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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

2010Department 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 2010, or tax year beginning **07/01/10**, and ending **06/30/11**

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

Name of foundation

THE WARFIELD FOUNDATION, INC.

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

501 INDEPENDENCE PARKWAY

Room/suite

201

City or town, state, and ZIP code

CHESAPEAKE VA 23320H 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 **J Accounting method.** Cash Accrual
 end of year (from Part II, col. (c),
 line 16) ► \$ **2,804,263** (Part I, column (d) must be on cash basis)

**A Employer Identification number
76-0710383**

**B Telephone number (see page 10 of the instructions)
757-548-2323**

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 ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

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

1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	399	399		
4 Dividends and interest from securities	97,572	97,572		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	STMT 1			
b Gross sales price for all assets on line 6a	1,565,849			
7 Capital gain net income (from Part IV, line 2)		176,002	0	0
8 Net short-term capital gain				
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	-8,119	937	
12 Total. Add lines 1 through 11		265,854	98,908	0

13 Compensation of officers, directors, trustees, etc		0		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) SEE STMT 3		3,479	3,479	
b Accounting fees (attach schedule) STMT 4		3,750	3,750	
c Other professional fees (attach schedule) STMT 5		31,422	31,422	

17 Interest		0		
18 Taxes (attach schedule) (see page 14 of the instructions)	STMT 6	4,793	4,793	
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch)	STMT 7	49	49	
24 Total operating and administrative expenses.				

Add lines 13 through 23		43,493	43,493	0	0
25 Contributions, gifts, grants paid		115,634			115,634
26 Total expenses and disbursements. Add lines 24 and 25		159,127	43,493	0	115,634
27 Subtract line 26 from line 12		106,727			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			55,415		
c Adjusted net income (if negative, enter -0-)				0	

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

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G14 17

Assets	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
1	Cash—non-interest-bearing		502,092	16,333	16,333
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 15 of the instructions)	0			
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)	SEE STMT 8			
b	Investments—corporate stock (attach schedule)		1,871,448	2,294,770	2,482,698
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 9	86,032	255,196	305,232
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)		2,459,572	2,566,299	2,804,263
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)			
Net Assets or Fund Balances	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	2,459,572	2,566,299	
	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)	2,459,572	2,566,299	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,459,572	2,566,299	

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	2,459,572
2	Enter amount from Part I, line 27a	2	106,727
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,566,299
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	2,566,299

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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2		
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))
2009	108,785	2,363,438	0.046028
2008	107,310	2,163,360	0.049603
2007	107,132	2,162,124	0.049549
2006			
2005			

2 Total of line 1, column (d)

2 0.145180

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 0.048393

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 2,662,294

5 Multiply line 4 by line 3

5 128,836

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 554

7 Add lines 5 and 6

7 129,390

8 Enter qualifying distributions from Part XII, line 4

8 115,634

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.
 Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)

1 1,108

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

2 0

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

3 1,108

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 0

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments.

a 2010 estimated tax payments and 2009 overpayment credited to 2010

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a

6b

6c

6d

7 Total credits and payments Add lines 6a through 6d

7 27

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8 27

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9 1,135

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 0

11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ► Refunded ► 11 0

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a Yes No

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.

1b Yes No

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

1c Yes No

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 Yes No

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 Yes No

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a Yes No

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.

5 Yes No

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 Yes No

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 Yes No

8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► **NONE**

8a Yes No

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 Yes No

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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV

9 Yes No

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10 Yes No

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	<input checked="" type="checkbox"/>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14	The books are in care of ► JERRY L. BOWMAN 501 INDEPENDENCE PARKWAY, STE 201	Telephone no ► 757-548-2323	
	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	<input type="checkbox"/>
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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.

1a	During the year did the foundation (either directly or indirectly).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
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 2010?	N/A	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20 , 20 , 20 , 20		
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 22 of the 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. ► 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 2010 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 2010)	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 2010?	<input checked="" type="checkbox"/>	4b

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/> 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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input checked="" type="checkbox"/> N/A <input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	<input checked="" type="checkbox"/> X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes," file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> 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 (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
TRACY KELLER 912 CEDAR ROAD	CHESAPEAKE VA 23322	DIRECTOR 5.00	0	0
JERRY L. BOWMAN 501 INDEPENDENCE PRKwy, SUITE 201	CHESAPEAKE VA 23320	PRESIDENT 5.00	0	0
WESLEY E. BARNES, JR. 908 EDEN WAY NORTH, SUITE 201	CHESAPEAKE VA 23320	SECRETARY 5.00	0	0
K. MAXWELL DALE 500 EAST MAIN STREET, SUITE 300	NORFOLK VA 23510	VICE PRES 5.00	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

 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 (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 ►

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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	2,527,678
b	Average of monthly cash balances	1b	175,159
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,702,837
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	2,702,837
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	40,543
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,662,294
6	Minimum investment return. Enter 5% of line 5	6	133,115

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	133,115
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,108
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,108
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	132,007
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	132,007
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	132,007

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	115,634
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	115,634
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	115,634

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				132,007
2 Undistributed income, if any, as of the end of 2010.			115,632	
a Enter amount for 2009 only				
b Total for prior years: 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2010.				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 115,634			115,632	
a Applied to 2009, but not more than line 2a				
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 2010 distributable amount				2
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				132,005
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, enter the date of the ruling ►

Tax year	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

N/A

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

N/A**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHKD 601 CHILDREN'S LANE NORFOLK VA 23507		DIVISION OF HEMATOLOGY & ONCOLOGY		20,814
CHKD 601 CHILDREN'S LANE NORFOLK VA 23507		COSTS OF DRUGS & RELATED EXPENSES		8,094
CHURCH OF ASCENSION 405 TALBOT HALL ROAD NORFOLK VA 23505		EDUCATION /SPIRITUAL RETREATS		9,251
COLLEGE OF WILLIAM & MARY 5300 DISCOVERY PARK BLVD WILLIAMSBURG VA 23185		ZORA & GILMER WARFIELD SCHOLARSHIP		20,814
EPISCOPAL DIOCESE OF S VA 600 TALBOT ROAD NORFOLK VA 23505		CAMP CHANCO; SPEAKERS & EDUCATION		9,251
EVMS P.O. BOX 1980 NORFOLK VA 23501		ZORA & GILMER WARFIELD PROFESSORSHIP		20,814
GIRL SCOUT COUNCIL OF CC 912 CEDAR ROAD CHESAPEAKE VA 23320		GENERAL SUPPORT		9,251
OLD DOMINION UNIVERSITY DIR OF DONOR RELATIONS NORFOLK VA 23529		SCHOLARSHIPS		8,094
VIRGINIA TECH DIR OF DONOR RELATIONS BLACKSBURG VA 24061		ZORA & GILMER WARFIELD SCHOLARSHIP		9,251
Total			► 3a	115,634
b Approved for future payment N/A				
Total			► 3b	

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) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
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			14	399
4	Dividends and interest from securities			14	97,572
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			15	937
8	Gain or (loss) from sales of assets other than inventory			18	176,002
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue:				
b	<u>LINN ENERGY, LLC</u>	211110	-6,186		
c	<u>KINDER MORGAN ENERGY PARTNERS</u>	211110	-1,107		
d	<u>MARKWEST ENERGY PARTNERS, L.P.</u>	211110	-1,763		
e					
12	Subtotal Add columns (b), (d), and (e)		-9,056	274,910	0
13	Total. Add line 12, columns (b), (d), and (e)			13	265,854

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
N/A	

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

Whom Sold	Date Acquired	Date Sold	How Received		Expense	Depreciation	Net Gain / Loss
			Sale Price	Cost			
0 SEE ATTACHED FORM 8453	VARIOUS	VARIOUS	\$ 725,997	\$ 697,015	\$	\$ 28,982	
LINN ENERGY, LLC	VARIOUS	VARIOUS	\$ 839,851	\$ 687,374			152,477
MARKWEST ENERGY PARTNERS			PURCHASE 1	81			-81
LINN ENERGY			PURCHASE 1				1
MISCELLANEOUS BASIS ADJUSTMENTS			PURCHASE 5,377				-5,377
TOTAL			\$ 1,565,849	\$ 1,389,847	\$ 0	\$ 0	\$ 176,002

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

Description	Revenue per Books	Adjusted Net Income	
		Net Investment Income	
ROYALTY PAYMENTS	\$ 937	\$ 937	\$
LINN ENERGY, LLC	-6,186		
KINDER MORGAN ENERGY PARTNERS	-1,107		
MARKWEST ENERGY PARTNERS, L.P	-1,763		
TOTAL	\$ -8,119	\$ 937	\$ 0

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Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 3,479	\$ 3,479	\$ 0	\$ 0
TOTAL	\$ 3,479	\$ 3,479	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 3,750	\$ 3,750	\$ 0	\$ 0
TOTAL	\$ 3,750	\$ 3,750	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES	\$ 31,422	\$ 31,422	\$ 0	\$ 0
TOTAL	\$ 31,422	\$ 31,422	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 3,691	\$ 3,691	\$ 0	\$ 0
FEDERAL EXCISE TAX	\$ 1,102	\$ 1,102	\$ 0	\$ 0
TOTAL	\$ 4,793	\$ 4,793	\$ 0	\$ 0

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Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
EXPENSES				\$
SCHE DULE K-1 EXPENSE	4	4	4	\$
BANK FEES	45	45	45	\$
TOTAL	<u>49</u>	<u>49</u>	<u>49</u>	<u>0</u>

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Statement 8 - 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>
			<u>COST</u>	<u>\$</u>
AG EDWARDS	\$ 1,871,448	\$ 2,294,770		\$ 2,482,698
TOTAL	\$ 1,871,448	\$ 2,294,770		\$ 2,482,698

Statement 9 - 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>
			<u>COST</u>	<u>\$</u>
LIMITED LIABILITY PARTNERSHIPS	\$ 86,032	\$ 255,196		\$ 305,232
TOTAL	\$ 86,032	\$ 255,196		\$ 305,232

Scott & Stringfellow
A B&G Corporation Affiliate
Prepared For:

8621-8250
THE WARFIELD FOUNDATION INC
501 INDEPENDENCE PKWY
SUITE 201
CHESAPEAKE VA 23320-5174

Schedule of Realized Gains and Losses

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Short	Security	Quantity	Cost Amount	Open Date	Cost Amount	Change Date	Cost Amount	Gross Price	Realized Gain	Realized Gain
550	BORG WARNER INC	BWA	39,826.95	02/09/2011 ^c	72,0490	03/11/2011	40,599.21	74,0000	1,072.26	2.71
300	BORG WARNER INC	BWA	21,614.70	02/08/2011 ^c	72,0490	03/11/2011	22,168.57	73,5900	581.87	2.69
850	COMMUNITY HEALTH SYS INC	CYH	33,421.83	01/14/2010 ^h	38,3188	10/01/2010	25,960.25	30,5420	-7,461.58	-22.33
300	COMMUNITY HEALTH SYS INC	CYH	11,784.00	01/14/2010 ^h	38,2800	10/01/2010	9,182.45	30,5420	-2,821.55	-22.25
1,400	DELUXE CORP	DLX	23,869.72	09/16/2009 ^x	17,0498	08/17/2010	25,494.26	18,2105	1,624.54	6.81
600	DELUXE CORP	DLX	10,218.00	08/10/2009 ^x	17,0400	08/17/2010	10,926.12	18,2105	708.12	8.93
300	DELUXE CORP	DLX	5,109.00	08/10/2009 ^x	17,0300	08/17/2010	5,455.90	18,2200	356.50	8.99
400	DELUXE CORP	DLX	6,804.00	08/10/2009 ^x	17,0100	08/17/2010	7,287.86	18,2200	483.88	7.11
200	DELUXE CORP	DLX	3,044.00	08/10/2009 ^x	17,0200	08/17/2010	3,643.94	18,2200	239.84	7.05
200	DELUXE CORP	DLX	3,404.00	08/10/2009 ^x	17,0200	08/17/2010	3,645.93	18,2300	241.93	7.11
-200	DELUXE CORP	DLX	3,400.00	08/10/2009 ^x	17,0000	08/17/2010	3,645.84	18,2300	245.94	7.23
200	DELUXE CORP	DLX	3,408.00	08/10/2009 ^x	17,0400	08/17/2010	3,845.94	18,2300	237.94	6.98
2,100	ELDORADO GOLD CORP NEW	EGO	40,443.90	08/01/2010 ^h	19,2580	02/08/2011	34,882.43	16,6110	-5,561.47	-13.75
2,650	GERDAU S A SPONS ADR	GGB	44,978.74	01/14/2010 ^h	18,5999	10/01/2010	35,360.03	13,7210	-8,318.71	-18.62
225	MERCADOLIBRE INC	MELI	18,739.25	04/18/2011 ^c	87,7300	05/03/2011	19,525.12	86,7800	-214.13	-1.08
125	MERCADOLIBRE INC	MELI	10,986.25	04/18/2011 ^c	87,7300	05/03/2011	10,849.79	86,8000	-116.48	-1.06
400	NETAPP INC	NTAP	21,883.80	12/30/2010 ^h	54,7080	04/18/2011	19,191.63	47,9800	-2,681.97	-12.30
400	NETAPP INC	NTAP	21,883.80	12/30/2010 ^h	54,1080	04/18/2011	19,162.03	47,9810	-2,581.57	-12.30
200	NETAPP INC	NTAP	10,941.80	12/30/2010 ^h	54,7080	04/18/2011	9,587.91	47,9900	-1,343.99	-12.28
2,500	ROYAL BK SCOTLAND 5.75 L	RBS.L	48,250.00	09/16/2010 ^h	18,3000	12/30/2010	42,298.54	16,8201	-5,950.46	-12.33
160	ROYAL BK SCOTLAND 5.75 L	RBS.L	1,830.00	09/16/2010 ^h	18,2998	12/30/2010	1,691.87	16,9200	-238.03	-12.33
400	ROYAL BK SCOTLAND 5.75 L	RBS.L	7,719.98	03/16/2010 ^h	34,5805	07/01/2010	6,797.92	16,9201	-92.04	-12.33
1,050	SANDISK CORP	SNDK	35,320.03	03/31/2010 ^h	3,458.05	07/01/2010	42,898.77	40,9500	6,676.74	18.38
100	SANDISK CORP	SNDK	3,458.05	03/31/2010 ^h	3,458.05	07/01/2010	4,037.93	40,9800	638.88	18.47
100	SANDISK CORP	SNDK	3,459.05	03/31/2010 ^h	34,5805	07/01/2010	4,036.83	40,9700	637.88	18.44
800	SCOTT'S MIRACLE-GRO CO	SMGS	40,622.40	12/30/2010 ^h	50,7780	04/14/2011	44,968.13	58,2500	4,376.73	10.77
200	SCOTT'S MIRACLE-GRO CO	SMGS	10,155.80	12/30/2010 ^h	50,7780	04/14/2011	11,251.78	58,2600	1,066.18	10.79
100	SCOTT'S MIRACLE-GRO CO	SMGS	5,077.00	09/01/2010 ^h	22,5690	12/18/2010	5,825.89	58,2600	588.89	10.81
1,560	SILVER WHEATON CORP	SLW	33,898.50	09/01/2010 ^h	4,519.80	09/01/2010 ^h	55,258.06	36,8200	21,380.56	63.01
200	SILVER WHEATON CORP	SLW	2,258.90	09/01/2010 ^h	22,5690	12/18/2010	7,395.87	36,8200	2,846.07	62.97
100	SILVER WHEATON CORP	SLW	62,665.80	02/09/2011 ^c	56,3680	05/05/2011	63,777.87	57,9810	1,111.87	1.77
1,100	SPDR S&P OIL&GAS EXP ETF	XOP	29,657.00	10/01/2010 ^h	29,6570	01/28/2011	40,688.21	51,032.21	37.20	
1,000	TENNECO INC	TEN								

Schedule of Realized Gains and Losses
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Quantity	Name	Security	Open Date	Cost Amt	Close Date	Cost Amt	Close Date	Realized
Short - Continued								
900	TENNeco INC	TEN	10/01/2010"	28,685.00	29,550.00	01/28/2011	28,520.30	40,690.00
100	TENNeco INC	TEN	10/01/2010"	2,966.00	28,650.00	01/28/2011	4,068.92	40,690.00
700	VEECO INSTRUMENTS INC DE	VECO	02/31/2010"	30,393.30	43,419.00	12/30/2010	30,310.85	43,330.05
100	VEECO INSTRUMENTS INC DE	VECO	02/31/2010"	4,341.90	43,418.00	12/30/2010	4,333.92	43,340.00
100	VEECO INSTRUMENTS INC DE	VECO	03/31/2010"	4,341.64	43,418.4	12/30/2010	4,332.97	43,330.05
100	VEECO INSTRUMENTS INC DE	VECO	03/31/2010"	4,341.78	43,417.8	12/30/2010	4,332.97	43,330.05
-10	C VECO 012211 40	4946-776	08/27/2010"	-2,849.95	2,850.00	12/30/2010	-4,000.00	4,000.00
				697,015.20			725,936.89	28,981.69
Long								
600	ASTRAZENECA PLC ADR	AZN	07/17/2008"	28,820.00	44,700.00	11/15/2010	28,171.80	48,620.05
400	ASTRAZENECA PLC ADR	AZN	07/17/2008"	17,880.00	44,700.00	11/15/2010	19,451.87	48,630.00
1,000	BAC CAP TR XII PFD 6.875	BAC C	06/26/2009"	18,419.90	18,419.90	11/19/2010	24,159.59	24,160.00
600	BAC CAP TR XII PFD 6.875	BAC C	06/26/2009"	11,051.94	18,418.9	11/19/2010	14,489.75	24,160.00
300	BAC CAP TR XII PFD 6.875	BAC C	06/26/2009"	5,525.97	18,418.9	11/19/2010	7,252.67	24,178.00
200	BAC CAP TR XII PFD 6.875	BAC C	06/26/2009"	3,683.98	18,419.9	11/19/2010	4,831.91	24,180.00
100	BAC CAP TR XII PFD 6.875	BAC C	06/26/2009"	1,841.99	18,418.9	11/19/2010	2,413.85	24,140.00
100	BAC CAP TR XII PFD 6.875	BAC C	06/26/2009"	1,841.99	18,418.9	11/19/2010	2,414.00	24,140.05
3,530	BANCO BRADESCO ADR NEW	BBD	06/15/2009"	54,748.80	54,474.59	02/09/2011	68,395.05	18,291.0
2,400	BANCO SANTANDER SPON ADR	STD	06/28/2009"	28,832.00	11,930.00	11/15/2010	28,463.51	11,860.00
1,320	BANCO SANTANDER SPON ADR	STD	06/28/2009"	15,747.47	11,925.9	11/15/2010	15,654.94	11,860.00
280	BANCO SANTANDER SPON ADR	STD	06/28/2009"	3,340.37	11,929.8	11/15/2010	3,320.77	11,860.00
600	BANCO SANTANDER SPON ADR	STD	06/28/2009"	7,157.88	11,828.6	11/15/2010	7,115.84	11,860.00
400	BANCO SANTANDER SPON ADR	STD	06/28/2009"	4,771.88	11,829.7	11/15/2010	4,743.96	11,860.00
378	ENERPLUS RES FD TR G NEW	29274D-50-4	01/03/2008"	38,355.44	38,157.13	41/3600	12/01/2010	25,895.77
200	ENERPLUS RES FD TR G NEW	28274D-50-4	01/03/2008"	8,270.00	8,224.81	41/3500	12/01/2010	5,982.11
1,100	FORD MTR CREDIT PFD 7.375%	345397-20-2	05/28/2009"	16,654.00	15,140.00	10/01/2010	7,448.87	24,830.00
300	FORD MTR CREDIT PFD 7.375%	345397-20-2	05/28/2009"	4,542.00	15,140.00	10/01/2010	2,481.95	24,820.00
100	FORD MTR CREDIT PFD 7.375%	345397-20-2	05/28/2009"	1,514.00	15,140.00	10/01/2010	1,285.76	25,211.00
1,500	FORD MTR CREDIT PFD 7.375%	345397-20-2	05/28/2009"	22,440.00	14,960.00	11/15/2010	37,814.35	25,210.00
500	FORD MTR CREDIT PFD 7.375%	345397-20-2	05/28/2009"	7,470.00	14,940.00	11/15/2010	12,804.78	25,210.00
449	FORD MTR CREDIT PFD 7.375%	345397-20-2	05/28/2009"	6,726.02	14,980.00	11/15/2010	11,319.11	25,210.00
51	FORD MTR CREDIT PFD 7.375%	345397-20-2	05/28/2009"	763.98	14,980.00	11/15/2010	1,285.76	25,211.00
650	FREEPORT MCMRN COP & GLD	FCX	01/14/2010"	27,650.97	42,540.00	02/22/2011	32,688.97	50,260.00
400	FREEPORT MCMRN COP & GLD	FCX	01/14/2010"	17,015.88	42,540.00	02/22/2011	20,107.81	50,270.00
400	HALLIBURTON COMPANY	HAL	01/14/2010"	13,743.98	34,356.69	03/10/2011	17,507.65	43,770.00

Scott & Stringfellow
A BDA Corporation Affiliate
Prepared For:
8621-8250
THE WARFIELD FOUNDATION INC

Schedule of Realized Gains and Losses

07/01/2010 - 06/30/2011

Tuesday, July 12, 2011
NN84 DALE K MAXWELL

Quantity	Name	Security	Open Date	Trade Date	Adjusted Cost	Close Date	Close Amount	Income
----------	------	----------	-----------	------------	---------------	------------	--------------	--------

Long - Continued

400	HALLIBURTON COMPANY	HAL	01/14/2010*	13,743.96	34,359	03/10/2011	17,501.68	43,780	3,750.70
200	HALLIBURTON COMPANY	HAL	01/14/2010*	6,871.98	34,359	03/10/2011	8,755.83	43,780	1,883.85
200	HALLIBURTON COMPANY	HAL	01/14/2010*	6,871.98	34,359	03/10/2011	8,749.83	43,760	1,877.85
100	HALLIBURTON COMPANY	HAL	01/14/2010*	3,435.98	34,359	03/10/2011	4,378.91	43,780	27.41
550	HEALTH CARE REIT INC	HCN	07/24/2008*	28,653.00	25,428.04	02/09/2011	27,098.25	49,270	27.33
100	HEALTH CARE REIT INC	HCN	07/24/2008*	4,846.00	4,623.28	02/09/2011	4,827.90	49,280	304.82
400	ISHRS SO AFRICA	EZA	08/03/2009*	20,543.52	51,358	02/09/2011	26,319.68	65,800	5,776.17
200	ISHRS SO AFRICA	EZA	08/03/2009*	10,271.76	51,358	02/09/2011	13,181.74	65,810	2,869.98
100	ISHRS SO AFRICA	EZA	08/03/2008*	5,135.88	51,358	02/09/2011	8,579.87	65,800	1,443.98
367	JOHNSON & JOHNSON	JNJ	07/17/2008*	24,360.58	67,740	04/18/2011	22,251.15	60,631	-2,609.43
288	JOHNSON & JOHNSON	JNJ	07/17/2008*	20,186.52	67,740	04/18/2011	18,067.84	60,631	-1,166.68
1,500	LINN ENERGY LLC UNIT	LINE	06/28/2009*	29,220.00	22,515.00	18,480	03/11/2011	58,248.92	33,733.92
1,200	LINN ENERGY LLC UNIT	LINE	06/28/2009*	23,364.00	18,000.00	19,4700	03/11/2011	44,889.13	37,500
300	LINN ENERGY LLC UNIT	LINE	06/28/2009*	5,840.25	4,499.25	18,4875	03/11/2011	11,249.78	37,500
600	ROYAL BANK CDA MONTREAL	RY	01/03/2008*	30,426.10	50,7100	12/30/2010	31,272.67	52,122	846.67
276	ROYAL BANK CDA MONTREAL	RY	01/03/2008*	13,998.72	50,7200	12/30/2010	14,385.42	52,122	186.70
3,500	STEEL DYNAMICS INC	STLD	08/11/2009*	80,060.00	17,160	05/25/2011	58,588.87	16,740	-1,471.13
528	TRANSCANADA CORP	TRP	05/20/2008*	20,993.28	39,760	04/18/2011	21,353.50	41,390	860.22
172	TRANSCANADA CORP	TRP	05/20/2008*	6,838.72	39,760	04/18/2011	7,118.03	41,390	280.31
100	TRANSCANADA CORP	TRP	05/20/2008*	3,978.00	39,760	04/18/2011	4,139.92	41,400	183.92

702,748.66 ~~XXXXXXXXXX~~ 162,477.23

633,980.50

Scott & Stringfellow
A BB&T Corporation Affiliate

Prepared For:
8621-6250
THE WARFIELD FOUNDATION INC

Schedule of Realized Gains and Losses
07/01/2010 - 06/30/2011

Tuesday, July 12, 2011
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Quantity	Security	Open Date	Cost (Amount)	Realized Gain (Loss)	Cost Basis	Open Date	Cost (Amount)	Realized Gain (Loss)	Cost Basis

Report Summary
139576195 11327210 158684726 18148925

Realized Gains or Losses

Short Term	28,981.69
Long Term	152,477.23

Legend

- (+) Security Held Away
- C - Covered Tax Lot
- N - Noncovered Tax Lot
- M - Not Realized Both Covered and Noncovered Tax Lots
- W - Open Date Reflects Wash Sale Date

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