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Form **990-PF**

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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

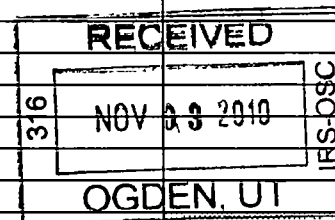
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning **07/01/09**, and ending **06/30/10**

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 WARFIELD FOUNDATION, INC.		A Employer identification number 76-0710383
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 501 INDEPENDENCE PARKWAY 201		B Telephone number (see page 10 of the instructions) 757-548-2323
	City or town, state, and ZIP code CHESAPEAKE VA 23320		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"/>
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			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,322,589		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	6,697			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	799	799		
	4 Dividends and interest from securities	90,649	90,649		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STMT 1	-126,621			
	b Gross sales price for all assets on line 6a 1,256,977				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STMT 2	2,417	2,198			
12 Total. Add lines 1 through 11	-26,059	93,646	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	3,625	3,625		
	c Other professional fees (attach schedule) STMT 4	28,738	28,738		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	6,946	6,620		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 6	11	11		
	24 Total operating and administrative expenses. Add lines 13 through 23	39,320	38,994		0
	25 Contributions, gifts, grants paid	108,785			108,785
26 Total expenses and disbursements. Add lines 24 and 25	148,105	38,994	0	108,785	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-174,164				
b Net investment income (if negative, enter -0-)		54,652			
c Adjusted net income (if negative, enter -0-)			0		



For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

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		400,836	502,092	502,092
	2	Savings and temporary cash investments				
	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 (att schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule) SEE STMT 7		2,091,735	1,871,448	1,697,329
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule) SEE STATEMENT 8		141,165	86,032	123,168
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		2,633,736	2,459,572	2,322,589
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)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		2,633,736	2,459,572	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	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)		2,633,736	2,459,572	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,633,736	2,459,572	

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	2,633,736
2	Enter amount from Part I, line 27a	2	-174,164
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,459,572
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,459,572

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 N/A				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation 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	107,310	2,163,360	0.049603
2007	107,132	2,162,124	0.049549
2006			
2005			
2004			

2 Total of line 1, column (d)	2	0.099152
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	0.049576
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,363,438
5 Multiply line 4 by line 3	5	117,170
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	547
7 Add lines 5 and 6	7	117,717
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 on page 18	8	108,785

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 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	1,093
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	1,093
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	1,093
6 Credits/Payments.			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
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		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		9
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,102
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be. Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV		X
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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? Website address ► N/A	13	X	

14 The books are in care of ► **JERRY L. BOWMAN** Telephone no ► **757-548-2323**
501 INDEPENDENCE PARKWAY, STE201
 Located at ► **CHESAPEAKE, VA** ZIP+4 ► **23320**

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** ► ☐

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	
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?	N/A	
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 ► 20 , 20 , 20 , 20	<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)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? Organizations relying on a current notice regarding disaster assistance check here ☐ **N/A** **5b**

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

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? **N/A** **7b**

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
CINDY SHINAULT 6041 NEWPORT AVENUE NORFOLK VA 23505	DIRECTOR 5.00	0	0	0
JERRY L. BOWMAN 501 INDEPENDENCE PRKWAY, SUITE 201 CHESAPEAKE VA 23320	PRESIDENT 5.00	0	0	0
WESLEY E. BARNES, JR. 908 EDEN WAY NORTH, SUITE 201 CHESAPEAKE VA 23320	SECRETARY 5.00	0	0	0
K. MAXWELL DALE 500 EAST MAIN STREET, SUITE 300 NORFOLK VA 23510	VICE PRES 5.00	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				

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

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		

Total number of others receiving over \$50,000 for professional services ▶**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 (see page 24 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 N/A	
2	
All other program-related investments. See page 24 of the instructions. 3	

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	2,204,160
b	Average of monthly cash balances	1b	195,269
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,399,429
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	2,399,429
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	35,991
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,363,438
6	Minimum investment return. Enter 5% of line 5	6	118,172

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	118,172
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,093
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,093
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	117,079
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	117,079
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	117,079

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	108,785
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	108,785
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	108,785

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				117,079
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			107,338	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 108,785				
a Applied to 2008, but not more than line 2a			107,338	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				1,447
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				115,632
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)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

Tax year

Prior 3 years

(e) Total

(a) 2009

(b) 2008

(c) 2007

(d) 2006

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

N/A

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

N/A

c Any submission deadlines.

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CHKD 601 CHILDREN'S LANE NORFOLK VA 23507	DIVISION OF	HEMATOLOGY &	ONCOLOGY	20,673
CHURCH OF ASCENSION 405 TALBOT HALL ROAD NORFOLK VA 23505	EDUCATION /	SPIRITUAL	RETREATS	9,188
COLLEGE OF WILLIAM & MARY 5300 DISCOVERY PARK BLVD WILLIAMSBURG VA 23185	ZORA & GILMER	WARFIELD	SCHOLARSHIP	20,673
EPISCOPAL DIOCESE OF S VA 600 TALBOT ROAD NORFOLK VA 23505	CAMP CHANCO;	SPEAKERS &	EDUCATION	9,188
EVMS P.O. BOX 1980 NORFOLK VA 23501	ZORA & GILMER	WARFIELD	PROFESSORSHIP	20,673
GIRL SCOUT COUNCIL OF CC 912 CEDAR ROAD CHESAPEAKE VA 23320		GENERAL	SUPPORT	11,688
OLD DOMINION UNIVERSITY DIR OF DONOR RELATIONS NORFOLK VA 23529			SCHOLARSHIPS	7,514
VIRGINIA TECH DIR OF DONOR RELATIONS BLACKSBURG VA 24061	ZORA & GILMER	WARFIELD	SCHOLARSHIP	9,188
Total			▶ 3a	108,785
b Approved for future payment N/A				
Total			▶ 3b	

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

THE WARFIELD FOUNDATION, INC.

76-0710383

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

THE WARFIELD FOUNDATION, INC.

Employer identification number

76-0710383**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MELISSA A WARFIELD TRUST 501 INDEPENDENCE PKWY SUITE 201 CHESAPEAKE VA 23320	\$ 6,697	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Federal Statements

10/19/2010 12:17 PM

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
SEE ATTACHED FORM 8453	VARIOUS	VARIOUS	VARIOUS	\$ 614,310	PURCHASE	608,754	\$	\$	5,556
SEE ATTACHED FORM 8453	VARIOUS	VARIOUS	VARIOUS	597,782	PURCHASE	715,174			-117,392
OPTIONS	VARIOUS	VARIOUS	VARIOUS	5,679	PURCHASE	2,432			3,247
OPTIONS	VARIOUS	VARIOUS	VARIOUS	7,705	PURCHASE	5,905			1,800
MARKWEST ENERGY PARTNERS	VARIOUS	10/28/09	VARIOUS	31,499	PURCHASE	44,179			-12,680
MISCELLANEOUS	VARIOUS	VARIOUS	VARIOUS		PURCHASE	6,875			-6,875
CASH IN LIEU	8/31/09				PURCHASE				2
MARKWEST ENERGY PARTNERS	VARIOUS				PURCHASE	279			-279
TOTAL				\$ 1,256,977	\$ 1,383,598	\$ 0	\$ 0	\$ -126,621	

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
27-0005456 MARTWEST ENERGY	\$ -3,360	\$	\$
65-1177591 LINN ENERGY LLC	153		
73-1389684 TERRA NITROGEN CO	186		
ROYALTY PAYMENTS	2,198	2,198	
LINN ENERGY, LLC	-34		
MARKWEST ENERGY PARTNERS LP	3,082		
TERRA NITROGEN COMPANY	192		
TOTAL	\$ 2,417	\$ 2,198	\$ 0

Federal Statements**Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 3,625	\$ 3,625	\$	\$
TOTAL	\$ 3,625	\$ 3,625	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES	\$ 28,738	\$ 28,738	\$	\$
TOTAL	\$ 28,738	\$ 28,738	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 6,620	\$ 6,620	\$	\$
FEDERAL EXCISE TAX	326			
TOTAL	\$ 6,946	\$ 6,620	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
SCHEDULE K-1 EXPENSE	11	11		
TOTAL	\$ 11	\$ 11	\$ 0	\$ 0

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
AG EDWARDS	\$ 2,091,735	\$ 1,871,448	COST	\$ 1,697,329
TOTAL	<u>\$ 2,091,735</u>	<u>\$ 1,871,448</u>		<u>\$ 1,697,329</u>

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
LIMITED LIABILITY PARTNERSHIPS	\$ 141,165	\$ 86,032	COST	\$ 123,168
TOTAL	<u>\$ 141,165</u>	<u>\$ 86,032</u>		<u>\$ 123,168</u>

Schedule of Realized Gains and Losses

07/01/2009 - 06/30/2010

Thursday, July 01, 2010
NN84 DALE K MAXWELL

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost Amount	Trade Price	Close Date	Close Amt	Close Price	Realized % Gain or Loss
----------	------	----------	-----------	-------------	----------------------	-------------	------------	-----------	-------------	-------------------------

Long	800	ABBOTT LABORATORIES	ABT	01/03/2008	44,648.00	55,8100	11/20/2009	42,598.90	53.2500	-2.049 10 -4.59
	813	ABBOTT LABORATORIES	ABT	01/03/2008	45,373.53	55,8100	01/14/2010	44,934.01	55.2701	-439.52 -0.97
	1,192	ALTRIA GROUP INC	MO	01/03/2008	27,452.42	23.0308	08/24/2010	23,459.35	19.6810	-3,993.07 -14.55
	1,320	BARRICK GOLD CORP	ABX	02/28/2008	69,788.40	52.8700	03/31/2010	50,518.20	38.2705	-19,272.20 -27.62
	400	BARRICK GOLD CORP	ABX	02/28/2008	21,148.60	52.8700	03/31/2010	15,311.74	38.2800	-5,836.86 -27.60
	400	ENERPLUS RES FD TR G NEW	ERF	01/03/2008	16,466.06	41.3200	08/03/2009	8,259.78	20.8500	-8,206.28 -49.85
	500	ENERPLUS RES FD TR G NEW	ERF	01/03/2008	20,597.56	41.3300	08/03/2009	10,324.73	20.6500	-10,272.83 -49.68
	200	ENERPLUS RES FD TR G NEW	ERF	01/03/2008	8,238.96	41.3500	08/03/2009	4,129.90	20.6500	-4,109.06 -49.69
	521	FRONTLINE LIMITED	FRO	01/03/2008	25,753.03	49.4300	09/10/2009	11,357.50	21.8000	-14,395.53 -55.90
	579	FRONTLINE LIMITED	FRO	01/03/2008	28,831.55	49.4500	09/10/2009	12,621.88	21.8000	-16,209.67 -55.92
	721	FRONTLINE LIMITED	FRO	01/03/2008	35,653.45	49.4500	09/10/2009	15,703.62	21.7809	-19,949.83 -55.85
	1,103	HEWLETT-PACKARD COMPANY	HPQ	01/03/2008	54,842.62	49.5400	05/04/2010	58,781.48	51.4800	2,138.86 3.91
	568	HEWLETT-PACKARD COMPANY	HPQ	01/03/2008	28,039.94	49.5400	05/04/2010	28,125.86	51.4800	1,086.22 3.87
	149	HEWLETT-PACKARD COMPANY	HPQ	01/03/2008	7,381.46	49.5400	05/04/2010	7,871.88	51.4900	290.42 3.93
	1,000	KNIGHTSBRIDGE TANKERS	VLCF	02/15/2008	28,540.00	28.5400	09/10/2009	13,169.68	13.1700	-15,370.34 -53.86
	800	ROYAL BANK CDA MONTREAL	RY	01/03/2008	40,588.00	50.7100	10/13/2009	37,199.04	46.5000	-3,388.96 -8.30
	100	ROYAL BANK CDA MONTREAL	RY	01/03/2008	5,071.00	50.7100	10/13/2009	4,849.87	48.5000	-221.13 -4.30
	1,200	SOUTHERN COPPER CORP DEL	SCCO	01/03/2008	44,000.00	36.6667	01/15/2010	37,199.53	31.0000	-6,800.47 -15.45
	1,254	SOUTHERN COPPER CORP DEL	SCCO	01/03/2008	45,980.00	36.6667	05/03/2010	37,995.23	30.2200	-8,084.77 -17.58
	1,100	SOUTHERN COPPER CORP DEL	SCCO	04/23/2009	19,250.00	17.5000	05/03/2010	33,241.43	30.2200	13,991.43 72.68
	448	SOUTHERN COPPER CORP DEL	SCCO	04/28/2009	7,800.54	17.4500	05/03/2010	13,477.90	30.2200	5,677.36 72.78
	8,080	TAIWAN SEMICON /IFG CO	TSM	05/20/2008	90,180.00	11.1581	01/14/2010	89,152.49	10.9101	-2,007.51 -2.23

715,174.22

597,781.98

117,392.24

Thursday, July 01, 2010
NN84 DALE K MAXWELL

Schedule of Realized Gains and Losses

07/01/2009 - 06/30/2010

Scott & Stangor
A BBAT Corporation Affiliate
Prepared For:

8621-6250
THE WARFIELD FOUNDATION INC
501 INDEPENDENCE PKWY
SUITE 201
CHESAPEAKE VA 23320-5174

Quantity	Name	Security	Open Date	Cost Amount	Adjusted Cost	Trade Price	Close Date	Close Amt	Close Price	Realized % Gain or Loss
400	AMAZON COM INC	AMZN	08/03/2009	35,112.00		67.7600	11/19/2009	51,598.87	129.0000	18,486.87 46.95
350	APPLE INC	AAPL	09/11/2009	60,269.00		172.0000	06/30/2010	88,549.37	253.0025	28,349.37 47.09
220	APPLE INC	AAPL	01/13/2010	48,219.78		210.0898	06/30/2010	55,659.62	253.0025	9,439.86 20.42
500	BP PLC SPONS ADR	BP	05/20/2010	22,539.50		45.0790	06/01/2010	18,859.68	37.3200	-3,679.82 -17.21
300	BP PLC SPONS ADR	BP	05/21/2010	13,050.00		43.5000	06/01/2010	11,195.81	37.3200	-1,854.19 -14.21
200	BP PLC SPONS ADR	BP	05/21/2010	8,700.00		43.5000	06/01/2010	7,481.87	37.3100	-1,238.13 -14.23
500	BP PLC SPONS ADR	BP	06/02/2010	18,535.00		37.0700	06/09/2010	15,999.77	32.0001	-2,535.23 -13.88
200	BP PLC SPONS ADR	BP	06/02/2010	11,109.00		37.0300	06/09/2010	9,802.84	32.0100	-1,506.16 -13.56
200	BP PLC SPONS ADR	BP	06/02/2010	7,409.98		37.0499	06/09/2010	6,401.28	32.0100	-1,008.70 -13.60
200	BP PLC SPONS ADR	BP	06/03/2009	14,422.00		144.2200	06/02/2010	12,171.00	121.7121	-2,251.00 -15.61
100	CURRENCYSHARES EURO TR	FXE	06/03/2009	14,423.00		144.2300	06/02/2010	12,170.99	121.7110	-2,252.01 -15.61
100	CURRENCYSHARES EURO TR	FXE	06/03/2009	50,699.84		84.4994	03/03/2010	52,901.44	88.1702	2,201.60 4.34
800	DIAMOND OFFSHORE DRING	DO	06/28/2009	8,449.00		84.4900	03/03/2010	8,816.91	89.1702	367.91 4.35
100	DIAMOND OFFSHORE DRING	DO	06/28/2009	81,335.00		76.8700	08/07/2009	61,838.40	77.0500	-302.40 0.49
800	ENTERGY CORP NEW	ETR	06/28/2009	60,920.91		67.8999	03/08/2010	87,825.14	75.1400	6,704.23 11.00
900	LORILLARD INC	LO	06/28/2009	34,232.00		31.1200	09/10/2009	25,882.33	23.5300	-8,349.67 -24.39
1,100	PIEDMONT NATURAL GAS	PNY	12/11/2008	155.60		31.1200	09/10/2009	117.87	23.5357	-37.73 -24.38
5	PIEDMONT NATURAL GAS	PNY	12/11/2008	21,828.34		31.1199	09/10/2009	18,356.89	23.5357	-3,471.45 -24.37
695	PIEDMONT NATURAL GAS	PNY	12/11/2008	6,223.97		31.1199	09/10/2009	4,701.97	23.5105	-1,522.00 -24.45
200	PIEDMONT NATURAL GAS	PNY	10/06/2008	22,050.00		31.5000	08/21/2009	13,299.65	19.0000	-8,750.35 -39.68
700	U S BANCORP DE NEW	USB	10/06/2008	25,358.06		31.8978	08/21/2009	15,199.61	19.0000	-10,158.47 -40.08
800	U S BANCORP DE NEW	USB	10/06/2008	65,980.00		32.9900	10/22/2009	58,298.50	28.1500	-7,681.50 -11.64
2,000	VERIZON COMMUNICATIONS	VZ								

5,556.17

614,309.91

608,753.74