATER DRIVE NORFOLK, VA 23508	DIRECTOR 0.10	0.	0. 0.
WILLIAM S. WARDEN 13875 WHITE HERON PLACE JACKSONVILLE, FL 32224	DIRECTOR 0.10	0.	0. 0.
JEFFREY B. WARDEN 1816 LAUREL OAK LANE VA BEACH, VA 23453	DIRECTOR 0.10	0.	0. 0.
SUSAN C. WARDEN POPE 1033 HILLVIEW BLVD. VA BEACH, VA 23464	DIRECTOR 0.10	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0. 0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACCESS - TIDEWATER SCHOLARSHIP FOUNDATION P.O.BOX 1357 NORFOLK, VA 23501	N/A ENVIRONMENTAL & EDUCATION	501(C)(3)	1,000.
ALLIANCE FOR FAMILIES AND CHILDREN 2600 MEMORIAL AVE. LYNCHBURG, VA 24501	N/A FAMILY WELFARE	501(C)(3)	1,000.
ANGEL FLIGHT OF VIRGINIA 4620 HAYGOOD RD., SUITE 1 VA BEACH, VA 23455	N/A NO-COST MEDICAL TRANSPORTATION FOR FINANCIALLY NEEDY	501(C)(3)	500.
BEACH HEALTH CLINIC 3396 HOLLAND RD., SUITE 102 VA BEACH, VA 23452	N/A HEALTH CARE FOR UNINSURED	501(C)(3)	5,000.
BOYS & GIRLS CLUBS OF HAMPTON ROADS 3415 AZALEA GARDEN RD. NORFOLK, VA 23501	N/A CHILD DEVELOPMENT	501(C)(3)	1,500.
CAPE HENRY COLLEGIATE SCHOOL 1320 MILL DAM RD. VA BEACH, VA 23454	N/A EDUCATION	501(C)(3)	1,200.
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVE. ANNAPOLIS, MD 21403	N/A ENVIORNMENT PROTECTION/PRESERVATIO	501(C)(3)	1,000.
CHILDRENS HOSPITAL OF KINGS DAUGHTERS 601 CHILDRENS' LANE NORFOLK, VA 23501	N/A CHILD HEALTH/WELFARE	501(C)(3)	6,500.

CRISIS PREGNANCY CENTER OF TIDEWATER P.O.BOX 119 NORFOLK, VA 23501	N/A CRISIS PREGNANCY COUNSELING	501(C)(3)	2,000.
EASTERN VA MEDICAL SCHOOL FOUNDATION 358 MOWBRAY ARCH NORFOLK, VA 23501	N/A EDUCATION	501(C)(3)	1,000.
EDMARC HOSPICE FOR CHILDREN 516 LONDON ST. PORTSMOUTH, VA 23704	N/A CHILD WELFARE	501(C)(3)	1,000.
EQUI-KIDS THERAPEUTIC RIDING PROGRAM BOX 4095 VA BEACH, VA 23454	N/A CHILD DEVELOPMENT	501(C)(3)	4,000.
F.O.R. KIDS, INC. P.O.BOX 6044 NORFOLK, VA 23508	N/A WELFARE & SHELTER	501(C)(3)	1,000.
FOOD FOR THE POOR 550 SW 12TH AVE. DEERFIELD BEACH, FL 33442	N/A FOOD PROGRAMS	501(C)(3)	3,000.
FOODBANK OF SE VA BOX 1940 NORFOLK, VA 23501	N/A FOOD PROGRAMS	501(C)(3)	5,000.
JUDEO-CHRISTIAN OUTREACH CENTER BOX 831 VA BEACH, VA 23451	N/A FAMILY WELFARE	501(C)(3)	2,000.
MEALS ON WHEELS 3750 SENTARA WAY VA BEACH, VA 23452	N/A HOME DELIVERED MEALS TO THE ELDERLY	501(C)(3)	1,000.
NORFOLK CITY UNION OF KING'S DAUGHTERS 601 CHILDRENS' LANE NORFOLK, VA 23507	N/A CHILD HEALTH/WELFARE	501(C)(3)	5,000.

OLD DONATION EPISCOPAL DAY SCHOOL 4449 WITCHDUCK ROAD VA BEACH, VA 23455	N/A EDUCATION	501(C)(3)	300.
PHYSICIANS FOR PEACE 229 W. BUTE ST. NORFOLK, VA 23510	N/A VOLUNTEER MEDICAL MISSIONS	501(C)(3)	1,000.
PRESBYTERIAN HOMES & FAMILY SVCS INC. 150 LINDEN AVE. LYNCHBURG, VA 24503	N/A SUPPORT OF FAMILIES IN CRISIS	501(C)(3)	1,000.
SAMARITAN HOUSE P.O.BOX 2400, SUITE 226 VA BEACH, VA 23450	N/A FAMILY WELFARE	501(C)(3)	2,000.
SETON YOUTH SHELTERS 3333-28 VIRGINIA BEACH BLVD. VA BEACH, VA 23452	N/A FAMILY WELFARE	501(C)(3)	1,500.
ST. COLUMBA ECUMENICAL MINISTRIES 2114 LAFAYETTE BLVD. NORFOLK, VA 23509	N/A SERVICE TO INDIGENT & HOMELESS FAMILIES	501(C)(3)	2,000.
ST. MARY'S HOME 6171 KWMPAVILLE CIRCLE NORFOLK, VA 23502	N/A CARE FOR HANDICAP CHILDREN	501(C)(3)	3,000.
SUNRISE CENTER P.O.BOX 1871 RICHLANDS, VA 24641	N/A EDUCATION & WELFARE	501(C)(3)	1,000.
THE DWELLING PLACE P.O.BOX 6194 NORFOLK, VA 23508	N/A FAMILY WELFARE	501(C)(3)	1,000.
THE WILLIAMS SCHOOL 419 COLONIAL AVE. NORFOLK, VA 23507	N/A EDUCATION	501(C)(3)	1,000.

TIDEWATER PASTORAL COUNSELING 7305B HAMPTON BLVD NORFOLK, VA 23505	N/A FAMILY COUNSELING	501(C)(3)	2,000.
UNION MISSION 130 W. BROOKE AVE. NORFOLK, VA 23510	N/A WELFARE & SHELTER	501(C)(3)	2,500.
VA STAGE COMPANY BOX 3770 NORFOLK, VA 23525	N/A CULTURAL & ARTS	501(C)(3)	1,000.
VA SYMPHONY DEVELOPMENT DEPT 861 GLENROCK RD., SUITE 200 NORFOLK, VA 23501	N/A CULTURAL & ARTS	501(C)(3)	1,000.
VIRGINIA BEACH CASA, INC 2425 NIMMO PKWAY VA BEACH, VA 23456	N/A CHILD WELFARE	501(C)(3)	1,000.
SURFRIDER FOUNDATION P.O.BOX 8367 NORFOLK, VA 23503	N/A ENVIORNMENT PROTECTION/PRESERVATIO	501(C)(3)	1,000.
CHESAPEAKE BAY ACADEMY 821 BAKER ROAD VA BEACH, VA 23462	N/A EDUCATION	501(C)(3)	1,000.
CEREBRAL PALSY OF VIRGINIA 5825 ARROWHEAD DRIVE, SUITE 201 VA BEACH, VA 23462	N/A CHILD HEALTH/WELFARE	501(C)(3)	1,000.
SQUARE ONE 287 INDEPENDENCE BLVD. PEMBROKE II, SUITE 120 VA BEACH, VA 23462	N/A CHILD HEALTH/WELFARE	501(C)(3)	500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			67,500.

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	WARDEN FAMILY FOUNDATION	54-1901227
	Number, street, and room or suite no. If a P.O. box, see instructions. 4332 ALFRIENDS TRAIL	
City, town or post office, state, and ZIP code. For a foreign address, see instructions. VIRGINIA BEACH, VA 23455		

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

WILLIAM WARDEN

- The books are in the care of ► **C/O CYRUS DOLPH IV, P.O. BOX 13109 - NORFOLK, VA 23506**
Telephone No. ► **757 466-0464** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2009** or
► tax year beginning , and ending

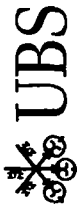
- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	733.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,600.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)



UBS Financial Services Inc.
1 COMMERCIAL PLACE
15TH FLOOR
NORFOLK VA 23510-2117

APP1000241319 1209X15 VN 0

2009 Year End Summary

Account name: WARDEN FAMILY FOUNDATION
ANCHOR CAPITAL ACCOUNT
Friendly account name: Foundation/Anch
Account number: VN 22335 JH

Your Financial Advisor:
HAUGH/MACUKAS
Phone. 757-622-1321/800-522-5782

WARDEN FAMILY FOUNDATION
ANCHOR CAPITAL ACCOUNT
WILLIAM B WARDEN, PRESIDENT
SANDRA S. WARDEN, SEC-TREAS
4332 ALFRIENDS TRAIL
VIRGINIA BEACH VA 23455-6102

Foundation
22335
Anchor

Summary of gains and losses

	Amount (\$)
Long term	129.04

Realized gains and losses

Estimated 2009 gains and losses for transactions with trade dates through 12/31/09 have been incorporated into this statement. To calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order. This is known as a versus purchases or VSP order. See *Important information about your statement* on the last page of this statement for more information.

Long-term capital gains and losses

Security description	Method	Quantity or face value (\$)	Purchase date	Sale date	Sale amount (\$)	Purchase amount (\$)	Loss (\$)	Gain (\$)	Net gain or loss (\$)
AON CORP	FIFO	60,000	Mar 06, 03	Feb 24, 09	2,350.98	1,135.20		1,215.78	
NOBLE ENERGY INC	FIFO	30,000	Mar 06, 03	Jan 13, 09	1,468.49	537.30		931.19	
PIONEER NAT RES CO	FIFO	110,000	Mar 06, 03	Apr 03, 09	1,949.32	2,961.20	-1,011.88		
ROWAN COMPANIES INC	FIFO	170,000	May 10, 05	Aug 24, 09	3,757.95	4,696.17	-938.22		

continued next page



Member SIPC

00007138 00022409

APP10001000241319 PP1000035322 00002 1209 X15 000000000 0 VN JH



Friendly account name: Foundation/Anch
Account number: VN 22335 JH

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value (\$)	Purchase date	Sale date	Sale amount (\$)	Purchase amount (\$)	Loss (\$)	Gain (\$)	Net gain or loss (\$)
TIME WARNER CABLE INC	LIFO	0.666	Feb 07, 07	Mar 12, 09	16.66	84.49	-67.83		
Total					\$9,543.40	\$9,414.36	-\$2,017.93	\$2,146.97	\$129.04
Net capital gains/losses:									\$129.04



UBS Financial Services Inc.
1 COMMERCIAL PLACE
15TH FLOOR
NORFOLK VA 23510-2117

APZ2000112801 1209 X15 VN 0

2009 Year End Summary

Account name: WARDEN FAMILY FOUNDATION

WILLIAM B. WARDEN PRESIDENT

Friendly account name: Foundation/PACE

Account type: PACE Multi

Account number: VN 20240 JH

Your Financial Advisor:

HAUGH/MACUKAS

Phone: 757-622-1321/800-522-5782

WARDEN FAMILY FOUNDATION
WILLIAM B. WARDEN PRESIDENT
SANDRA S. WARDEN, SEC-TREAS
4332 ALFRIENDS TRAIL
VIRGINIA BEACH VA 23455-6102

Foundation
20240
Multi PACE

Summary of gains and losses

Amount (\$)

Short term

-38,431.79

Realized gains and losses

Estimated 2009 gains and losses for transactions with trade dates through 12/31/09 have been incorporated into this statement. To calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method. We use this method unless you specified which tax lot to close when you placed your order. This is known as a versus purchases or VSP order. See *Important information about your statement* on the last page of this statement for more information.

We may not adjust gains and losses for all capital changes. Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium. Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided.

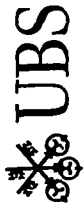
Short-term capital gains and losses

Security description	Method	Quantity or face value (\$)	Purchase date	Sale date	Purchase amount (\$)	Loss (\$)	Gain (\$)	Net gain or loss (\$)
AMERICAN FUNDS CAPITAL INCOME BUILDER FUND CLASS F	FIFO	1.204	Sep 22, 08	Mar 05, 09	62.95	-20.50		
	FIFO	15.792	Dec 22, 08	Mar 05, 09	642.58	-85.75		
	FIFO	604.854	Aug 29, 08	Mar 05, 09	32,783.09	-11,455.94		
	FIFO	5.725	Dec 05, 08	Mar 05, 09	226.32	-24.46		
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Member SIPC

00008919 00005690

APZ20001000112801 PZ2000012246 00002 1209 X15 000000000 0 VN JH



Friendly account name: Foundation/PACE
Account number: VN 20240 JH

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value (\$)	Purchase date	Sale date	Sale amount (\$)	Purchase amount (\$)	Loss (\$)	Gain (\$)	Net gain or loss (\$)
GATEWAY FUND CLASS A									
	FIFO	57,334	Dec 17, 08	Mar 05, 09	2,021.60	2,400.00	-378.40		
	FIFO	2,642	Sep 26, 08	Mar 05, 09	54.43	73.45	-19.02		
	FIFO	3,740	Dec 31, 08	Mar 05, 09	77.04	90.40	-13.36		
	FIFO	527,495	Aug 29, 08	Mar 05, 09	10,866.40	14,901.73	-4,035.33		
	FIFO	50,083	Dec 17, 08	Mar 05, 09	1,031.71	1,200.00	-168.29		
IVY ASSET STRATEGY FUND CLASS A									
	FIFO	190,919	Aug 29, 08	Mar 05, 09	3,438.46	4,839.80	-1,401.34		
IVY GLOBAL NATURAL RESOURCES FUND CLASS A									
	FIFO	132,100	Dec 11, 08	Mar 05, 09	1,269.48	1,354.03	-84.55		
	FIFO	2,514	Dec 11, 08	Mar 05, 09	24.16	25.77	-1.61		
	FIFO	288,354	Dec 11, 08	Mar 05, 09	2,771.08	2,955.63	-184.55		
	FIFO	495,792	Aug 29, 08	Mar 05, 09	4,764.56	17,322.97	-12,558.41		
	FIFO	502,900	Dec 05, 08	Mar 05, 09	4,832.87	6,447.18	-1,614.31		
	FIFO	208,455	Dec 15, 08	Mar 05, 09	2,003.25	2,149.17	-145.92		
	FIFO	109,689	Dec 17, 08	Mar 05, 09	1,054.11	1,200.00	-145.89		
LOOMIS SAYLES STRATEGIC INCOME FUND CLASS A									
	FIFO	1,069,190	Aug 29, 08	Mar 05, 09	10,745.36	14,669.29	-3,923.93		
LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS A									
	FIFO	6,667	Sep 05, 08	Mar 05, 09	63.27	75.20	-11.93		
	FIFO	6,662	Oct 06, 08	Mar 05, 09	63.22	69.75	-6.53		
	FIFO	8,239	Nov 06, 08	Mar 05, 09	78.19	76.62		1.57	
	FIFO	8,351	Dec 04, 08	Mar 05, 09	79.25	78.33		0.92	
	FIFO	1,158,383	Aug 29, 08	Mar 05, 09	10,993.05	13,112.90	-2,119.85		
	FIFO	110,883	Dec 17, 08	Mar 05, 09	1,052.28	1,080.00	-27.72		
	FIFO	36,889	Earnings	Mar 05, 09	350.07	356.76	-6.69		
UBS PACE MONEY MARKET INVESTMENT FUND CLASS P									
	FIFO	0.250	Dec 15, 08	Oct 23, 09	0.25				
	FIFO	0.800	Nov 17, 08	Oct 23, 09	0.80				
	FIFO	3,730	Dec 31, 08	Oct 23, 09	3.73				
	FIFO	240,000	Dec 17, 08	Oct 23, 09	240.00	240.00			

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Business Services Account

Account name: WARDEN FAMILY FOUNDATION
Friendly account name: Foundation/PACE
Account type: PACE Multi
Account number: VN 20240 JH

Your Financial Advisor:
HAUGH/MACUKAS
757-622-1321/800-522-5782

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value (\$)	Purchase date	Sale date	Sale amount (\$)	Purchase amount (\$)	Loss (\$)	Gain (\$)	Net gain or loss (\$)
FIFO		167.310	Mar 05, 09	Oct 23, 09	167.31	167.31			
FIFO		2.240	Earnings	Oct 23, 09	2.24	2.24			
FIFO		2.380	Sep 15, 08	Jul 24, 09	2.38	2.38			
FIFO		4.910	Oct 16, 08	Jul 24, 09	4.91	4.91			
FIFO		3.350	Nov 17, 08	Jul 24, 09	3.35	3.35			
FIFO		370.910	Aug 29, 08	Jul 24, 09	370.91	370.91			
FIFO		354.670	Aug 29, 08	Apr 23, 09	354.67	354.67			
FIFO		1,383.280	Aug 29, 08	Mar 09, 09	1,383.28	1,383.28			
FIFO		366.840	Aug 29, 08	Jan 23, 09	366.84	366.84			
Total					\$82,662.80	\$121,094.59	-\$38,434.28	\$2.49	-\$38,431.79
Net capital gains/losses:									-\$38,431.79





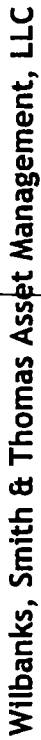
WILBANKS, SMITH & THOMAS ASSET MANAGEMENT, LLC

REALIZED GAINS AND LOSSES

Warden Family Foundation
From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
09-13-06	03-09-09	4,845.856	DFA International Value	100,000.00	41,211.24		-58,788.76
12-18-06	03-09-09	70.135	DFA International Value	1,603.98	596.46		-1,007.52
12-18-06	03-09-09	26.698	DFA International Value	610.58	227.05		-383.53
12-18-06	03-09-09	0.424	DFA International Value	9.69	3.61		-6.08
03-08-07	03-09-09	2.953	DFA International Value	69.20	25.11		-44.09
06-08-07	03-09-09	78.198	DFA International Value	1,993.26	665.03		-1,328.23
09-10-07	03-09-09	26.882	DFA International Value	648.13	228.62		-419.51
12-19-07	03-09-09	92.287	DFA International Value	2,177.04	784.85		-1,392.19
12-19-07	03-09-09	39.184	DFA International Value	924.36	333.24		-591.12
12-19-07	03-09-09	0.214	DFA International Value	5.05	1.82		-3.23
03-10-08	03-09-09	5.881	DFA International Value	124.39	50.01	-74.38	
06-10-08	03-09-09	125.816	DFA International Value	2,718.89	1,069.99	-1,648.90	
09-09-08	03-09-09	33.104	DFA International Value	589.91	281.53	-308.38	
12-10-08	03-09-09	38.261	DFA International Value	459.90	325.39	-134.51	

The Information herein was obtained from sources we consider to be reliable. While their accuracy, unfortunately cannot be guaranteed, it should prove useful in verifying 1099's, K-1's, and custodian statements. As the tax treatment of premium and zero coupon bonds is unusual, please give particular scrutiny to any such data within.



WILBANKS, SMITH & THOMAS ASSET MANAGEMENT, LLC

REALIZED GAINS AND LOSSES

Warden Family Foundation

From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost		Gain Or Loss	
				Basis	Proceeds	Short Term	Long Term
08-05-02	03-15-09	30,000	FHLMC (Bullet) 5.750% Due 03-15-09	32,571.00	30,000.00		-2,571.00
TOTAL GAINS						0.00	0.00
TOTAL LOSSES						-2,166.17	-66,535.26
TOTAL REALIZED GAIN/LOSS				-68,701.43	75,803.95	-2,166.17	-66,535.26
CAPITAL GAIN DISTRIBUTIONS							
05-28-09			Baron Growth Fund				38.15
12-09-09			DFA Emerging Markets Value				539.54
12-09-09			DFA Emerging Markets Value			304.69	
12-09-09			PIMCO Total Return Fund Cl			1,846.68	
12-09-09			PIMCO Total Return Fund Cl				513.69

The information herein was obtained from sources we consider to be reliable. While their accuracy, unfortunately cannot be guaranteed, it should prove useful in verifying 1099's, K-1's, and custodial statements. As the tax treatment of premium and zero coupon bonds is unusual, please give particular scrutiny to any such data within.