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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

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) 101 MAIN STREET ROOM/SUITE 4300		B Telephone number (see instructions) (757) 517-3010			
City or town, state, and ZIP code NORFOLK, VA 23510		C If exemption application is pending, check here <input checked="" type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,881,133		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	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	14,285	14,285		
	4 Dividends and interest from securities.	79,596	79,596		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-24,254			
	b Gross sales price for all assets on line 6a 2,617,199				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	23,135	2,897			
12 Total. Add lines 1 through 11	46,492	96,778			
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)	5,158	5,158		
	b Accounting fees (attach schedule)	5,250	5,250		
	c Other professional fees (attach schedule)	33,484	33,484		
	17 Interest	3	3		
	18 Taxes (attach schedule) (see instructions)	916	916		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	106	106		
	24 Total operating and administrative expenses.	44,917	44,917		0
Add lines 13 through 23					
25 Contributions, gifts, grants paid	133,425			133,425	
26 Total expenses and disbursements. Add lines 24 and 25	178,342	44,917		133,425	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-131,850				
b Net investment income (if negative, enter -0-)		51,861			
c Adjusted net income (if negative, enter -0-)					

Part III 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	303,647	162,817	162,817
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)			
7	Other notes and loans receivable (attach 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)	1,990,886	1,949,398	2,393,813
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	160,074	210,542	324,503
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,454,607	2,322,757	2,881,133
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	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	2,454,607	2,322,757	
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)	2,454,607	2,322,757	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,454,607	2,322,757	

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	2,454,607
2	Enter amount from Part I, line 27a	2	-131,850
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,322,757
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	2,322,757

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.)
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1a See Additional Data Table

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)
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a See Additional Data Table

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))
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a See Additional Data Table

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	-24,254
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-153,045

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))
2011	131,431	2,679,989	0.049042
2010	115,634	2,662,294	0.043434
2009	108,785	2,363,438	0.046028
2008	107,310	2,163,360	0.049603
2007	107,132	2,162,124	0.049549

2 Total of line 1, column (d).	2 0.237656
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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 0.047531
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4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4 2,795,577
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5 Multiply line 4 by line 3.	5 132,877
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6 Enter 1% of net investment income (1% of Part I, line 27b).	6 519
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7 Add lines 5 and 6.	7 133,396
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8 Enter qualifying distributions from Part XII, line 4.	8 133,425
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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

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	1	519
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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	519
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	519
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	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	13
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	532
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 2013 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?	1a	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)?	1b	No
<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	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
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
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? <i>If "No," attach explanation.</i>	8b	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► JERRY L BOWMAN	Telephone no ► (757) 517-3010
	Located at ► 101 MAIN STREET SUITE 4300 NORFOLK VA	ZIP + 4 ► 23510

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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16	At any time during calendar year 2012, 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?	16
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► 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. ►	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2a	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	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____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No	3a	
b	If "Yes," did it have excess business holdings in 2012 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 2012).	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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 2012?	4b	No

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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 instructions). (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 <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 instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>		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?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p>			
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	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b 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		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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

1 List all

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions)

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE				
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 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	
2	
3	
4	

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

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

Amount

1 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 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 2,645,769
b	Average of monthly cash balances.	1b 192,380
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 2,838,149
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2
3	Subtract line 2 from line 1d.	3 2,838,149
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 42,572
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 2,795,577
6	Minimum investment return. Enter 5% of line 5.	6 139,779

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1 139,779
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 519
b	Income tax for 2012 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 519
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 139,260
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 139,260
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 139,260

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a 133,425
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	4 133,425
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5 519
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 132,906

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				139,260
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			133,425	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 133,425				
a Applied to 2011, but not more than line 2a			133,425	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (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 instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				139,260
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.					
b Check box to indicate whether the organization 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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers

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

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 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
- b** The form in which applications should be submitted and information and materials they should include
- c** Any submission deadlines
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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 See Additional Data Table				
Total			► 3a	133,425
b Approved for future payment				
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 instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	14,285		
4 Dividends and interest from securities.			14	79,596		
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	2,897		
8 Gain or (loss) from sales of assets other than inventory			18	-24,254		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue aLINN ENERGY, LLC			25	-10,516		
b KINDER MORGAN ENERGY PARTNERS			25	-8,561		
c MARKWEST ENERGY PARTNERS, L P			25	-5,402		
d SANDRIDGE MISSISSIPPIAN TRUST			25	-1,553		
e						
12 Subtotal Add columns (b), (d), and (e).					46,492	
13 Total. Add line 12, columns (b), (d), and (e).						46,492

(See worksheet in line 13 instructions to verify calculations)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2300 AT&T INC	P	2008-05-20	2012-08-31
600 HEALTH CARE REIT INC	P	2008-07-24	2013-05-30
3100 SLM CORP SR NOTES 6%	P	2010-09-24	2013-03-11
400 AT&T	P	2011-10-17	2012-08-31
1000 HEINZ HJ COMPANY	P	2011-10-17	2013-02-21
2100 SLM CORP SR NOTES 6%	P	2012-09-26	2013-03-11
2100 ADTRAN INC	P	2012-03-12	2012-08-31
820 ISHS JPM USD E/M BD ETF	P	2012-11-13	2013-01-23
2200 SANDRIDGE MISSPN TRI	P	2011-05-27	2013-03-07
510 APPLE INC	P	2012-10-11	2013-03-07
820 ISHS BRCLY TIPS BD ETF	P	2012-09-26	2013-01-23
3700 SHIP FINANCE INTL LTD	P	2013-05-30	2013-06-26
4300 ATLANTIC POWER CORP NEW	P	2010-10-01	2012-08-31
950 ISHS BARC 1-3Y CR BD ETF	P	2012-09-26	2013-01-23
1414 39999 SOUTHERN COPPER CORP DEL	P	2011-02-09	2012-08-31
3300 BAC CAP TR XII PFD 6 875	P	2011-10-17	2012-11-05
1000 INTUIT INC	P	2013-01-23	2013-05-30
2153 60001 SOUTHERN COPPER CORP DEL	P	2013-01-23	2013-04-12
1650 BAC CAP TR XII PFD 6 875	P	2012-09-26	2012-11-05
130 INTUITIVE SURGICAL NEW	P	2011-12-30	2012-09-18
1000 STANLEY BLACK & DECKER	P	2010-11-15	2013-06-26
1000 BANK MONTREAL QUEBEC	P	2011-10-17	2012-11-09
1500 JPMORGAN CHASE & COMPANY	P	2012-04-02	2012-08-31
800 TORONTO DOMINION BK NEW	P	2012-04-02	2012-11-09
1000 BROWN FORMAN CORP CL B	P	2012-12-07	2013-04-23
2400 KUMBA IRON ORE SPONS ADR	P	2011-08-01	2012-08-31
400 VALMONT INDUSTRIES INC	P	2012-07-03	2012-08-31
3000 CSX CORP	P	2011-10-17	2012-08-31
510 KUMBA IRON ORE SPONS ADR	P	2012-02-02	2012-08-31
2800 REAVES UTILITY INCM RTS	P	2012-07-13	2012-07-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
800 CLIFFS NATURAL RES INC	P	2012-02-02	2012-08-31
1700 LINN ENERGY LLC UNIT	P	2011-04-18	2013-05-17
725 DEERE & COMPANY	P	2013-03-07	2013-06-26
1100 LUMBER LIQUIDATORS HLDGS	P	2013-01-23	2013-05-29
1000 DU PONT E I DENEMOUR&CO	P	2012-07-03	2012-08-31
1850 MAKO SURGICAL CORP	P	2012-03-12	2012-08-31
1300 FREEPORT MCMRN COP & GLD	P	2012-02-02	2012-08-31
1000 MCDONALDS CORP	P	2008-12-11	2012-08-07
3100 GOLDMAN SACHS PERP A PFD	P	2012-09-26	2012-12-07
4300 NISOURCE INC	P	2011-10-07	2013-05-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
84,387		90,643	-6,256
41,664		27,689	13,975
75,793		60,091	15,702
14,676		11,684	2,992
72,178		52,220	19,958
51,344		50,237	1,107
42,568		66,434	-23,866
100,054		99,605	449
29,220		52,986	-23,766
274,805		324,708	-49,903
99,529		99,974	-445
54,170		64,615	-10,445
60,692		59,662	1,030
100,403		100,272	131
45,967		62,702	-16,735
82,500		67,112	15,388
59,329		63,949	-4,620
74,908		87,026	-12,118
41,250		41,564	-314
66,700		60,503	6,197
77,271		61,207	16,064
58,451		60,398	-1,947
55,741		65,054	-9,313
63,920		67,206	-3,286
70,723		68,303	2,420
45,263		63,344	-18,081
50,754		49,960	794
67,381		62,098	5,283
9,618		12,113	-2,495
729			729

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
28,640		58,765	-30,125
60,328		21,776	38,552
59,566		65,371	-5,805
91,775		62,128	29,647
49,850		49,660	190
30,378		69,706	-39,328
46,942		59,462	-12,520
89,698		61,720	27,978
63,363		61,764	1,599
124,671		77,742	46,929

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-6,256
			13,975
			15,702
			2,992
			19,958
			1,107
			-23,866
			449
			-23,766
			-49,903
			-445
			-10,445
			1,030
			131
			-16,735
			15,388
			-4,620
			-12,118
			-314
			6,197
			16,064
			-1,947
			-9,313
			-3,286
			2,420
			-18,081
			794
			5,283
			-2,495
			729

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-30,125
			38,552
			-5,805
			29,647
			190
			-39,328
			-12,520
			27,978
			1,599
			46,929

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN KING 	DIRECTOR 0 50	0	0	0
260-E WALLANCE HALL 0426 BLACKSBURG, VA 24061				
JERRY L BOWMAN 	PRESIDENT 2 00	0	0	0
501 INDEPENDENCE PRKwy SUITE 201 CHESAPEAKE, VA 23320				
WESLEY E BARNES JR 	VICE PRES/TR 2 00	0	0	0
908 EDEN WAY NORTH SUITE 201 CHESAPEAKE, VA 23320				
K MAXWELL DALE 	SECRETARY 2 00	0	0	0
500 EAST MAIN STREET SUITE 300 NORFOLK, VA 23510				
JOHN MEEK 	DIRECTOR 0 50	0	0	0
600 TALBOT HALL ROAD NORFOLK, VA 23505				

Form 990PF Part XV Line 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 CHILDRENS LANE NORFOLK, VA 23507			DIVISION OF HEMATOLOGY & ONCOLOGY	24,017
CHKD 601 CHILDRENS LANE NORFOLK, VA 23507			COSTS OF DRUGS & RELATED EXPENSES	9,339
CHURCH OF ASCENSION 405 TALBOT HALL ROAD NORFOLK, VA 23505			EDUCATION /SPIRITUAL RETREATS	10,674
COLLEGE OF WILLIAM & MARY 5300 DISCOVERY PARK BLVD WILLIAMSBURG, VA 23185			ZORA & GILMER WARFIELD SCHOLARSHIP	24,017
EPISCOPAL DIOCESE OF S VA 600 TALBOT ROAD NORFOLK, VA 23505			CAMP CHANCO, SPEAKERS & EDUCATION	10,674
EVMS PO BOX 1980 NORFOLK, VA 23501			ZORA & GILMER WARFIELD PROFESSORSHIP	24,017
GIRL SCOUT COUNCIL OF CC 912 CEDAR ROAD CHESAPEAKE, VA 23320			GENERAL SUPPORT	10,674
OLD DOMINION UNIVERSITY DIR OF DONOR RELATIONS NORFOLK, VA 23529			SCHOLARSHIPS	9,339
VIRGINIA TECH DIR OF DONOR RELATIONS BLACKSBURG, VA 24061			ZORA & GILMER WARFIELD SCHOLARSHIP	10,674
Total			► 3a	133,425

TY 2012 Accounting Fees Schedule

Name: THE WARFIELD FOUNDATION INC

EIN: 76-0710383

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,250	5,250		

TY 2012 Compensation Explanation

Name: THE WARFIELD FOUNDATION INC

EIN: 76-0710383

Person Name	Explanation
JOHN KING	
JERRY L BOWMAN	
WESLEY E BARNES JR	
K MAXWELL DALE	
JOHN MEEK	

TY 2012 Investments Corporate Stock Schedule

Name: THE WARFIELD FOUNDATION INC

EIN: 76-0710383

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AG EDWARDS	1,949,398	2,393,813

TY 2012 Investments - Other Schedule

Name: THE WARFIELD FOUNDATION INC**EIN:** 76-0710383

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LIMITED LIABILITY PARTNERSHIPS	AT COST	108,130	222,507
MUTUAL FUNDS		102,412	101,996

TY 2012 Legal Fees Schedule

Name: THE WARFIELD FOUNDATION INC

EIN: 76-0710383

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	5,158	5,158		

TY 2012 Other Expenses Schedule

Name: THE WARFIELD FOUNDATION INC

EIN: 76-0710383

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
SCHEDULE K-1 EXPENSE	13	13		
BANK FEES	74	74		
PENALTY	19	19		

TY 2012 Other Income Schedule

Name: THE WARFIELD FOUNDATION INC**EIN:** 76-0710383

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SANDRIDGE MISSISSIPPIAN TRUST	2,897	2,897	
LINN ENERGY, LLC	-10,516		
KINDER MORGAN ENERGY PARTNERS	-8,561		
MARKWEST ENERGY PARTNERS, L P	-5,402		
SANDRIDGE MISSISSIPPIAN TRUST	-1,553		

TY 2012 Other Professional Fees Schedule

Name: THE WARFIELD FOUNDATION INC

EIN: 76-0710383

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	33,484	33,484		

TY 2012 Taxes Schedule

Name: THE WARFIELD FOUNDATION INC**EIN:** 76-0710383

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	317	317		
SCC	25	25		
EXCISE TAX	574	574		