Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation
WILLIAMSBURG COMMUNITY HEALTH FOUNDATION

A Employer identification number
54-1822359

Number and street (or P O box number if mail is not delivered to street address) Room/suite
5308 DISCOVERY PARK BOULEVARD 101

B Telephone number
757-345-0912

City or town, state, and ZIP code
WILLIAMSBURG, VA 23188

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 ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 120,362,074.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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))

			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	240.	240.		STATEMENT 1
	4	Dividends and interest from securities	2,407,577.	2,407,029.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,730,257.			
	b	Gross sales price for all assets on line 6a 31,124,676.				
	7	Capital gain net income (from Part IV, line 2)		1,718,379.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	<570,674.>	<598,324.>		STATEMENT 3
	12	**Total.** Add lines 1 through 11	3,567,400.	3,527,324.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	92,068.	0.		92,066.
	14	Other employee salaries and wages	377,120.	66,729.		303,989.
	15	Pension plans, employee benefits	128,013.	0.		117,645.
	16a	Legal fees STMT 4	935.	0.		935.
	b	Accounting fees STMT 5	47,102.	0.		43,342.
	c	Other professional fees STMT 6	196,840.	183,200.		18,131.
	17	Interest				
	18	Taxes STMT 7	70,457.	0.		2,376.
	19	Depreciation and depletion	27,497.	0.		
	20	Occupancy	159,987.	22,158.		136,116.
	21	Travel, conferences, and meetings	5,949.	0.		5,949.
	22	Printing and publications	98.	0.		98.
	23	Other expenses STMT 8	274,141.	2,329.		251,349.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,380,207.	274,416.		971,996.
	25	Contributions, gifts, grants paid	3,398,831.			3,932,387.
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,779,038.	274,416.		4,904,383.
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	<1,211,638.>			
	b	**Net investment income** (if negative, enter -0-)		3,252,908.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	173,330.	248,364.	248,364.
	2	Savings and temporary cash investments	5,087,663.	1,600,632.	1,600,632.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	35,653.	46,955.	46,955.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	110,056,158.	118,395,908.	118,395,908.
	14	Land, buildings, and equipment: basis ▶ 253,097.			
		Less accumulated depreciation ▶ 182,882.	93,862.	70,215.	70,215.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	115,446,666.	120,362,074.	120,362,074.
Liabilities	17	Accounts payable and accrued expenses	31,400.	55,180.	
	18	Grants payable	1,046,265.	533,171.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 10)	23,419.	112,526.	
	23	**Total liabilities** (add lines 17 through 22)	1,101,084.	700,877.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	114,345,582.	119,661,197.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ 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**	114,345,582.	119,661,197.	
	31	**Total liabilities and net assets/fund balances**	115,446,666.	120,362,074.	

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	114,345,582.
2	Enter amount from Part I, line 27a	2	<1,211,638.>
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	6,527,253.
4	Add lines 1, 2, and 3	4	119,661,197.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	119,661,197.

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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	PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
b	UBI INVESTMENTS (K-1'S)			
c	LIMITED PARTNERSHIPS			
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	31,124,676.		29,656,690.	1,467,986.
b				11,878.
c				238,515.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,467,986.
b				11,878.
c				238,515.
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	1,718,379.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	5,008,903.	106,139,498.	.047192
2008	7,988,541.	125,557,439.	.063625
2007	7,539,520.	143,536,259.	.052527
2006	6,072,098.	130,147,155.	.046656
2005	5,723,674.	121,859,536.	.046969

2	**Total** of line 1, column (d)	2	.256969
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	.051394
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	112,561,424.
5	Multiply line 4 by line 3	5	5,784,982.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	32,529.
7	Add lines 5 and 6	7	5,817,511.
8	Enter qualifying distributions from Part XII, line 4	8	4,908,233.

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 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)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	65,058.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	65,058.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	65,058.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	90,334.		
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	90,334.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	25,276.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 25,276. **Refunded** ▶			11	0.

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.WCHF.COM

14 The books are in care of ▶ THE ORGANIZATION Telephone no.▶757-345-0912

Located at ▶5308 DISCOVERY PARK BOULEVARD, WILLIAMSBURG, VA ZIP+4 ▶23188

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
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?	16		X
	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▶			

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.

			Line	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 ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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 ☒ 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 ☒ 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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶☐			
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?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ 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.)*		3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		88,135.	12,953.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY E. FINCH - 5308 DISCOVERY PK., WILLIAMSBURG, VA 23188	VP - INVESTMENTS/FINANCE 40.00	83,861.	16,183.	0.
PAULETTE A. PARKER - 5308 DISCOVERY PK., WILLIAMSBURG, VA 23188	GRANTS PR. OFFICER 40.00	66,962.	14,708.	0.
KAYREN M. COUVILLION - 5308 DISCOVERY PK., WILLIAMSBURG, VA	DIR - ACCOUNTING/OPERATIONS 40.00	67,255.	8,533.	0.
RENE S. CABRAL-DANIELS - 5308 DISCOVERY PK., WILLIAMSBURG, VA	VP - GRANT PROGRAMS 40.00	50,381.	13,233.	0.

Total number of other employees paid over $50,000 ▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
MANGHAM ASSOCIATES - 630 PETER JEFFERSON, CHARLOTTESVILLE, VA 22991	INVESTMENT CONSULTING	131,111.
COMMUNITY HEALTH SOLUTIONS 9603 BC GAYTON RD, # 201, RICHMOND, VA 23238	CONSULTING	94,400.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 12	40,400.
2 SEE STATEMENT 13	39,000.
3 SEE STATEMENT 14	22,153.
4 SEE STATEMENT 15	12,756.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	107,939,209.
b	Average of monthly cash balances		1b	6,323,255.
c	Fair market value of all other assets		1c	13,093.
d	**Total** (add lines 1a, b, and c)		1d	114,275,557.
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	114,275,557.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,714,133.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	112,561,424.
6	**Minimum investment return.** Enter 5% of line 5		6	5,628,071.

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	5,628,071.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 65,058.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	65,058.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	5,563,013.
4	Recoveries of amounts treated as qualifying distributions		4	250,044.
5	Add lines 3 and 4		5	5,813,057.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	5,813,057.

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	4,904,383.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	3,850.
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	4,908,233.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,908,233.

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.

Form **990-PF** (2010)

023571
12-07-10

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					5,813,057.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: _____ , _____ , _____			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006					
c From 2007					
d From 2008	1,571,172.				
e From 2009					
f **Total** of lines 3a through e		1,571,172.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶$ 4,908,233.					
a Applied to 2009, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2010 distributable amount					4,908,233.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)		904,824.			904,824.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		666,348.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		666,348.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008	666,348.				
d Excess from 2009					
e Excess from 2010					

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

1 a 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 ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a 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 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).)

NONE

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.

NONE

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:

JEANNE ZEIDLER, 757-345-0912
5308 DISCOVERY PARK BOULEVARD, #101, WILLIAMSBURG, VA 23188

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

SEE ATTACHED GRANT GUIDELINES

c Any submission deadlines:

SEE ATTACHED GRANT GUIDELINES

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

SEE ATTACHED GRANT GUIDELINES

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE				3,932,387.
Total			▶ 3a	3,932,387.
b *Approved for future payment*				
SEE ATTACHED SCHEDULE				533,171.
Total			▶ 3b	533,171.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	240.	
4 Dividends and interest from securities	900000	548.	14	2,407,029.	
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	900000	27,650.	14	<598,324.>	
8 Gain or (loss) from sales of assets other than inventory	900000	11,878.	18	1,718,379.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		40,076.		3,527,324.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,567,400.

(See worksheet in line 13 instructions 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).
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date: 11/9/11 — Title: President + CEO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANK H. SMITH	Frank H. Smith	11/09/11		

Firm's name ▶ RAFFA, P.C. Firm's EIN ▶

Firm's address ▶ 1899 L STREET NW, SUITE 900
WASHINGTON, DC 20036

Phone no. 202-822-5000

Form 990-PF (2010)

023622
04-26-11

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST ON SAVINGS & TEMP INVESTMENTS	240.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	240.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENTS	1,265,655.	0.	1,265,655.
LIMITED PARTNERSHIPS	1,141,374.	0.	1,141,374.
UBI FROM PARTNERSHIPS	548.	0.	548.
TOTAL TO FM 990-PF, PART I, LN 4	2,407,577.	0.	2,407,577.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
EARNINGS IN EQUITY INVESTMENTS	<598,324.>	<598,324.>	
UBI - PARTNERSHIPS	27,650.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<570,674.>	<598,324.>	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	935.	0.		935.
TO FM 990-PF, PG 1, LN 16A	935.	0.		935.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	47,102.	0.		43,342.
TO FORM 990-PF, PG 1, LN 16B	47,102.	0.		43,342.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	13,640.	0.		18,131.
INVESTMENT FEES	183,200.	183,200.		0.
TO FORM 990-PF, PG 1, LN 16C	196,840.	183,200.		18,131.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	68,081.	0.		0.
STATE INCOME TAXES	2,376.	0.		2,376.
TO FORM 990-PF, PG 1, LN 18	70,457.	0.		2,376.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL FEES	2,306.	0.		2,306.
HEALTHCARE HEROES	4,491.	0.		4,491.
OFFICE SUPPLIES	8,118.	0.		8,118.
COMPUTER SUPPLIES	2,015.	0.		2,015.
MARKETING	7,147.	0.		7,147.

TELEPHONE	14,913.	879.		14,034.
POSTAGE	1,861.	0.		1,861.
UTILITIES	1,117.	0.		1,117.
MAINTAINENCE AGREEMENTS	17,685.	1,450.		16,235.
INSURANCE	11,763.	0.		11,763.
DUES	23,980.	0.		23,980.
EDUCATION AND TRAINING	9,789.	0.		9,789.
DCA-TOTAL	168,956.	0.		148,493.
TO FORM 990-PF, PG 1, LN 23	274,141.	2,329.		251,349.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED DETAIL	COST	118,395,908.	118,395,908.
TOTAL TO FORM 990-PF, PART II, LINE 13		118,395,908.	118,395,908.

FORM 990-PF OTHER LIABILITIES STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX LIABILITY	23,419.	112,526.
TOTAL TO FORM 990-PF, PART II, LINE 22	23,419.	112,526.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEANNE ZEIDLER 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	PRESIDENT/CEO/SECRETARY 40.00	88,135.	12,953.	0.
NANCY CAMPBELL 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	BOARD CHAIR 2.00	0.	0.	0.
VIRGINIA L. MCLAUGHLIN 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	BOARD VICE CHAIR 2.00	0.	0.	0.
DOUGLAS J MYERS 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TREASURER 2.00	0.	0.	0.
STEPHEN R. ADKINS 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE 2.00	0.	0.	0.
CATHERINE ALLPORT 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE 2.00	0.	0.	0.
DAVID C. ANDERSON 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE 2.00	0.	0.	0.
HOWARD BUSBEE 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE 2.00	0.	0.	0.
CRESSONDRA B. CONYERS 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE 2.00	0.	0.	0.

RANDALL FOSKEY 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE	2.00	0.	0.	0.
BRIAN HIESTAND 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE	2.00	0.	0.	0.
STEPHEN H. MONTGOMERY 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE	2.00	0.	0.	0.
BERNARD H. NGO 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE	2.00	0.	0.	0.
SHANE H. PENG, MD 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE	2.00	0.	0.	0.
HON. SAMUEL T. POWELL III 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE	2.00	0.	0.	0.
RICHARD SCHREIBER 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE	2.00	0.	0.	0.
JEFFREY O. SMITH 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE	2.00	0.	0.	0.
RICHARD G. SMITH 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE	2.00	0.	0.	0.
ROBERT B. TAYLOR 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE	2.00	0.	0.	0.

SANFORD WANNER 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE 2.00	0.	0.	0.
JONATHAN V. WEISS 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE 2.00	0.	0.	0.
JAMES A. WHITE 5308 DISCOVERY PARK BOULEVARD, #101 WILLIAMSBURG, VA 23188	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		88,135.	12,953.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 12

ACTIVITY ONE

CHRONIC CARE INITATIVE - A COLLABORATIVE PROGRAM WITH ORGANIZATIONS THAT PROVIDE DIRECT SERVICES TO UNINSURED AND UNDER-INSURED, CHRONICALLY ILL INDIVIDUALS IN THE GREATER WILLIAMSBURG AREA. THE GOAL IS TO IMPROVE BOTH THE ORGANIZATIONS' INDIVIDUAL AND COLLECTIVE CAPACITY TO SERVE THIS POPULATION.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	40,400.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 13

ACTIVITY TWO

CHILDREN'S BEHAVIORAL HEALTH INITATIVE - A PROGRAM PROVIDING BEHAVIORAL HEALTH SERVICES TO CHILDREN, ADOLESCENTS AND THEIR FAMILIES. PROJECTS INCLUDE THE GREATER WILLIAMSBURG CHILD ASSESSMENT CENTER AND A NETWORK OF CARE WEBSITE, A ONE-STOP INFORMATION SITE FOR FAMILIES AND SERVICE PROVIDERS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	39,000.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 14

ACTIVITY THREE

SCHOOL HEALTH INITIATIVE PROGRAM - A PROGRAM TO IMPROVE THE HEALTH AND WELLNESS OF STUDENTS AND STAFF IN THE WILLIAMSBURG-JAMES CITY COUNTY PUBLIC SCHOOL DIVISION BY SUPPORTING AND PROMOTING HEALTHY EATING AND PHYSICAL ACTIVITY IN THE SCHOOL, HOME, AND COMMUNITY.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	22,153.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 15

ACTIVITY FOUR

LEAD! - A PROGRAM SERIES OF ONE-DAY SEMINARS FOR NONPROFIT LEADERSHIP AND ORGANIZATIONAL DEVELOPMENT DESIGNED TO BUILD KNOWLEDGE AND SKILLS IN AREAS THAT ARE ESSENTIAL TO NONPROFIT SUCCESS. THESE AREAS INCLUDE FUNDAMENTALS OF FUNDRAISING, FISCAL FITNESS, UNDERSTANDING AND RESPONDING TO THE STAGES OF NONPROFIT DEVELOPMENT, AND USING PROGRAM EVALUATION FOR PROGRAM IMPROVEMENT.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 4	12,756.

Williamsburg Community Health Foundation, Inc.
Form 990-PF, Part I, Line 19 - Depreciation
Form 990-PF, Part II, Line 14 - Land, Buildings, and Equipment
Year Ended December 31, 2010 **54-1822359**

ASSETS

	Beginning of Year	Additions	Disposals	End of Year
Property, Plant and Equipment	$ 249,247	$ 3,850		$ 253,097

ACCUMULATED DEPRECIATION

	Beginning of Year	Current Year Depreciation	Disposals	End of Year
Property, Plant and Equipment	$ 155,385	$ 27.497		$ 182,882
Fixed Asset, Net	$ 93,862			$ 70,215

Note: Furniture and equipment are stated at cost. Depreciation is provided principally on a straight-line basis over the estimated useful lives of the respective assets, which range from three to ten years. Maintenance and repairs are charged to expense when incurred; major improvements are capitalized.

Williamsburg Community Health Foundation, Inc.
Form 990-PF, Part II, Line 13 - Investments (Other)
Year Ended December 31, 2010 **54-1822359**

Stock Funds		
GMO Global Equity Allocation Fund	$	30,013,678
TIFF International Equity Fund		7,546,092
	$	37,559,770
Hedge Funds		
Private Advisors Distressed Opportunities Fund	$	6,716,647
TIFF Absolute Return Pool II		13,204,476
Forester Offshore		7,598,602
MA Equity Opportunity Fund		497,956
Private Advisors Income Fund		2,200,480
	$	30,218,161
Private Equity Funds		
TIFF Secondary Partners I	$	2,628,446
TIFF Secondary Partners II		4,778,378
MIT Private Equity Fund II		1,661,505
TIFF Private Equity Partners 2007		1,322,485
TIFF Partners V - US		671,786
Private Advisors Small Company Buyout Fund III		1,093,320
TIFF Partners V - International		553,531
TIFF Private Equity Partners 2008		411,296
	$	13,120,747
Real Asset Funds		
MA Investors Fund 1, LLC		3,542,976
GMO Forestry Fund 7-B		1,595,110
Metropolitan Real Estate Partners 2008 Distressed Co-Investment Fund		2,504,226
TIFF Real Estate Partners II		998,214
GMO Forestry Fund 6-B		53,947
	$	8,694,473
Fixed Income Funds		
PIMCO Total Return Fund		17,206,720
TIFF Short Term Fund		472,116
	$	17,678,836
Pending Purchases/Sales/Withdrawals	$	11,123,921
Balance Sheet Total, line 13 Investments-Other	**$**	**118,395,908**

Williamsburg Community Health Foundation
Form 990-PF, Part XV- Grants and Contributions Paid During the Year
Year Ended December 31, 2010 **54-1822359**

Name and Address	Relationship to Foundation Manager or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Avalon A Center for Women and Children P O Box 6805 Williamsburg, Virginia 23188	N/A	Public Charity	Program Support *Survivor to Thriver Program*	$20,000
Angels of Mercy Medical Mission 7151 Richmond Road, Suite 401 Williamsburg, VA 23188	N/A	Public Charity	Program Support *Chronic Care Collaborative Therapeutic Lifestyle Change Program*	$116,000
Avalon A Center for Women and Children P O Box 6805 Williamsburg, Virginia 23188	N/A	Public Charity	Program Support *Self Sufficiency Project for Women and Children Experiencing Domestic Violence, Sexual Assault, and Homelessness*	$20,000
Bacon Street Post Office Drawer 279 Williamsburg, VA 23187-0279	N/A	Public Charity	Program Support *Youth Substance Abuse Intervention and Treatment*	$40,000
Bacon Street Post Office Drawer 279 Williamsburg, VA 23187-0279	N/A	Public Charity	Program Support *Adolescent Substance Abuse Treatment*	$40,000
Campus Kitchens Project Inc 425 2nd St NW Washington, DC 20001-2003	N/A	Public Charity	Program Support *Campus Kitchen at W&M*	$800
Center For Child & Family Services Inc 2021 Cunningham Drive, Suite 400 Hampton, VA 23666-3371	N/A	Public Charity	Program Support *Mental Health Initiative for Young Children*	$27,024
Central Virginia Health Services Inc P O Box 220, Hwy 15 South New Canton, VA 23123	N/A	Public Charity	Program Support *Chronic Care Initiative Primary Care Improvement Grant*	($29,441)
Child Development Resources (CDR) PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support *Healthcare Heroes Grant*	$5,000
Child Development Resources PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support *CHIP (Comprehensive Health Investment Project)*	$37,500

Child Development Resources PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support *Infant & Parent Program Early Intervention for Babies and Toddlers with Disabilities and Developmental Delays*	$37,500
Child Development Resources PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support *Gap Funding for Early Intervention Services*	$11,906
Child Development Resources PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support *Gap Funding for CHIP (Comprehensive Health Investment Project)*	$10,886
Child Development Resources PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support *Equal and Optimal Early Intervention Services for Children With Disabilities and Developmental Delays Who Are Living in Poverty*	$30,000
Child Development Resources PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support *Network For Latino People*	$80,000
College of William & Mary P O Box 8795 Williamsburg, VA 23187-8795	N/A	Public Charity	Program Support *The LINKAGES Project*	($4,440)
Colonial Behavioral Health 473 McLaws Circle Williamsburg, VA 23185	N/A	Public Charity	Program Support *Children's Behavioral Health Initiative (CBHI)*	$120,812
Colonial Behavioral Health 473 McLaws Circle Williamsburg, VA 23185	N/A	Public Charity	Program Support *Intensive Outpatient Program (IOP)*	$25,000
Colonial Behavioral Health 473 McLaws Circle Williamsburg, VA 23185	N/A	Public Charity	Program Support *Chronic Care Collaborative*	$30,877
Colonial Behavioral Health 473 McLaws Circle Williamsburg, VA 23185	N/A	Public Charity	Program Support *Gap Funding for Intensive Outpatient Program*	$15,000
Colonial Behavioral Health 473 McLaws Circle Williamsburg, VA 23185	N/A	Public Charity	Program Support *Children's Behavioral Health Initiative (CBHI)*	$176,603
Colonial Community Corrections 4093 Ironbound Road, Suite B Williamsburg, VA 23188	N/A	Public Charity	Program Support *Better Ways - A Therapeutic & Transitional Substance Abuse Program*	$16,037

Community Housing Partners 448 Depot Street Christiansburg, VA 24073	N/A	Public Charity	Program Support *CHP's Williamsburg-Yorktown Community Health Initiative*	$12,682
FISH, Inc 312 Waller Mill Road, Suite 800 Williamsburg, VA 23185	N/A	Public Charity	Program Support *Health Priorities In Action*	$15,000
Gloucester-Mathews Free Clinic 2276 George Washington Memorial Highway Hayes, VA 23072	N/A	Public Charity	Program Support *Chronic Care Collaborative*	$205,000
Grove Christian Outreach Center 8910-E Pocahontas Trail Williamsburg, VA 23185	N/A	Public Charity	Program Support *Food PLUS Access Program*	$12,500
Grove Christian Outreach Center 8910-E Pocahontas Trail Williamsburg, VA 23185	N/A	Public Charity	Program Support *Gap Funding for Food PLUS*	$2,900
Historic Triangle Senior Center 5301 Longhill Road Williamsburg, VA 23188	N/A	Public Charity	Program Support *RIDES*	$50,000
Historic Triangle Senior Center 5301 Longhill Road Williamsburg, VA 23188	N/A	Public Charity	Program Support *Gap Funding for RIDES*	$15,200
New Horizons Family Counseling Center The College of William and Mary Williamsburg, VA 23187-8795	N/A	Public Charity	Program Support *Breaking the Cycle of Youth Aggression An Integrated Program of Family, Group, and* [illegible]	$25,000
Olde Towne Medical Center 5249 Olde Towne Road Williamsburg, VA 23188	N/A	Public Charity	Program Support *Chronic Disease Program and Chronic Care Clinic*	$172,693
Olde Towne Medical Center 5249 Olde Towne Road Williamsburg, VA 23188	N/A	Public Charity	Program Support *Project CARE of the Greater Virginia Peninsula, Inc*	$50,000
Olde Towne Medical Center 5249 Olde Towne Road Williamsburg, VA 23188	N/A	Public Charity	Program Support *Core Program Funding*	$423,579
Olde Towne Medical Center 5249 Olde Towne Road Williamsburg, VA 23188	N/A	Public Charity	Program Support *Chronic Care Collaborative*	$95,394
Olde Towne Medical Center 5249 Olde Towne Road Williamsburg, VA 23188	N/A	Public Charity	Program Support *Project CARE of Greater Williamsburg (PCGW Year Two)*	$30,000

Olivet Medical Ministry, Inc 1620 Old Williamsburg Road Yorktown, VA 23690	N/A	Public Charity	Program Support *Volunteer Practitioner Recruitment Project*	$19,500
Olivet Medical Ministry, Inc 1620 Old Williamsburg Road Yorktown, VA 23690	N/A	Public Charity	Program Support *Chronic Care Collaborative*	$343,782
Olivet Medical Ministry, Inc 1620 Old Williamsburg Road Yorktown, VA 23690	N/A	Public Charity	Program Support *Oral Health Access Project Continuation*	$13,350
Olivet Medical Ministry, Inc 1620 Old Williamsburg Road Yorktown, VA 23690	N/A	Public Charity	Program Support *Nurse Practitioner Emergency Support*	$15,000
Olivet Medical Ministry, Inc 1620 Old Williamsburg Road Yorktown, VA 23690	N/A	Public Charity	Program Support *Volunteer Practitioner Recruitment Project*	$17,500
Olivet Medical Ministry, Inc 1620 Old Williamsburg Road Yorktown, VA 23690	N/A	Public Charity	Program Support *Gap Funding for the Lackey Free Clinic Oral Health Access Project*	$6,675
Olivet Medical Ministry, Inc 1620 Old Williamsburg Road Yorktown, VA 23690	N/A	Public Charity	Program Support *Nurse Practitioner Emergency Support*	$14,000
Parent-Child Development Corporation 610 18th Street P O Box 30 [illegible]	N/A	Public Charity	Program Support *Here & Now & Down the Road PCDC Organizational Realignment Project*	($11 921)
Peninsula Agency on Aging 739 Thimble Shoals Boulevard, Suite 1006 Newport News, VA 23606-3585	N/A	Public Charity	Program Support *Senior Services Coalition Implementation of the Community Action Plan On Aging*	$20,000
Peninsula Agency on Aging 739 Thimble Shoals Boulevard, Suite 1006 Newport News, VA 23606-3585	N/A	Public Charity	Program Support *No Wrong Door Project*	$98,291
Peninsula Agency on Aging 739 Thimble Shoals Boulevard, Suite 1006 Newport News, VA 23606-3585	N/A	Public Charity	Program Support *Senior Services Coalition Core Support*	$15,000
Peninsula Agency on Aging 739 Thimble Shoals Boulevard, Suite 1006 Newport News, VA 23606-3585	N/A	Public Charity	Program Support *S H A R P (Senior Health Assistance Resource Project)*	$57,500
Peninsula Agency on Aging 739 Thimble Shoals Boulevard, Suite 1006 Newport News, VA 23606-3585	N/A	Public Charity	Program Support *Gap Funding for S H A R P (Senior Health Assistance Resource Project)*	$17,206

Rx Partnership 2924 Emerywood Parkway, Suite 300 Richmond, VA 23294	N/A	Public Charity	Program Support *Rx Partnership*	$20,000
Rx Partnership 2924 Emerywood Parkway, Suite 300 Richmond, VA 23294	N/A	Public Charity	Program Support *Gap Funding for Rx Partnership*	$2,000
Rx Partnership 2924 Emerywood Parkway, Suite 300 Richmond, VA 23294	N/A	Public Charity	Program Support *Chronic Care Collaborative Medication Access Enhancement*	$6,500
Sentara Williamsburg Regional Medical Center Auxiliary 100 Sentara Circle Williamsburg, VA 23188	N/A	Public Charity	Program Support *Bone Density Screening for the Uninsured*	$4,398
Three Rivers Health District POB 415, VSH 33 Saluda, VA 23149	N/A	Public Charity	Program Support *Middle Peninsula Mobile Dental Clinic*	$121,950
Virginia Health Care Foundation 707 E Main Street, Suite 1350 Richmond, VA 23219	N/A	Public Charity	Program Support *Greater Williamsburg Medication Assistance Program (GWMAP)*	$190,000
Virginia Health Care Foundation 707 E Main Street, Suite 1350 Richmond, VA 23219	N/A	Public Charity	Program Support *A New Lease on Life Health for Virginians with Mental Illness (ANLOL)*	$25,000
Virginia Health Care Foundation 707 E Main Street, Suite 1350 Richmond, VA 23219	N/A	Public Charity	Program Support *The Greater Williamsburg Medication Access Program*	$400,000
Virginia Legacy Soccer Club 1117 Old Colony Lane Williamsburg, VA 23185	N/A	Public Charity	Program Support *Virginia Legacy Soccer Club Community Partnership Program*	$16,000
Williamsburg Area Faith in Action 354 McLaws Circle, Suite 2 Williamsburg, VA 23185	N/A	Public Charity	Program Support *'Caring Neighbors'*	$15,000
Williamsburg Area Meals-On-Wheels, Inc P O Box 709 Williamsburg, VA 23187-0709	N/A	Public Charity	Program Support *Community safety net for sufficient nutrition and nutrition education* *for low income area residents*	$20,000
Williamsburg Area Meals-On-Wheels, Inc P O Box 709 Williamsburg, VA 23187-0709	N/A	Public Charity	Program Support *Safety net nutrition for low income residents during challenging times*	$20,000

Williamsburg-James City County Public Schools 101-D Mounts Bay Road, P O Box 8783 Williamsburg, VA 23187-8783	N/A	Public Charity	Program Support *School Health Initiative Program (SHIP)*	$413,646
York County Division of Juvenile Services 224 Ballard Street, P O Box 532 Yorktown, VA 23690	N/A	Public Charity	Program Support *Psychological and Substance Abuse Services (PSAS) Program*	$57,500
York County Division of Juvenile Services 224 Ballard Street, P O Box 532 Yorktown, VA 23690	N/A	Public Charity	Program Support *Psychological and Substance Abuse Services (PSAS) Program*	$57,500
Total Contributions Paid During the Year				**$3,932,389**

Williamsburg Community Health Foundation
Form 990-PF, Part XV, Supplemental Information, Line 3b --Grants and Contributions Paid During the Year
Year Ended December 31, 2010
54-1822359

Name and Address	**If Individ, List Relationship to Foundation Manager or Substantial Contributor**	**Foundation Status of Recipient**	**Purpose of Grant or Contribution**	**Amount**
Avalon A Center for Women and Children P O Box 6805 Williamsburg Virginia 23188	N/A	Public Charity	Program Support *Survivor to Thriver Program*	$ 20,000
Bacon Street Post Office Drawer 279 Williamsburg, VA 23187-0279	N/A	Public Charity	Program Support *Youth Substance Abuse Intervention and Treatment*	40,000
Child Development Resources PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support *Comprehensive Health Investment Project (CHIP)*	37,500
Child Development Resources PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support *Infant & Parent Program Early Intervention for Babies and Toddlers with Disabilities and Developmental Delays*	37,500
College of William and Mary PO Box 8795 Williamsburg, VA 23187-8795	N/A	Public Charity	Program Support *SHIP Survey Research*	40,138
Colonial Behavioral Health 473 McLaws Circle Williamsburg, VA 23185	N/A	Public Charity	Program Support *Intensive Outpatient Program (IOP)*	25,000
Community Housing Partners 448 Depot Street Christiansburg, VA 24073	N/A	Public Charity	Program Support *Community Housing Partners' Williamsburg-Yorktown Community Health Initiative*	12,683
Grove Christian Outreach Center 8910-E Pocahontas Trail Williamsburg, VA 23185	N/A	Public Charity	Program Support *Food PLUS Access Program*	12,500
Historic Triangle Senior Center 5301 Longhill Road Williamsburg, VA 23188	N/A	Public Charity	Program Support *RIDES*	50,000
New Horizons Family Counseling Center The College of William and Mary Williamsburg VA 23187-8795	N/A	Public Charity	Program Support *Breaking the Cycle of Youth Aggression An Integrated Program of Family, Group, and Individual Counseling Services*	25,000
Olde Towne Medical Center 5249 Olde Towne Road Williamsburg, VA 23188	N/A	Public Charity	Program Support *Project CARE of the Greater Virginia Peninsula Inc*	50,000
Olivet Medical Ministry, Inc 1620 Old Williamsburg Road Yorktown, VA 23690	N/A	Public Charity	Program Support *Volunteer Practitioner Recruitment Project*	19,500
Olivet Medical Ministry, Inc 1620 Old Williamsburg Road Yorktown, VA 23690	N/A	Public Charity	Program Support *Oral Health Access Project Continuation*	13,350
Peninsula Agency on Aging 739 Thimble Shoals Boulevard, Suite 1006 Newport News VA 23606-3585	N/A	Public Charity	Program Support *Senior Services Coalition Core Support*	15,000
Peninsula Agency on Aging 739 Thimble Shoals Boulevard, Suite 1006 Newport News VA 23606-3585	N/A	Public Charity	Program Support *Senior Health Assistance Resource Project (S H A R P)*	57,500

Williamsburg Area Meals-On-Wheels, Inc P O Box 709 Williamsburg, VA 23187-0709	N/A	Public Charity	Program Support *Community safety net for sufficient nutrition and nutrition education* *for low income area residents*	20,000
York County Division of Juvenile Services 224 Ballard Street, P O Box 532 Yorktown VA 23690	N/A	Public Charity	Program Support *Psychological and Substance Abuse Services (PSAS) Program*	57,500
Total Contributions Approved for future Payment				**$533,171**

Williamsburg Community Health Foundation
2010 Competitive Grant Guidelines

OUR APPROACH TO GRANTMAKING

The Williamsburg Community Health Foundation is dedicated to improving the health of people living in Williamsburg and surrounding counties by strengthening access to quality health services and promoting responsible health practices. We envision our role as a catalyst and convener, and therefore, look to support programs that are innovative and have the potential to effect change at the community level.

We define health as a dynamic state of complete physical, mental and social well being and not merely the absence of disease or infirmity. By supporting projects that improve access to health care, eliminate barriers, address health disparities, create healthier environments and support personal responsibility for health, the Foundation has the best potential to effectively use its resources to promote a healthier community for citizens of all ages.

Our grantmaking is accomplished through a combination of open competitive grant cycles and capacity building support. The Foundation will also initiate projects by convening community leaders to look at gaps in services and to assist in the planning of new service delivery strategies. This combination of grantmaking strategies will help insure that Foundation resources are effectively utilized to address measurable and changing healthcare needs in the Foundation's service area.

WHO WE FUND

We will accept proposals from eligible charitable non-profit or public organizations whose missions align with that of the Foundation: "Improve the health of people living in Williamsburg and surrounding counties by strengthening access to quality health services and promoting responsible health practices."

WHAT MAKES A PROPOSAL COMPETITIVE

The Foundation favors proposals that:

- are clearly aligned with the Foundation's priorities, goals and strategies;
- show promise of significant impact in addressing identified issues;
- demonstrate strong leadership and a sound financial plan;
- complement efforts of other organizations;
- addresses current and emerging health issues through best practices and innovative strategies; and
- are clearly written.

During the current grantmaking cycle, the Foundation will have a greater focus on the community's economic challenges when reviewing proposals. This funding cycle will strengthen those segments of the community shown to be disproportionately affected by the economic downturn. Therefore, health safety net providers that are able to document a significant increase in their number of patients who are currently unemployed or who are employed by entities that do not offer health insurance will receive special consideration. The Foundation believes strengthening the safety net essentially strengthens the community in general because those who may not have relied on the safety net system previously may need it now.

Other programs likely to receive favorable consideration are those which include components designed to (1) educate clients about how best to stay healthy on a limited budget; (2) inform and encourage clients to maintain or secure health insurance; (3) educate clients on how to recognize the signs of behavior likely to signal future mental health issues or any form of abuse; and (4) have a strong preventive health maintenance component that will reduce the likelihood of clients needing to utilize the current health safety net system.

HOW TO REQUEST A GRANT

The Foundation's Competitive Grant Cycle process consists of two phases: the Letter of Intent (LOI) and the Full Grant Proposal. Please see our service area to see if your organization is eligible to apply for a Letter of Intent during our competitive grant cycle. The Foundation will consider one Letter of Intent per grant cycle, per organization. Each LOI is limited to requests for two programs or projects and will be submitted to the Foundation using the online application process. **A new application is required for each program or project.** Following the Letter of Intent phase, a limited number of organizations will be invited to submit fully-developed proposals online for the Grant Application phase. Please note that organizations may request funding in consecutive competitive grant cycles, but consecutive requests must be for different programs or projects. Projects will be considered for funding if they meet one or more of the following Foundation priorities:

Access:
The Foundation defines access as: ensuring access to affordable, comprehensive, and appropriate health care for low income, uninsured residents in the Foundation's service area. The Foundation will support community-based projects designed to provide direct care services that work to improve the health status of the poor, underserved, and underinsured. Priority consideration will be given to projects that focus on health promotion, disease prevention and chronic disease management for citizens of all ages. The Foundation is also interested in strengthening the healthcare workforce through scholarship, certification and training programs.

Prevention:
Prevention is defined as: reducing the incidence of preventable illness and disease among residents in the Foundation's service area over the long term. The Foundation will support projects that promote health and quality of life by preventing and controlling disease, injury, and disability. Foundation areas of concern include:

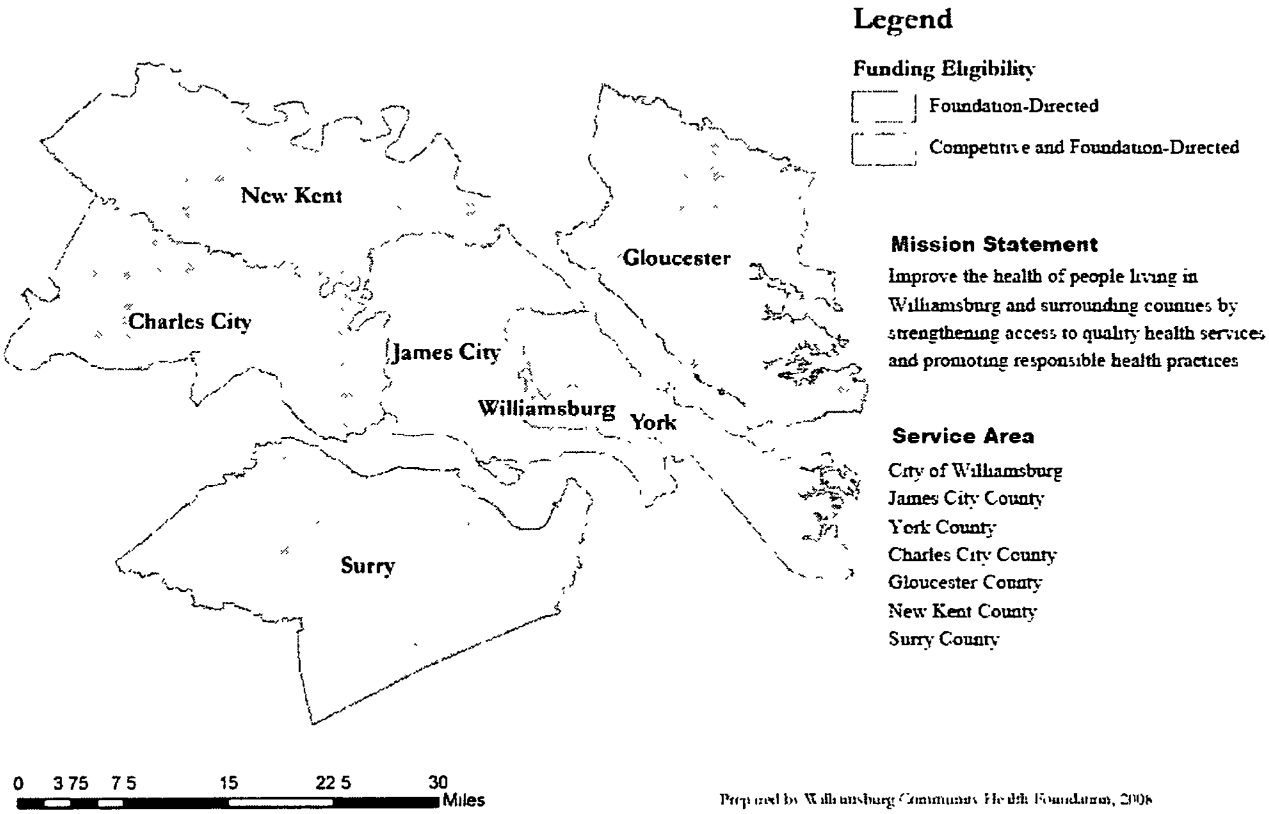
- education and advocacy projects
- enhanced nutritional programs
- health screenings
- increased physical activity
- early prevention of chronic disease and disability

- substance abuse treatment and prevention
- mental health treatment and prevention
- disaster and emergency prevention or preparedness training

Non-Profit Capacity Building:
Capacity Building is defined as: strengthening the abilities, processes, and resources of local non-profits to more efficiently and effectively serve residents in the Foundation's service area. The Foundation will support funding for professional development to strengthen an organization's ability to provide services based on best practices; as well as organizational assessments, strategic planning efforts, technology, and other projects that may increase a non-profit organization's self-reliance.

Innovative projects that address current or emerging health issues that may significantly impact residents in the Foundation's service area will also be considered. Projects that offer unique opportunities for partnerships, collaborations and leveraging are encouraged.

Williamsburg Community Health Foundation Service Area by Locality and Funding Eligibility



Mission Statement
Improve the health of people living in Williamsburg and surrounding counties by strengthening access to quality health services and promoting responsible health practices

Service Area
City of Williamsburg
James City County
York County
Charles City County
Gloucester County
New Kent County
Surry County

Prepared by Williamsburg Community Health Foundation, 2008

For more information, please visit Williamsburg Community Health Foundation's website at www.wchf.com.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print. File by the extended due date for filing your return See instructions

Name of exempt organization: WILLIAMSBURG COMMUNITY HEALTH FOUNDATION

Employer identification number: 54-1822359

Number, street, and room or suite no. If a P.O. box, see instructions: 5308 DISCOVERY PARK BOULEVARD, NO. 101

City, town or post office, state, and ZIP code. For a foreign address, see instructions. WILLIAMSBURG, VA 23188

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE ORGANIZATION - 5308 DISCOVERY PARK BOULEVARD, NO. 101 - WILLIAMSBURG, VA 23188

Telephone No. ▶ 757-345-0912 FAX No. ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.

5 For calendar year 2010, or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 90,334.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 90,334.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ 8/11/11

Form **8868** (Rev. 1-2011)