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 July 1 **, 2010, and ending** June 30 **, 20** 11

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

Name of foundation
Richmond Memorial Health Foundation

A Employer identification number
51-0211020

Number and street (or P O box number if mail is not delivered to street address)
1801 Bayberry Court

Room/suite
104

B Telephone number (see page 10 of the instructions)
804-282-6282

City or town, state, and ZIP code
Richmond, VA 23226

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here . ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 162,744,265

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

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

			(a) Revenue and expenses per books STMT 1	(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)	124,342			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	351	351	0	
	4	Dividends and interest from securities	714,736	714,736	0	
	5a	Gross rents	0	0	0	
	b	Net rental income or (loss) 0				
	6a	Net gain or (loss) from sale of assets not on line 10	1,100,997			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		822,313		
	8	Net short-term capital gain			0	
	9	Income modifications			0	
	10a	Gross sales less returns and allowances 0				
	b	Less: Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0		0	
	11	Other income (attach schedule) STMT. 2	56,367	-121,337	56,250	
	12	**Total.** Add lines 1 through 11	1,996,793	1,416,063	56,250	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	153,000	15,300	0	137,700
	14	Other employee salaries and wages	318,498	34,032	6,656	228,533
	15	Pension plans, employee benefits	105,145	11,597	1,527	77,844
	16a	Legal fees (attach schedule) STMT 3	867	0	0	477
	b	Accounting fees (attach schedule) STMT 4	12,672	2,028	0	6,970
	c	Other professional fees (attach schedule) STMT 5	475,390	373,342	0	99,202
	17	Interest STMT 6	545	0	0	0
	18	Taxes (attach schedule) (see page 14 of the instructions)	25,926	0	0	549
	19	Depreciation (attach schedule) and depletion STMT 7	936	0	0	
	20	Occupancy	78,277	12,524	0	43,052
	21	Travel, conferences, and meetings	22,984	1,062	0	20,414
	22	Printing and publications	0	0	0	0
	23	Other expenses (attach schedule) STMT 8	113,465	4,687	0	99,489
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,307,705	454,572	8,183	714,230
	25	Contributions, gifts, grants paid	1,333,489			1,333,489
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,641,194	454,572	8,183	2,047,719
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-644,401			
	b	**Net investment income** (if negative, enter -0-)		961,491		
	c	**Adjusted net income** (if negative, enter -0-)			48,067	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	136,323	289,330	289,330
2	Savings and temporary cash investments	4,111,768	290,500	290,500
3	Accounts receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
4	Pledges receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
5	Grants receivable	0	0	0
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
7	Other notes and loans receivable (attach schedule) ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
8	Inventories for sale or use	0	0	0
9	Prepaid expenses and deferred charges	1,385	13,104	13,104
10a	Investments—U.S. and state government obligations (attach schedule)	0	0	0
b	Investments—corporate stock (attach schedule) STMT 9	9,779,039	15,218,785	15,218,785
c	Investments—corporate bonds (attach schedule)	0	0	0
11	Investments—land, buildings, and equipment: basis ▶ 0			
	Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0
12	Investments—mortgage loans	0	0	0
13	Investments—other (attach schedule) STMT 10	44,304,581	50,960,886	50,960,886
14	Land, buildings, and equipment: basis ▶ 4,937			
	Less: accumulated depreciation (attach schedule) ▶ 4,937	936	0	0
15	Other assets (describe ▶ Stmt 11)	84,105,331	95,971,660	95,971,660
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	142,439,363	162,744,265	162,744,265
Liabilities 17	Accounts payable and accrued expenses	100,280	87,967	
18	Grants payable	0	0	
19	Deferred revenue	0	0	
20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
21	Mortgages and other notes payable (attach schedule)	0	0	
22	Other liabilities (describe ▶ 0)	0	0	
23	**Total liabilities** (add lines 17 through 22)	100,280	87,967	
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	138,170,752	157,195,638	
25	Temporarily restricted	0	0	
26	Permanently restricted	4,168,331	5,460,660	
	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** (see page 17 of the instructions)	142,339,083	162,656,298	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	142,439,363	162,744,265	

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	142,339,083
2	Enter amount from Part I, line 27a	2	-644,401
3	Other increases not included in line 2 (itemize) ▶ Stmt 12	3	20,961,616
4	Add lines 1, 2, and 3	4	162,656,298
5	Decreases not included in line 2 (itemize) ▶ None	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	162,656,298

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			
b	Partnerships			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				624,406
b				257,907
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				624,406
b				257,907
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	882,313
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	2,363,416	58,315,527	.0405
2008			
2007			
2006			
2005			

2	**Total** of line 1, column (d)	2	.0405
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	.0405
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	62,995,760
5	Multiply line 4 by line 3	5	2,551,328
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,615
7	Add lines 5 and 6	7	2,560,943
8	Enter qualifying distributions from Part XII, line 4	8	2,047,719

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary—see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	19,230	00
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	00
3	Add lines 1 and 2	3	19,230	00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0	00
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	19,230	00
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a — 24,000 00			
b	Exempt foreign organizations—tax withheld at source — 6b — 0 00			
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 0 00			
d	Backup withholding erroneously withheld — 6d — 0 00			
7	Total credits and payments. Add lines 6a through 6d	7	24,000	00
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	00
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	00
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,770	00
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 4,770 00 **Refunded** ▶	11	0	00

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		✓
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		✓
	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		✓
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Virginia			
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	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

			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 page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶ www.rmhfoundation.org			
14	The books are in care of ▶ the organization Telephone no. ▶ 804-282-6282 Located at ▶ 1801 Bayberry Court, Suite 104, Richmond, VA ZIP+4 ▶ 23226			
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			
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		✓
	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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(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		✓
	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		✓
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 ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions.)	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 ☑ 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		✓

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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? ☐ 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** No ✓

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? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Statement 13		153,000	28,390	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John H. Estes 1801 Bayberry Court, Suite 104, Richmond, VA 23226	Dir. Programs 40	111,650	9,065	0
Denise Daly Konrad 1801 Bayberry Court, Suite 104, Richmond, VA 23226	Dir., NLI 40	83,538	11,747	0
Jean M. Poitras 1801 Bayberry Court, Suite 104, Richmond, VA 23226	Dir.Acctng&Ops 40	82,650	11,758	0

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Mangham Associates, Inc. 630 Peter Jefferson Pkwy, Charlottesville, VA 22911	Investment Consultant	105,091
Community Health Solutions, Inc. 9063 Gayton Road, Ste. 201, Richmond, VA 23238	Program Consultant	95,724
Wilkinson O'Grady & Co. Inc. 499 Park Avenue, 7th Floor, New York, NY 10222	Investment Management	77,009
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 Nurse Leadership Institute of Virginia - Statement 14	243,729
2 The Greater Richmond Patient Centered Medical Home Initiative - Statement 14	164,280
3	0
4	0

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 Richmond Memorial Health Foundation's 17% member interest in Bon Secours Richmond Health System is recognized by the IRS as a program-related investment. There was no additional funding of the program-related investment by the Foundation during this tax year.	0
2	0
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	63,638,556
b	Average of monthly cash balances	1b	316,530
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	63,955,086
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	63,955,086
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	959,326
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	62,995,760
6	**Minimum investment return.** Enter 5% of line 5	6	3,149,788

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	3,149,788
2a	Tax on investment income for 2010 from Part VI, line 5	2a	19,230		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0		
c	Add lines 2a and 2b			2c	19,230
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,130,558
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	3,130,558
6	Deduction from distributable amount (see page 25 of the instructions)			6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	3,130,558

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	2,047,719
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,047,719
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,047,719

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				3,130,558
2	Undistributed income, if any, as of the end of 2010:				
a	Enter amount for 2009 only			533,977	
b	Total for prior years: 20___,20___,20___		0		
3	Excess distributions carryover, if any, to 2010:				
a	From 2005 . . . 0				
b	From 2006 . . . 0				
c	From 2007 . . . 0				
d	From 2008 . . . 0				
e	From 2009 . . . 0				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 2,047,719				
a	Applied to 2009, but not more than line 2a			533,977	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2010 distributable amount				1,513,742
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).)*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
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 page 27 of the instructions		0		
e	Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				1,616,816
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
a	Excess from 2006 . . . 0				
b	Excess from 2007 . . . 0				
c	Excess from 2008 . . . 0				
d	Excess from 2009 . . . 0				
e	Excess from 2010 . . . 0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . . . ▶ N/A

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

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

1 Information Regarding Foundation Managers:

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

John Estes, Director of Programs, 804-282-6282, Richmond Memorial Health Foundation, 1804 Bayberry Ct., Suite 104, Richmond, VA 23226

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

Please see attached copy of Grant Application Guidelines.

c Any submission deadlines:

Please see attached copy of Grant Application Guidelines.

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

Please see attached copy of Grant Application 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*				
Statement 15				
Total . . . . ▶ **3a**				**1,333,489**
b *Approved for future payment*				
Statement 16				
Total . . . . ▶ **3b**				**1,150,451**

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 (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a Nurse Leadership Institute of VA -Tuition Inc.					56,250
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	351	
4 Dividends and interest from securities			14	714,736	
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			14	-121,337	
8 Gain or (loss) from sales of assets other than inventory			18	822,313	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		1,416,063	56,250

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,472,313

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)
1a	The Nurse Leadership Institute of Virginia (NLI) addresses Virginia's nursing shortage by providing intensive leadership training for nurse managers and emerging nurse leaders. The Institute is a 9-month leadership development program for nurses with exceptional clinical skills, equipping them with leadership, financial and performance improvement skills to meet the challenges of leading a staff in a complex work environment. The NLI enjoys broad community support from Virginia's nursing professional associations and others.

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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

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 12-15-11 — Title Treasurer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
[illegible]	[illegible]	12/16/11		P01071641
Firm's name ▶ Keiter Stephens			Firm's EIN ▶ 54-1631262	
Firm's address ▶ 4401 Dominion Blvd Glen Allen VA 23060			Phone no 804 747 0000	

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

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No. 1545-0047

2010

Name of the organization

Richmond Memorial Health Foundation

Employer identification number

51-0211020

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33$^1/_3$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization
Richmond Memorial Health Foundation

Employer identification number
51-0211020

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Arthur Glasgow Trust, c/o J.P.Morgan P. O. Box 6076 Newark, DE 19714-6076	$ 124,342	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Statement 1
2010 Form 990-PF, Part I, Line 1
Contributions, Gifts, Grants, etc. Received

	(a) Revenue per Books
Contributions	124,342
Total Contributions and Grants	124,342

Statement 2
2010 Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Income from Partnerships	0	(121,337)	0	0
Nurse Leadership Institute Tuition Income	56,250	0	56,250	0
Miscellaneous income	117	0	0	0
Total Other Income	56,367	(121,337)	56,250	0

Statement 3
2010 Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees - Corporate matters	867	0	0	477

Statement 4
2010 Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Auditing and Tax Compliance	12,672	2,028	0	6,970

Statement 5
2010 Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management	268,142	268,142	0	0
Investment Consultant	105,200	105,200	0	0
Program Consultant	95,724	0	0	95,724
Human Resources Consultants	4,799	0	0	2,639
Employee Benefits Consultant	1,525	0	0	839
Total Other Professional Fees	475,390	373,342	0	99,202

Statement 6
2010 Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	24,383	0	0	0
Business Personal Property Tax	998	0	0	549
Total Taxes	25,381	0	0	549

Statement 7
2010 Form 990-PF, Part I, Line 19 - Depreciation Expense
2010 Form 990-PF, Part II, Line 14 - Land, Buildings and Equipment

	Beginning of Year	Additions	Disposals	End of Year
Equipment	4,937	0	0	4,937

	Beginning of Year	Current Year Depreciation	Disposals	End of Year
Accumulated Depreciation-Equipment	4,001	936	0	4,937
Land, buildings and equipment, net	936			0

Statement 8
2010 Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
DCA - Nurse Leadership Institute	71,651	0	0	71,651
DCA - Patient Centered Medical Home	680	0	0	680
Direct Grant Administrative Expenses	10,110	0	0	10,110
Direct Investment Administrative Expense	28	28	0	0
Equip.leases, svc contracts, maint.	12,940	2,070	0	7,117
Insurance	4,824	772	0	2,653
Internet Access	880	141	0	484
Supplies and materials	5,927	948	0	3,260
Memberships	269	43	0	148
Bank service fees	1,200	192	0	660
Recognitions and gifts	1,125	0	0	619
Postage	515	82	0	283
Furnishings and equipment	2,514	402	0	1,383
Subscriptions	752	0	0	414
Corporate filings	50	8	0	28
Total Other Expenses	113,465	4,687	0	99,489

Richmond Memorial Health Foundation 51-0211020

Statement 9
2010 Form 990-PF, Part II, Line 10b
Investments - Corporate Stock

Par Value or Shares	Asset Description	6/30/2011 Market Value
900	Basic Energy Services Inc	$ 28,323
650	Bristow Group Inc	33,163
700	Energy XXI Bermuda Ltd	23,254
4,700	Newpark Res Inc	42,629
1,600	Transglobe Energy Corp	18,240
3,900	USEC Inc	13,026
1,850	Venoco Inc	23,569
1,100	Glatfelter	16,918
1,850	Horsehead Hldg Corp	24,642
800	Innophos Hldgs Inc	39,040
544	LSB Inds Inc	23,348
1,150	Schulman A Inc	28,969
355	Schweitzer-Mauduit Intl Inc	19,933
1,650	Actuant Corp	44,270
500	Atlas Air Worldwide hldgs Inc	29,755
1,100	Briggs & Stratton Corp	21,846
602	Ceradyne Inc Del	23,472
500	Digitalglobe Inc	12,705
1,800	GT Solar Intl Inc	29,160
3,200	Hawaiian Hldgs Inc	18,240
750	Kelly Svcs Inc	12,375
1,050	Old Dominion Freight Line Inc	39,165
1,835	Orbital Sciences Corp	30,920
400	Polypore Intl Inc	27,136
1,700	RSC Hldgs Inc	20,332
700	Tennant Co	27,951
250	Twin Disc Inc	9,658
1,450	Asbury Automotive Group Inc	26,869
500	Coinstar Inc	27,270
700	G-III Apparel Group Ltd	24,150
600	Irobot Corp	21,174
1,150	Kirklands Inc	13,823
1,300	OfficeMax Inc Del	10,205
4,200	Quiksilver Inc	19,740
700	Red Robin Gourmet Burgers inc	25,466
1,200	Rent-A-Center Inc	36,672
2,700	Shuffle Master Inc	25,259
450	Shutterfly Inc	25,839

Statement 9
2010 Form 990-PF, Part II, Line 10b
Investments - Corporate Stock

Par Value or Shares	Asset Description	6/30/2011 Market Value
800	Valassis Communications Inc	24,240
950	Andersons Inc	40,138
1,250	Pantry Inc	23,488
783	Amedisys Inc	20,851
900	Amsurg Corp	23,517
3,250	Health Mgmt Assoc Inc	35,035
800	Healthspring Inc	36,888
750	Medicis Pharmaceutical Corp	28,628
1,100	Questcor Pharmaceuticals Inc	26,510
600	SXC Health Solutions Corp	35,352
1,650	Universal American Corp	18,068
1,150	Alterra Capital Hldgs Ltd	25,645
1,950	American Equity Invt Life Hldg	24,785
1,600	Brandywine Rlty Tr	18,544
1,650	Capstead Mtg Corp	22,110
1,400	Cardtronics Inc	32,830
600	Cash Amer Invts Inc	34,722
600	City Hldg Co	19,818
1,250	Columbia Banking Sys Inc	21,525
700	First Cash Finl Svcs	29,393
950	Horace Mann Educators Corp New	14,830
700	Iberiabank Corp	40,348
1,200	LaSalle Hotel Pptys	31,608
2,650	Mgic Invt Corp Wis	15,768
2,700	Ocwen Finl Corp	34,452
1,500	Omega Healthcare Invs Inc	31,515
400	PS Business Parks Inc CA	22,040
650	SVB Finl Group	38,812
1,600	Tower Group Inc	38,112
1,000	Wintrust Finl Corp	32,180
450	World Accep Corp SC	29,507
900	Acacia Resh Corp	33,021
2,500	AXT Inc	21,200
1,100	Heartland Pmt Sys Inc	22,660
500	Multi-Fineline Electronix Inc	10,805
1,400	Net 1 UEPS Technologies Inc	12,152
400	Netscout Sys Inc	8,356
750	Plantronics Inc New	27,398

Statement 9
2010 Form 990-PF, Part II, Line 10b
Investments - Corporate Stock

Par Value or Shares	Asset Description	6/30/2011 Market Value
2,050	Power One Inc	16,605
3,750	RF Micro Devices Inc	22,950
4,150	Silicon Image Inc	26,809
950	Standard Microsystems Corp	25,641
2,600	Telecommunication Sys Inc	12,558
2,000	Valueclick Inc	33,200
1,050	Cleco Corp	36,593
700	Northwestern Corp	23,177
650	Southwest Gas Corp	25,097
1,050	Unisource Energy Corp	39,197
800	Apache Corp	98,712
5,400	Cenovus Energy	203,364
1,500	EOG Resources Inc	156,825
3,000	Imperial Oil Ltd	139,770
13,550	McMoran Exploration Co	250,404
3,200	National Oilwell Varco Inc	250,272
2,050	Schlumberger Ltd	177,120
6,500	Suncor Energy Inc	254,150
2,600	Agnico Eagle Mines Ltd	164,138
2,100	BHP Billiton Ltd	198,723
4,500	Goldcorp Inc New	217,215
14,000	Osisko Mining Corp	217,449
2,600	Spdr Gold Tr	379,603
3,400	Vale SA	108,630
2,000	Cummins Inc	206,980
133	SGS SA	252,100
1,500	Amazon Inc	306,735
5,850	Dollar Tree Inc	389,727
2,700	Family Dlr Stores Inc	141,912
41,000	Golden Eagle Retail Group Ltd	104,012
4,100	TJX Cos Inc	215,373
35,500	Hengan Intl Group Co Ltd	318,445
4,900	Nestle SA	305,662
22,000	Tsingtao Brewery Co Ltd	127,088
1,500	Tsingtao Brewery Ltd	86,550
5,500	Want Want Hldgs Ltd	265,375
8,000	Dr Reddys Labs Ltd	274,640
3,400	Henry Schein Inc	243,406

Statement 9
2010 Form 990-PF, Part II, Line 10b
Investments - Corporate Stock

Par Value or Shares	Asset Description	6/30/2011 Market Value
6,300	Cheung Kong Hldgs Ltd	92,610
2,050	HDFC Bank Ltd	361,600
8,900	Hong Kong Exchanges & Clearing Ltd	186,550
6,770	Standard Chartered PLC	178,033
40,000	AAC Acoustic Technologies Hldgs Inc	93,147
1,150	Apple Inc	386,021
247,200	Kingdee Intl Software Group Co Ltd	132,793
2,800	Qualcomm Corp	159,012
7,100	Tencent Hldgs Ltd	192,709
16,000	ZTE Corp	57,986
16,600	ZTE Corp	118,192
5,400	Southern Co	218,052
1,432	Chevron Corp	147,267
1,502	Conocophillips	112,935
1,540	Kinder Morgan Mgmt LLC	101,009
1,562	Albemarle Corp	108,090
3,263	Meadwesvaco Corp	108,691
890	Newmaket Corp	151,932
2,440	Vulcan Matls Co	94,013
2,318	Alexander & Baldwin	111,635
681	Fedex Corp	64,593
3,310	Lowes Cos Inc	77,156
13,904	Service Corp Intl	162,399
3,759	Altria Group Inc	99,275
793	Brown Forman Corp	59,229
1,777	Coca-Cola Co	119,574
888	Philip Morris Intl	59,292
1,636	The Hershey Co	93,007
1,687	Wal-Mart Stores Inc	89,647
2,198	Bristol Myers Squibb Co	63,654
1,419	Johnson & Johnson	94,392
5,148	Pfizer Inc	106,049
1,438	Berkshire Hathaway Inc	111,287
2,073	Hatteras Finl Corp	58,521
3,465	UDR Inc	85,066
4,580	Wells Fargo & Co	128,515
290	White Mountains Ins Group Inc	121,846
8,127	Activision Blizzard Inc	94,923

Statement 9
2010 Form 990-PF, Part II, Line 10b
Investments - Corporate Stock

Par Value or Shares	Asset Description	6/30/2011 Market Value
4,445	Dell Inc	74,098
3,031	EMC Corp Mass	83,504
4,592	Intel Corp	101,759
861	International Business Machs	147,705
4,857	Microsoft Corp	126,282
1,350	VISA Inc	113,751
2,288	Verizon Communications	85,182
5,945	Duke Energy Corp New	111,944
88,311	Aberdeen Emerging Markets Institutional Fund	1,312,306
	Total	$ 15,218,785

Statement 10
2010 Form 990-PF, Part II, Line 13
Investments - Other

	6/30/2011 Market Value
Mutual Funds:	
PIMCO Total Return Fund	6,235,005
Colchester Global Fund	2,483,634
GMO Strategic Opportunities Allocation Fund III	11,330,044
Federated Prime Obligations Fund	1,248,651
Wilkinson O'Grady, International Mutual Funds	1,013,769
Total	22,311,103
Partnerships:	
The Investment Fund for Foundations - TIFF Absolute Return Pool II	9,966,138
Private Advisors Small Company Buyout Fund II	3,166,785
Private Advisors Coinvestment Fund, LP	275,342
Sanderson International Value Fund	5,189,123
GMO Multi-Strategy Fund Offshore LP	4,277,876
Metropolitan Real Estate Partners 2008 Distressed Co-Investment Fund	1,206,533
P2 Capital Fund, Ltd.	2,607,209
The Investment Fund for Foundations - TIFF Secondary Partners II, LLC	1,710,718
Commonfund Capital Natural Resources Partners VIII, LP	250,059
	28,649,783
Total Investments - Other	**50,960,886**

Statement 11
2010 Form 990-PF, Part II, Line 15
Other Assets

	6/30/2011 Market Value
Contribution Receivable	5,460,660
Program-Related Investment in BonSecours Richmond Health System (1)	90,511,000
Total	95,971,660

1) Richmond Memorial Health Foundation received a ruling, dated June 3, 2009, stating the membership interest meets the requirements for constituting a program related investment and will be excluded from the computation of minimum investment return.

Statement 12
2010 Form 990-PF, Part III, Line 3
Other Increases Not Included in Line 2

Net unrealized gains on investments	10,387,616
Change in equity interest of program related investment	10,574,000
	20,961,616

Statement 13
2010 Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees and Foundation Managers

(a) Name and Address	(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
Jeffrey S. Cribbs, Sr. 1801 Bayberry Court, Suite 104 Richmond, VA 23226	President & CEO 40	153,000	28,390	0
Sheryl L. Garland 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Chair 2	0	0	0
Delores A. Remo 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Vice Chair 2	0	0	0
Michele A. W. McKinnon, Esquire 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Secretary 2	0	0	0
Harry A. Turton, Jr. 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Treasurer 2	0	0	0
Christopher M. Carney 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Trustee 1	0	0	0
Alexander M. Macaulay, Esquire 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Trustee 1	0	0	0
Claudia N. MacSwain 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Trustee 1	0	0	0
John W. Martin 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Trustee 1	0	0	0
Michael B. Matthews 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Trustee 1	0	0	0

Statement 13
2010 Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees and Foundation Managers

(a) Name and Address	(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
Thomas A. Silvestri 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Trustee 1	0	0	0
Robert L. Thalhimer 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Trustee 1	0	0	0
Michel S. Zajur 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Trustee 1	0	0	0
Trustees - terms expired Dec 2010				
Judith B. Collins 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Chair through 2010 2	0	0	0
Leonard L. Edloe, Pharm.D. 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Trustee 1	0	0	0
Jay T. Thompson, III 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Trustee 1	0	0	0
Adele C. Johnson 1801 Bayberry Court, Suite 104 Richmond, VA 23226	Trustee 1	0	0	0

Statement 14
2010 Form 990-PF, Part IX-A, Lines 1 & 2
Summary of Direct Charitable Activities

Line 1 – Nurse Leadership Institute of Virginia

The Nurse Leadership Institute of Virginia (NLI) addresses Virginia's nursing shortage by providing intensive leadership training for nurse managers and emerging nurse leaders. The Institute is a 9-month leadership development program for nurses with exceptional clinical skills, equipping them with leadership, financial and performance improvement skills to meet the challenges of leading a staff in a complex work environment. The NLI enjoys broad community support from Virginia's nursing professional associations and others.

Since 2007, one-hundred-eight (108) nurses from across the Commonwealth have completed the program; an additional 33 Fellows make up the Class of 2012, the fifth cohort. Fellows report substantial learning and satisfaction with the Institute. Employer sponsors are overwhelmingly positive about the NLI, with Chief Nurse Executives indicating that sponsorship of "rising stars" in the NLI supports internal succession planning efforts.

The NLI was developed by the Richmond Memorial Health Foundation in partnership with the Virginia Partnership for Nursing. In 2007, RMHF was awarded a two year, $250,000 matching funds grant from the Partners Investing in Nursing's Future Program of the Robert Wood Johnson and Northwest Health Foundations. The Cameron Foundation and John Randolph Foundation also invested in the NLI. In 2009, the RMHF made an unprecedented decision to invest an additional $750,000 over 5 more years to sustain the NLI.

Line 2 – The Greater Richmond Patient Centered Medical Home Initiative

The mission of *The Greater Richmond Patient Centered Medical Home Initiative (PCMH)* is to strengthen the health care safety net by helping primary care safety net clinics implement a patient centered medical home model of care. As a result of this initiative, patients who utilize safety net clinics should gain better access to high quality health care; providers should realize a stronger capacity to deliver patient centered care; and the community should gain better health and a more effective, efficient, and sustainable system of care for low-income uninsured patients.

Participants in the PCMH include seven local safety net health care organizations working together to build their capacity to deliver patient centered care. Collaborative Members meet monthly to share breakthroughs, challenges, and strategic discussion about patient centered care in the present and future under health care reform. These seven organizations have registered approximately 116,000 patient visits over the last 12 months.

The PCMH was launched by the Richmond Memorial Health Foundation in the Fall of 2009. Initial investments by RMHF total $550,000 over 3 years.

Statement 15
2010 Form 990-PF, Part XV, Line 3a
Supplementary Information - Grants and Contributions Paid During the Year

Recipient name and address	If recipient is an individual, show relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Access Now 2201 West Broad Street, Suite 205 Richmond, VA 23220	N/A	Public Charity	Program Support "Continuing the Conversation"	$ 4,000
Alzheimer's Association - Greater Richmond 4600 Cox Road, Suite 130 Richmond, VA 23060	N/A	Public Charity	Program Support Respite Assistance for Caregivers	15,000
Better Housing Coalition PO Box 12117 Richmond, VA 23241	N/A	Public Charity	Program Support Senior Health and Wellness Iniative	35,000
Challenge Discovery Projects 1503 Santa Rosa Road, Suite 211 Richmond, VA 23229	N/A	Public Charity	Program Support Youth Technology and Healing Center Program	16,000
ChildSavers 200 North 22nd Street Richmond, VA 23223	N/A	Public Charity	Program Support Play Therapy Suite	120,000
CHIP of Greater Richmond 2922 West Marshall Street Richmond, VA 23230	N/A	Public Charity	Program Support Enhanced Care Coordination Program	65,000
Communities in Schools of Richmond 2922 West Marshall Street Richmond, VA 23230	N/A	Public Charity	Program Support George Wythe School Health Center	55,000
CrossOver Ministry 108 Cowardin Avenue Richmond, VA 23224	N/A	Public Charity	Program Support Women's Health - Single Mother's Health Program	50,000
Daily Planet 517 West Grace Street Richmond, VA 23220	N/A	Public Charity	Program Support Head Start to Healthy Living Youth Program	29,070
Fan Free Clinic 1010 N Thompson Street Richmond, VA 23230	N/A	Public Charity	Program Support Diabetes Wellness Project	30,600
Free Clinic of Powhatan 3908 Old Buckingham Road Powhatan, VA 23139	N/A	Public Charity	Program Support Women's Health Care Clinic	25,000
Friends Association for Children 1004 Saint John Street Richmond, VA 23222	N/A	Public Charity	Program Support School-Age Health Education Program	15,000
Goochland Free Clinic and Family Services PO Box 116 Goochland, VA 23063	N/A	Public Charity	Program Support Health Care Services Program	40,000
Grantmakers in Aging 7333 Paragon Road, Suite 220 Dayton, OH 45459	N/A	Public Charity	Program Support Member Support	1,400
Grantmakers for Effective Organizations 1725 DeSales St , NW, Suite 404 Washington DC 20036	N/A	Public Charity	Program Support Member Support	1,725
Grantmakers in Health	N/A	Public	Program Support	4,000

Statement 15
2010 Form 990-PF, Part XV, Line 3a
Supplementary Information - Grants and Contributions Paid During the Year

Recipient name and address	If recipient is an individual, show relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
1100 Connecticut Ave. NW Washington, DC 20036		Charity	Member support	
Jewish Family Services 6718 Patterson Avenue Richmond, VA 23226	N/A	Public Charity	Program Support HomeCare and Care Management Program	20,000
Legal Aid Justice Center 1000 Preston Avenue, Suite A Charlottesville, VA 22903	N/A	Public Charity	Program Support MLP Richmond - Building a Bridge The Gap Tookit	15,000
Love of Jesus Health Clinic 10930 Hull Street Road Midlothian, VA 23112	N/A	Public Charity	Program Support Increase Capacity by Increasing Billingual Medical Staff Program	25,000
Medical College of Virginia Foundation P. O Box 980234 Richmond, VA 23298-0234	N/A	Public Charity	Program Support VCU Bridging the GAP-Youth Violence Reduction	62,000
Medical College of Virginia Foundation P O Box 980234 Richmond, VA 23298-0234	N/A	Public Charity	Program Support VCU Sickle Cell Care	50,000
Medical College of Virginia Foundation P O Box 980234 Richmond, VA 23298-0234	N/A	Public Charity	Program Support Children's Mental Health Resource Center Prog.	65,650
Older Dominion Partnership 8400 Meadowbridge Road Mechanicsville, VA 233116	N/A	Public Charity	Program Support Age Wave Planning	225,000
Partnership for Nonprofit Excellence 7501 Boulders View Drive, Suite 110 Richmond, VA 23225	N/A	Public Charity	Program Support Leadership suppt - prog , fellowships, initiatives	35,000
Richmond City Health District 400 East Cary Street Richmond, VA 23219	N/A	Government Tax-Exempt	Program Support Community Advocates The Use of Local Health Workers in Neighborhood Resource Centers	73,000
Richmond Public Schools Education Foundation 301 North Ninth Street, 17th Floor Richmond, VA 23219-1927	N/A	Public Charity	Program Support Richmond Commuinity of Caring Program	7,094
Rx Partnership 2924 Emerywood Parkway Richmond, VA 23294	N/A	Public Charity	Program Support Access to Prescription Medication	20,000
Senior Navigator 7501 Boulders View Drive, Suite 201 Richmond, VA 23225	N/A	Public Charity	Program Support Affordable & Accessible Health Care Solution Ctr	31,650
Southeastern Council of Foundations 50 Hurt Plaza, Suite 350 Atlanta, GA 30303	N/A	Public Charity	Program Support EngAGEment Initiataive	10,000
Southeastern Council of Foundations 50 Hurt Plaza, Suite 350 Atlanta, GA 30303	N/A	Public Charity	Program Support Member Support	4,000
Southeastern Council of Foundations 50 Hurt Plaza, Suite 350 Atlanta, GA 30303	N/A	Public Charity	Program Support Health Legacy Foundation Programming	5,000

Statement 15
2010 Form 990-PF, Part XV, Line 3a
Supplementary Information - Grants and Contributions Paid During the Year

Recipient name and address	If recipient is an individual, show relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
United Way of Greater Richmond and Petersburg 2001 Maywill Street, Suite 201 Richmond, VA 23230	N/A	Public Charity	Program Support Richmond Age Wabe Planning Initiative Program	16,000
Virginia League for Planned Parenthood 201 Hamilton Street Richmond, VA 23221	N/A	Public Charity	Program Support Building Infrastructure, Expanding Access Prog	47,500
Capital Area Health Network 2025 East Main Street, Suite 100 Richmond, VA 23223	N/A	Public Charity	Program Support Patient Centered Medical Home Initiative	14,400
CrossOver Ministry 108 Cowardin Avenue Richmond, VA 23224	N/A	Public Charity	Program Support Patient Centered Medical Home Initiative	16,200
Daily Planet 517 West Grace Street Richmond, VA 23220	N/A	Public Charity	Program Support Patient Centered Medical Home Initiative	18,000
Fan Free Clinic 1010 N Thompson Street Richmond, VA 23230	N/A	Public Charity	Program Support Patient Centered Medical Home Initiative	18,000
Goochland Free Clinic and Family Services PO Box 116 Goochland, VA 23063	N/A	Public Charity	Program Support Patient Centered Medical Home Initiative	18,000
Love of Jesus Health Clinic 10930 Hull Street Road Midlothian, VA 23112	N/A	Public Charity	Program Support Patient Centered Medical Home Initiative	12,600
Virginia League for Planned Parenthood 201 Hamilton Street Richmond, VA 23221	N/A	Public Charity	Program Support Patient Centered Medical Home Initiative	14,400
Association of Fundraising Professionals P O Box 70610 Richmond, VA 23255	N/A	Public Charity	Contribution National Philanthropy Day	1,200
Partners in Healthcare 136 West Square Court Richmond, VA 23238	N/A	Public Charity	Contribution Collaborative Outcomes Symposium	1,000
VCU Foundation 909 West Franklin Street P O Box 842039 Richmond, VA 23284-2039	N/A	Public Charity	Contribution Sponsor - Excellence in Virginia Govt Awards	1,000
			Total	$ 1,333,489

Richmond Memorial Health Foundation **51-0211020**

Statement 16
2010 Form 990-PF, Part XV, Line 3b
Supplementary Information - Grants and Contributions Approved for Future Payment

Recipient name and address	If recipient is an individual, show relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
The Community Foundation Serving Richmond & Central Virginia 7501 Boulders View Drive, Suite 110 Richmond, Va 23225	N/A	Community Foundation	Program Support GiveRichmond - Richmond DonorEdge Project	20,000
Communities In Schools of Richmond, Inc. 2922 W. Marshall Street, Suite 2 Richmond, VA 23220	N/A	Public Charity	Program Support Richmond Promise - East End Children's Zone	75,000
Richmond Public Schools Education Foundation 301 North Ninth Street, 17th Floor Richmond, VA 23219-1927	N/A	Public Charity	Program Support Richmond Commuinity of Caring Program	21,281
CHIP of Greater Richmond 2922 West Marshall Street Richmond, VA 23230	N/A	Public Charity	Program Support Enhanced Care Coordination Program	130,000
CrossOver Ministry 108 Cowardin Avenue Richmond, VA 23224	N/A	Public Charity	Program Support Women's Health - Single Mother's Health Program	50,000
Daily Planet 517 West Grace Street Richmond, VA 23220	N/A	Public Charity	Program Support Head Start to Healthy Living Youth Program	29,070
Better Housing Coalition PO Box 12117 Richmond, VA 23241	N/A	Public Charity	Program Support Senior Health and Wellness Iniative	35,000
Friends Association for Children 1004 Saint John Street Richmond, VA 23222	N/A	Public Charity	Program Support School-Age Health Education Program	45,000
Richmond City Health District 400 East Cary Street Richmond, VA 23219	N/A	Government Tax-Exempt	Program Support Community Advocates: The Use of Local Health Workers in Neighborhood Resource Centers	146,000
Legal Aid Justice Center 1000 Preston Avenue, Suite A Charlottesville, VA 22903	N/A	Public Charity	Program Support MLP Richmond - Building a Bridge The Gap Tookit	15,000
Alzheimer's Association - Greater Richmond 4600 Cox Road, Suite 130 Richmond, VA 23060	N/A	Public Charity	Program Support Respite Assistance for Caregivers	45,000

Richmond Memorial Health Foundation **51-0211020**

Statement 16
2010 Form 990-PF, Part XV, Line 3b
Supplementary Information - Grants and Contributions Approved for Future Payment

Recipient name and address	If recipient is an individual, show relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Love of Jesus Health Clinic 10930 Hull Street Road Midlothian, VA 23112	N/A	Public Charity	Program Support Increase Capacity by Increasing Billingual Medical Staff Program	125,000
Senior Navigator 7501 Boulders View Drive, Suite 201 Richmond, VA 23225	N/A	Public Charity	Program Support Affordable & Accessible Health Care Solution Ctr.	85,850
Medical College of Virginia Foundation P. O. Box 980234 Richmond, VA 23298-0234	N/A	Public Charity	Program Support Children's Mental Health Resource Center Prog	328,250
			Total	1,150,451

Grant Application Guidelines

Vision: Richmond Memorial Health Foundation is the steward of the legacy of caring embodied in the creation of Richmond Memorial Hospital. We invest fiscal and intellectual capital to improve health care and wellness in Richmond and central Virginia.

Mission: Richmond Memorial Health Foundation is a private foundation classified as tax-exempt under section 501(c)(3) of the Internal Revenue Code. The purpose of the Richmond Memorial Health Foundation is to provide support to not-for-profit, tax-exempt health and healthcare related organizations in order to improve healthcare in Richmond and central Virginia.

Areas of Emphasis: Richmond Memorial Health Foundation has identified the following areas of emphasis representing the Foundation's funding priorities:

- Aging and Alzheimer's
- Nursing and Other Health Education
- Women's and Children's Health
- Bon Secours Memorial Regional Medical Center

Richmond Memorial Health Foundation may from time to time amend or refocus the areas of emphasis or make grant awards beyond the scope of the areas of emphasis stated herein.

Geographic Area Served: Richmond Memorial Health Foundation supports eligible health and healthcare organizations serving residents of Richmond and central Virginia.

Grant Eligibility: The following entities may apply for a grant from Richmond Memorial Health Foundation:

- A tax-exempt, nonprofit organization under Section 501(c)(3) of the Internal Revenue Code. Organizations with other 501 tax status may be considered at the discretion of the Foundation and based on the charitable intent of the proposal
- A tax-exempt, nonprofit organization located within, or having its program(s) focused within Richmond or central Virginia
- A proposed program within one of the Foundation's four areas of emphasis.

Within the Foundation's geographic and focus interest areas, examples of grant activities or programs that may be considered include:

- new programs or expansion of ongoing successful programs where there is evidence that the applicant organization will be able to continue the program beyond the period of Foundation funding
- replication of practices proven successful elsewhere
- research or planning to inform programmatic or public policy decisions
- project evaluation
- strategic planning
- organization capacity building
- capital projects, on a case-by-case basis
- collaborative efforts with other nonprofits

The Foundation does not fund:

- institutions that discriminate on the basis of race, creed, gender, or sexual orientation
- direct grants to individuals
- programs outside the geographic boundaries
- indirect costs, administrative assessments or fees associated with other funding/grant awards
- debt reduction
- sectarian religious activities or direct political lobbying
- event sponsorships or other fund raising activities
- for profit organizations
- medical research
- direct replacement of discontinued government or other funding support
- requests that, in the judgment of the Board of Trustees, are the responsibility of the Federal, State, or Local Government
- endowment funds

Priority Considerations and Grant Criteria: Richmond Memorial Health Foundation identified several priority considerations that apply as review criteria for every Concept Proposal and Grant Application. Every Concept Proposal and Grant Application should address the following:

- Demonstrate an ability to make significant and measurable improvements in health and healthcare in Richmond and central Virginia.
- Demonstrate an ability to make a significant and measurable impact on one or more of the Foundation's areas of emphasis.
- Demonstrate a commitment to maintaining accountability and reporting systems according to requirements established by the Foundation in conjunction with a grant award.
- Demonstrate an ability to be sustained following the grant award period.
- Demonstrate a commitment to a community education component whereby the results gained through the grant-funded activities are systematically shared with the broader community.
- Demonstrate that the application of technology will improve operational effectiveness and efficiency.
- Demonstrated strong organizational leadership.

Other Considerations: Richmond Memorial Health Foundation may develop and maintain supplemental considerations to influence a decision to make a grant award. Among factors that may be considered are:

- Participation by other funding partners, such as foundations, government agencies, faith community, corporate sponsors, the healthcare community or individual philanthropists and/or the inclusion of matching funds.
- The time period for expected results to be achieved.
- Measurable outcomes demonstrating that the expected results are achievable within the time periods identified.
- Multi-year funding may be considered. Funding requests spanning more than one year will be awarded on a year-by-year basis contingent upon

satisfactory completion of stated performance goals and objectives.

Grant Review Process: Generally, Richmond Memorial Health Foundation applies a two-step process for receiving and considering grant requests. Step One is the submission of a Concept Proposal. Step Two is the submission of a Grant Application. The Foundation intends to administer up to two cycles per year.

Concept Proposals may be submitted throughout the year; however, the Foundation acts formally on Concept Proposals in conjunction with a Grant Review Cycle. Grant Applications are accepted only upon the invitation of the Foundation and generally are invited as a part of one of the Foundation's Grant Review Cycles.

Grant Requests are reviewed by the Foundation's Board of Trustees two times per year. At the discretion of the Foundation emergency or out-of-cycle proposals may be accepted on a case-by-case basis.

Lobbying of Foundation Trustees is strongly discouraged.

Step One – Concept Proposal

Once an organization determines that it has a proposal that is consistent with the Foundation's mission and areas of emphasis and determines that the proposal meets the Foundation's stated criteria, the organization may submit a Concept Proposal. On behalf of the Foundation, Foundation staff will communicate directly with organizations submitting Concept Proposals to advise on the status of the Concept Proposal and to provide direction on subsequent steps, concerns or questions requiring particular attention and timing as determined by the Foundation.

The Concept Proposal submittal package must include all of the following:

- The Grant Concept Proposal Form.
- The Concept Proposal Narrative. The Narrative must be no longer than three (3) typewritten pages. Please use standard 12-point font, 81/2" X 11" letter-sized paper with standard margins.
- The Concept Proposal Project Budget and Budget Narrative.
- A description of the organization with documentation of its not-for-profit, tax-exempt status.
- A cover letter stating support for the Proposal from the organization's chief executive/administrative officer and board chair/president.
- A list of the organization's board of directors and officers.
- A copy of the organization's current budget and year-to-date financial statements.
- A copy of the organization's most recent audited financial statement.
- Letters of support from key program partners

Step Two – Grant Application

Upon completion of the Concept Proposal review, the Foundation's Grants Committee will determine if the staff should invite a Grant Application from the requesting organization. An invitation to submit a Grant Application does not constitute a commitment by the Foundation to award a grant.

On behalf of the Foundation, Foundation staff will communicate the final determination regarding grant awards consistent with actions by the Grants Committee and/or the Board of Trustees.

The Grant Application must include all of the following:

- The Grant Application Form.
- A concise Project Narrative addressing each of the issues and questions contained in the Grant Application Form.
- A Proposed Project Budget and Budget Narrative. The Budget should follow the format outlined in the Budget Form. The Budget should reflect the revenues and expenditures associated with the proposed project. Include other funding sources, program generated revenues, local public/private cash and in-kind contributions if commitments exist as matching funds for the requested grant. In-kind contributions should be explicitly identified separately from cash investments by the requesting organization or other funding partners.
- Support letters from the community or other key partners documenting program support any funding contributions identified in the budget.
- A cover letter stating support for the Grant Application from the chief executive/administrative officer and board chair/president.

The narrative for the Grant Application should not exceed eight (8) typewritten pages. The Cover Sheet and Budget are not included in the 8-page limit. Please use standard 12-point font, 81/2" X 11" letter-sized paper with standard margins.

Special Instructions, Policies and Information: Please be sure that all requested information, attachments and support letters are included at the time Concept Proposals or Grant Applications are submitted. The Foundation will not review Concept Proposals or Grant Applications that do not meet the Foundation's guidelines and specifications. The Foundation cannot accept materials relating to a Concept Proposal or Grant Application under separate cover from the organization's submittal package. The Foundation will not return any material submitted.

Completed Concept Proposals or Grant Applications must be submitted by the stated deadlines. The Foundation will not review Concept Proposals or Grant Applications that are received after the deadlines. The Foundation will not acknowledge receipt of Concept Proposals or Grant Applications.

Presently there are no prohibitions to submitting more than one Concept Proposal in a grant cycle. However, should an organization submit more than one Concept Proposal in a grant cycle, the organization must indicate the priority each request has for the organization.
If an organization's Concept Proposal is not invited to participate in the Grant Application process, the organization must wait at least one grant cycle before resubmitting the same Concept Proposal for consideration.

If an organization's Grant Application does not result in a grant award, the organization may submit a revised Concept Proposal at the next grant cycle.

Timeline: Concept Proposals may be submitted at any time throughout the year and will be considered during the next appropriate grant cycle. Specific dates for Summer and Winter Grant Cycles are as follows:

Summer Grant Cycle

- First Monday in July - Concept Proposals due in Foundation Offices by 12:00 Noon. *(If the first Monday in July is July 4th, Concept Proposals are due on July 6th).*
- Third Monday in August - Notification by Foundation staff of invitation to submit Grant Applications.
- Third Monday in September - Grant Applications due to Foundation Offices by 12:00 Noon.
- Last Monday in November - Grant Awards announced by Foundation staff following Board of Trustee actions.

Winter Grant Cycle

- First Monday in January - Concept Proposals due in Foundation Offices by 12:00 Noon. *(If the first Monday in January is January 1st, Concept Proposals are due on January 3rd).*
- Third Monday in February - Notification by Foundation staff of invitation to submit Grant Applications.
- Third Monday in March - Grant Applications due in Foundation Offices by 12:00 Noon.
- Last Monday in May - Grant Awards announced by Foundation staff following Board of Trustee actions. *(If the last Monday in May is Memorial Day, Awards will be announced on the first Wednesday in June).*

Conditions for Accepting Grant Awards: Grant recipients must execute a Letter of Agreement with Richmond Memorial Health Foundation. The Letter of Agreement defines the scope of the grant award as well as the terms, objectives and any conditions associated with the grant award. The Letter of Agreement will establish the reporting and accountability procedures employed during the grant period.

Unless explicitly excluded in the Letter of Agreement, a self-evaluation will be required for every funded project. Each grant recipient will identify evaluation criteria and expected outcomes along with a timeline for accomplishing the agreed upon objectives or outcomes. The Letter of Agreement will include each of these requirements along with any supplemental reporting or other requirements that Richmond Memorial Health Foundation may deem necessary as part of the grant award. Depending upon the nature of the grant award, the Foundation may request supplemental evaluation of the grant. In those instances, the Foundation will coordinate with the organization to accomplish the evaluation.

Information Requests: Please note that the Foundation reserves the right to amend these guidelines, procedures or timelines at any time. For more information about Richmond Memorial Health Foundation or the Foundation's Grant Guidelines, please contact the Foundation Offices through:

John H. Estes
Director of Programs
jestes@rmhfoundation.org

Jeffrey S. Cribbs, Sr.
President and Chief Executive Officer
jcribbs@rmhfoundation.org

Richmond Memorial Health Foundation
The Hillcrest Building
1801 Bayberry Court, Suite 104
Richmond, Virginia 23226
Telephone: (804) 282-6282
Facsimile: (804) 282-6255
www.rmhfoundation.org
info@rmhfoundation.org

Richmond Memorial Health Foundation **51-0211020**

2010 Form 990-PF – AMENDED

The 2010 Form 990-PF, for the fiscal year ending June 30, 2011, for Richmond Memorial Health Foundation is amended to correct an error in the Employer Identification Number entered on page 1, A. The return was filed timely on November 14, 2011. Foundation staff discovered the keying error in December 2011 and immediately filed an amended return. The incorrectly entered EIN was 21-0211020. The EIN for Richmond Memorial Health Foundation is 51-0211020.