SCANNED MAR 3 0 2012

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 NOV 1, 2010 **, and ending** OCT 31, 2011

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: POTOMAC HEALTH FOUNDATION

A Employer identification number: 52-1340920

Number and street (or P O box number if mail is not delivered to street address): 2296 OPITZ BLVD

Room/suite: 200

B Telephone number: 703-730-4445

City or town, state, and ZIP code: WOODBRIDGE, VA 22191

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)* ▶$ 90,731,505.

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 ▶ ☐

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		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	580.		N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	431.	431.		STATEMENT 1
	4	Dividends and interest from securities	3,162,264.	3,162,264.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,713,411.			
	b	Gross sales price for all assets on line 6a 52,307,333.				
	7	Capital gain net income (from Part IV, line 2)		1,713,411.		
	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				
	12	**Total.** Add lines 1 through 11	4,876,686.	4,876,106.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	98,790.	0.		90,578.
	14	Other employee salaries and wages	106,823.	1,923.		106,823.
	15	Pension plans, employee benefits	21,582.	0.		21,582.
	16a	Legal fees STMT 3	102.	0.		102.
	b	Accounting fees STMT 4	20,480.	0.		16,595.
	c	Other professional fees STMT 5	344,877.	334,173.		12,316.
	17	Interest				
	18	Taxes STMT 6	72,362.	0.		0.
	19	Depreciation and depletion	3,310.	0.		
	20	Occupancy	31,876.	0.		31,876.
	21	Travel, conferences, and meetings	18,983.	967.		18,983.
	22	Printing and publications				
	23	Other expenses STMT 7	26,365.	0.		22,225.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	745,550.	337,063.		321,080.
	25	Contributions, gifts, grants paid	4,685,637.			4,217,073.
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,431,187.	337,063.		4,538,153.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-554,501.			
	b	**Net investment income** (if negative, enter -0-)		4,539,043.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions.**

9

Form **990-PF** (2010)

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	372,435.	200,204.	200,204.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ 694,591. Less: allowance for doubtful accounts ▶		694,591.	694,591.
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ 97,434. Less: allowance for doubtful accounts ▶ 0.	120,095.	97,434.	97,434.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	19,616.	5,495.	5,495.
	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	90,249,169.	89,713,995.	89,713,995.
	14	Land, buildings, and equipment: basis ▶ 23,096. Less accumulated depreciation ▶ 3,310.	0.	19,786.	19,786.
	15	Other assets (describe ▶ ESCROWED PROCEEDS)	5,508,811.	0.	0.
	16	**Total assets** (to be completed by all filers)	96,270,126.	90,731,505.	90,731,505.
Liabilities	17	Accounts payable and accrued expenses	132,101.	146,472.	
	18	Grants payable		468,564.	
	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)	189,341.	153,384.	
	23	**Total liabilities** (add lines 17 through 22)	321,442.	768,420.	
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	95,948,684.	89,963,085.	
	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**	95,948,684.	89,963,085.	
	31	**Total liabilities and net assets/fund balances**	96,270,126.	90,731,505.	

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	95,948,684.
2	Enter amount from Part I, line 27a	2	-554,501.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	95,394,183.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	5,431,098.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	89,963,085.

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	MARKETABLE SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	52,307,333.		50,593,922.	1,713,411.
b				
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				1,713,411.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 1,713,411.

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	99,713.	84,790,383.	.001176
2008			
2007			
2006			
2005			

2	**Total** of line 1, column (d)	2	.001176
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	.001176
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	92,210,303.
5	Multiply line 4 by line 3	5	108,439.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	45,390.
7	Add lines 5 and 6	7	153,829.
8	Enter qualifying distributions from Part XII, line 4	8	4,561,249.

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	45,390.
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	45,390.
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	45,390.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a			
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	499.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	45,889.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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? N/A	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		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

Form **990-PF** (2010)

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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 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.POTOMACHEALTHFOUNDATION.ORG

14 The books are in care of ▶ STEPHEN BATSCHE Telephone no.▶703-730-4445

Located at ▶2296 OPITZ BLVD, STE 200, WOODBRIDGE, VA ZIP+4 ▶22191

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

			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.		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.)* N/A	3b		
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

Form **990-PF** (2010)

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 (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? 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		98,790.	4,070.	4,004.

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
SHERI WARREN - 2296 OPITZ BLVD #200, WOODBRIDGE, VA 22191	DIRECTOR OF GRANT PROGRAMS 40.00	52,339.	11,514.	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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
SEI GLOBAL INSTITUTIONAL GROUP 1 FREEDOM VALLEY DRIVE, AOAKS, PA 19456	INVESTMENT MANAGEMENT	283,930.
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 N/A	0.
2	
3	
4	

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.

Form **990-PF** (2010)

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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	93,614,521.
b	Average of monthly cash balances			1b	
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	93,614,521.
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	93,614,521.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	1,404,218.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4			5	92,210,303.
6	**Minimum investment return**. Enter 5% of line 5			6	4,610,515.

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	4,610,515.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	45,390.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	45,390.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	4,565,125.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	4,565,125.
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	4,565,125.

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	4,538,153.
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	23,096.
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	4,561,249.
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	45,390.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	4,515,859.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				4,565,125.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			3,760,038.	
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				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 4,561,249.				
a Applied to 2009, but not more than line 2a			3,760,038.	
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				801,211.
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 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				3,763,914.
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	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV **Private Operating Foundations** (see 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:

SEE STATEMENT 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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 STATEMENT 13				
Total			▶ 3a	4217073.
b *Approved for future payment*				
Total SEE STATEMENT 14			▶ 3b	468,564.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	431.	
4 Dividends and interest from securities			14	3,162,264.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	1,713,411.	
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.		4,876,106.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 4,876,106.

(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).

023621
12-07-10

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

Stephen Butsche | 3/21/12 | EXECUTIVE DIRECTOR

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Angel Ngando	Angel Ngando	3/12/12		

Firm's name ▶ CLIFTONLARSONALLEN LLP

Firm's EIN ▶

Firm's address ▶ 2900 SOUTH QUINCY ST., SUITE 150
ARLINGTON, VA 22206

Phone no. 703-998-5100

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

SOURCE	AMOUNT
INTEREST-SAVINGS, SHORT-TERM CD	431.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	431.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PORTFOLIO INTEREST & DIVIDENDS	3,162,264.	0.	3,162,264.
TOTAL TO FM 990-PF, PART I, LN 4	3,162,264.	0.	3,162,264.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	102.	0.		102.
TO FM 990-PF, PG 1, LN 16A	102.	0.		102.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT/TAX	20,480.	0.		16,595.
TO FORM 990-PF, PG 1, LN 16B	20,480.	0.		16,595.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT CONSULTING	10,704.	0.		12,316.
INVESTMENT MANAGEMENT FEES	334,173.	334,173.		0.
TO FORM 990-PF, PG 1, LN 16C	344,877.	334,173.		12,316.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	72,362.	0.		0.
TO FORM 990-PF, PG 1, LN 18	72,362.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL DEVELOPMENT	6,589.	0.		6,589.
TECH EXPENSE	5,441.	0.		5,441.
OTHER EXPENSE	4,300.	0.		160.
INSURANCE	10,035.	0.		10,035.
TO FORM 990-PF, PG 1, LN 23	26,365.	0.		22,225.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT	4,652,674.
UNREALIZED LOSS	778,424.
TOTAL TO FORM 990-PF, PART III, LINE 5	5,431,098.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEI CORE FIXED INCOME FUND 1425973.96 SHARES	COST	4,601,443.	4,601,443.
SEI LARGE CAP FUND 1290497.59 SHARES	COST	21,912,649.	21,912,649.
SEI SPECIAL SITUATIONS FUND LTD 3721.37 SHARES	COST	4,088,478.	4,088,478.
SEI OFFSHORE OPPORTUNITY II 4088.77 SHARES	COST	4,181,988.	4,181,988.
SEI SMALL CAP FUND 447200.54 SHARES	COST	5,263,550.	5,263,550.
SEI CORE FIXED INCOME FUND 1425973.96 SHARES	COST	15,086,805.	15,086,805.
SEI INSTITUTIONAL INVESTMENT TRUST 727053.32 SHARES	COST	6,623,456.	6,623,456.
SEI REAL RETURN A 793722.14 SHARES	COST	8,334,082.	8,334,082.
SEI EMERGING MARKETS DEBT FUND 269789.52 SHARES	COST	3,062,111.	3,062,111.
SEI ULTRA SHORT DURATION BOND FUND 472936.95 SHARES	COST	4,691,535.	4,691,535.
SEI WORLD EQUITY EX-US FUND 1179711.54 SHARES	COST	11,867,898.	11,867,898.
TOTAL TO FORM 990-PF, PART II, LINE 13		89,713,995.	89,713,995.

FORM 990-PF OTHER LIABILITIES STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO RELATED PARTY	124,580.	16,261.
DEFERRED TAX LIABILITY	64,761.	137,123.
TOTAL TO FORM 990-PF, PART II, LINE 22	189,341.	153,384.

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
STEPHEN V. BATSCHE 2296 OPITZ BLVD #200 WOODBRIDGE, VA 22191	EXECUTIVE DIRECTOR 40.00	80,289.	0.	0.
CAROL S. SHAPIRO, MD 2296 OPITZ BLVD #200 WOODBRIDGE, VA 22191	VICE-CHAIR 1.50	0.	0.	0.
R. MICHAEL SORENSEN 2296 OPITZ BLVD #200 WOODBRIDGE, VA 22191	TREASURER 1.50	0.	0.	0.
MICHAEL D. LUBLELEY 2296 OPITZ BLVD #200 WOODBRIDGE, VA 22191	SECRETARY 1.00	0.	0.	0.
MARION M. WALL 2296 OPITZ BLVD #200 WOODBRIDGE, VA 22191	CHAIRMAN 2.50	0.	0.	0.
HOWARD L. GREENHOUSE 2296 OPITZ BLVD #200 WOODBRIDGE, VA 22191	DIRECTOR 1.00	0.	0.	0.
DONNIE HYLTON 2296 OPITZ BLVD #200 WOODBRIDGE, VA 22191	DIRECTOR 1.00	0.	0.	0.
DEBORAH JOHNSON 2296 OPITZ BLVD #200 WOODBRIDGE, VA 22191	DIRECTOR 1.00	0.	0.	0.
KENNETH KRAKAUR 2296 OPITZ BLVD #200 WOODBRIDGE, VA 22191	DIRECTOR 1.25	0.	0.	0.
WAYNE MALLARD 2296 OPITZ BLVD #200 WOODBRIDGE, VA 22191	DIRECTOR 1.00	0.	0.	0.
SARAH PITKIN, PHD 2296 OPITZ BLVD #200 WOODBRIDGE, VA 22191	DIRECTOR 1.00	0.	0.	0.

WILLIAM M. MOSS 2296 OPITZ BLVD WOODBRIDGE, VA 22191	DIRECTOR/EXECUTIVE DIRECTOR 20.00	18,501.	4,070.	4,004.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		98,790.	4,070.	4,004.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SHERI WARREN, DIRECTOR OF GRANT PROGRAMS
2296 OPITZ BLVD, STE 200
WOODBRIDGE, VA 22191

TELEPHONE NUMBER

703-523-0630

FORM AND CONTENT OF APPLICATIONS

THE REQUEST FOR APPLICATIONS PROCESS OCCURS IN TWO STEPS. FIRST, APPLICANTS SUBMIT AN AGENCY PROFILE, LETTER OF INTENT AND PRELIMINARY BUDGET. LETTERS OF INTENT SHOULD INCLUDE: PROGRAM TITLE, START DATE, DURATION; TOTAL PROGRAM COST, AMOUNT REQUESTED, AND CURRENT AGENCY OPERATING BUDGET; DESCRIPTION OF THE TARGET POPULATION, APPROX NUMBER OF PEOPLE, AND GEOGRAPHIC AREA TO BE SERVED; PROBLEM STATEMENT OR NEED ASSESSMENT; PROGRAM OUTCOMES/OBJECTIVES; ACTIVITIES TO REACH OBJECTIVES; HOW REQUESTED FUNDS WILL BE SPENT; LOCAL LEADERSHIP AND COMMUNITY SUPPORT FOR PROGRAM; WHICH OF THE FOUNDATION STRATEGIC PRIORITY AREAS WILL THE PROGRAM SPECIFICALLY ADDRESS. APPLICANTS WHOSE LOI0S BEST FIT THE FOUNDATION0S PROGRAM FOCUS AREAS OF ACCESS, PREVENTION AND INNOVATION WILL BE INVITED TO SUBMIT A FULL GRANT PROPOSAL.

ANY SUBMISSION DEADLINES

LETTER OF INTENT DUE BY NOON, MAY 9, 2011. GRANT PROPOSAL DUE BY NOON, JULY 27, 2011.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE MAXIMUM AMOUNT PER REQUEST SHOULD BE NO MORE THAN $1 MILLION AND NO LESS THAN $25,000. APPLICATIONS WILL BE ACCEPTED FROM GOVERNMENT AND CHARITABLE ORGANIZATIONS THAT SERVE THE PEOPLE OF EASTERN PRINCE WILLIAM COUNTY VIRGINIA, AND THE IMMEDIATELY ADJACENT COMMUNITIES IN EASTERN FAIRFAX AND STAFFORD COUNTIES. THIS INCLUDES THE FOLLOWING AREAS: AQUIA, DALE CITY, DUMFRIES, GARRISONVILLE, LAKE RIDGE, LORTON, MONTCLAIR, MANASSAS, QUANTICO, SOUTHBRIDGE, TRIANGLE AND WOODBRIDGE, VIRGINIA. THE FOUNDATION EXCLUDES THE FOLLOWING FROM CONSIDERATION: GRANTS TO PROMGRAMS NOT DIRECTLY RELATED TO HEALTH; SPONSORSHIPS, INCLUDING FUNDRAISING EVENTS; ENDOWMENTS; LOBBYING; DIRECT SUPPORT TO INDIVIDUALS; GRANTS FOR PROJECTS OR PROGRAMS OF RELIGIOUS, FRATERNAL, ATHLETIC OR VETERANS GROUPS WHEN THE PRIMARY BENEFICIARIES OF SUCH UNDERTAKINGS WOULD BE THEIR MEMBERS EXCLUSIVELY; GRNATS TO RETIRE ANY FORM OF DEBT.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACTION IN COMMUNITY THROUGH SERVICE 3901 ACTS LANE DUMFRIES, VA 22026	HELPLINE ASSISTANCE AND OUTREACH PROJECT	501(C)(3)	134,973.
ACTION IN COMMUNITY THROUGH SERVICE 3901 ACTS LANE DUMFRIES, VA 22026	MEDICAL CAREGIVERS TRAINING PROGRAM	501(C)(3)	138,672.
ACTION IN COMMUNITY THROUGH SERVICE 3901 ACTS LANE DUMFRIES, VA 22026	FAMILY LIFE PROGRAM THROUGH PHOENIX FAMILY COUNSELING & PLAY THERAPY CENTER,	501(C)(3)	226,818.
BRAIN INJURY SERVICES 8136 OLD KEENE MILL RD., STE B102 SPRINGFIELD, VA 22152	AN INNOVATIVE APPROACH TO NEUROBEHAVIOR TREATMENT FOR BRAIN INJURY IN EASTER	501(C)(3)	181,305.
NORTHERN VIRGINIA RESOURCE CENTER FOR DEAF AND HARD OF HEARING PERSONS - 3951 PENDER DRIVE, STE 130 FAIRFAX, VA 22030	PROVIDING ACCESS TO HEALTHCARE FOR THE DEAF COMMUNITY	501(C)(3)	31,804.
GEORGE MASON UNIVERSITY 4400 UNIVERSITY DRIVE MS 4B2 FAIRFAX, VA 22030-4444	THE ACHIEVES PROJECT (ADVANCING HEALTHCARE INITIATIVES FOR UNDERSERVED STUDE	501(C)(3)	360,080.
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE, STE 1 WOODBRIDGE, VA 22192	INTEGRATED AND COORDINATED HEALTH CARE HOME	501(C)(3)	225,518.
LAKE RIDGE LIONS CLUB CHARITIES 3688 RUSSELL ROAD WOODBRIDGE, VA 22192	REGION V LIONS CLUBS EARLY CHILDHOOD EYE SCREENING PROJECT	501(C)(3)	67,500.

LLOYD F MOSS FREE CLINIC 1301 SAM PERRY BLVD, STE 100 FREDERICKSBURG, VA 22401	GENERAL OPERATING FUNDS	501(C)(3)	175,596.
NORTHERN VIRGINIA RESOURCE CENTER FOR DEAF AND HARD OF HEARING PERSONS - 3951 PENDER DRIVE, STE 130 FAIRFAX, VA 22030	HEARING EDUCATION, ACCESS AND RESOURCES-PRINCE WILLIAM COUNTY	501(C)(3)	22,500.
NOVA SCRIPTSCENTRAL, INC 6400 ARLINGTON BLVD, STE 120 FALLS CHURCH, VA 22042	PRESCRIPTION MEDICATIONS FOR THE LOW-INCOME	501(C)(3)	178,113.
PEDIATRIC PRIMARY CARE PROJECT 15941 CURTIS DRIVE, STE 180 WOODBRIDGE, VA 22192	KIDS CONNECT	501(C)(3)	27,000.
PRINCE WILLIAM AREA FREE CLINIC 9301 LEE AVENUE MANASASS, VA 20110	MEDICATION ACCESS CASE MANAGEMENT	501(C)(3)	125,010.
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASASS, VA 20112	PRINCE WILLIAM COUNTY SCHOOL OF PRACTICAL NURSING	GOVERNMENT	71,318.
PRINCE WILLIAM HEALTH PARTNERSHIP 2296 OPITZ BLVD., STE 200 WOODBRIDGE, VA 22192	HEAL (HEALTHY EATING AND ACTIVE LIVING) SUSTAINABILITY AND EXPANSION	501(C)(3)	54,821.
RAINBOW CENTER 5605 ANTIOCH ROAD HAYMARKET, VA 20169	THE MANE EXPERIENCE	501(C)(3)	62,217.
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY, STE 300 RICHMOND, VA 23294	MEDICATION ACCESS FOR THE UNINSURED	501(C)(3)	22,500.
SENTARA POTOMAC HOSPITAL 2300 OPITZ BLVD WOODBRIDGE, VA 22191	EVERY BABY, EVERY TIME!	501(C)(3)	76,500.

SENTARA POTOMAC HOSPITAL 2300 OPITZ BLVD WOODBRIDGE, VA 22191	FAMILY HEALTH CONNECTION MOBILE VANS	501(C)(3)	189,000.
SENTARA POTOMAC HOSPITAL 2302 OPITZ BLVD WOODBRIDGE, VA 22191	POTOMAC WOMEN'S HEALTH MAMMOVAN	501(C)(3)	652,500.
SIDS MID-ATLANTIC P. O. BOX 799 HAYMARKET, VA 20168	CRIBS FOR KIDS	501(C)(3)	22,500.
THE ARC OF GREATER PRINCE WILLIAM 13505 HILLENDALE DRIVE WOODBRIDGE, VA 22193-1458	CAPITAL BUILDING EXPANSION	501(C)(3)	900,000.
THE HOUSE, INC. STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE, VA 22193-1458	FITTING IN	501(C)(3)	54,000.
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW, VA 20136	CRISIS INTERVENTION COUNSELING PROGRAM	501(C)(3)	216,828.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			4,217,073.

FORM 990-PF

GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACTION IN COMMUNITY THROUGH SERVICE 3901 ACTS LANE DUMFRIES, VA 22026	HELPLINE ASSISTANCE AND OUTREACH PROJECT	501(C)(3)	14,997.
ACTION IN COMMUNITY THROUGH SERVICE 3901 ACTS LANE DUMFRIES, VA 22026	MEDICAL CAREGIVERS TRAINING PROGRAM	501(C)(3)	15,408.
ACTION IN COMMUNITY THROUGH SERVICE 3901 ACTS LANE DUMFRIES, VA 22026	FAMILY LIFE PROGRAM THROUGH PHOENIX FAMILY COUNSELING & PLAY THERAPY CENTER,	501(C)(3)	25,202.
BRAIN INJURY SERVICES 8136 OLD KEENE MILL RD., STE B102 SPRINGFIELD, VA 22152	AN INNOVATIVE APPROACH TO NEUROBEHAVIOR TREATMENT FOR BRAIN INJURY IN EASTER	501(C)(3)	20,145.
NORTHERN VIRGINIA RESOURCE CENTER FOR DEAF AND HARD OF HEARING PERSONS - 3951 PENDER DRIVE, STE 130 FAIRFAX, VA 22030	PROVIDING ACCESS TO HEALTHCARE FOR THE DEAF COMMUNITY	501(C)(3)	3,534.
GEORGE MASON UNIVERSITY 4400 UNIVERSITY DRIVE MS 4B2 FAIRFAX, VA 22030-4444	THE ACHIEVES PROJECT (ADVANCING HEALTHCARE INITIATIVES FOR UNDERSERVED STUDE	501(C)(3)	40,009.
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE, STE 1 WOODBRIDGE, VA 22192	INTEGRATED AND COORDINATED HEALTH CARE HOME	501(C)(3)	25,058.
LAKE RIDGE LIONS CLUB CHARITIES 3688 RUSSELL ROAD WOODBRIDGE, VA 22192	REGION V LIONS CLUBS EARLY CHILDHOOD EYE SCREENING PROJECT	501(C)(3)	7,500.

LLOYD F MOSS FREE CLINIC 1301 SAM PERRY BLVD, STE 100 FREDERICKSBURG, VA 22401	GENERAL OPERATING FUNDS	501(C)(3)	19,511.
NORTHERN VIRGINIA RESOURCE CENTER FOR DEAF AND HARD OF HEARING PERSONS - 3951 PENDER DRIVE, STE 130 FAIRFAX, VA 22030	HEARING EDUCATION, ACCESS AND RESOURCES-PRINCE WILLIAM COUNTY	501(C)(3)	2,500.
NOVA SCRIPTSCENTRAL, INC 6400 ARLINGTON BLVD, STE 120 FALLS CHURCH, VA 22042	PRESCRIPTION MEDICATIONS FOR THE LOW-INCOME	501(C)(3)	19,790.
PEDIATRIC PRIMARY CARE PROJECT 15941 CURTIS DRIVE, STE 180 WOODBRIDGE, VA 22191	KIDS CONNECT	501(C)(3)	3,000.
PRINCE WILLIAM AREA FREE CLINIC 9301 LEE AVENUE MANASASS, VA 22110	MEDICATION ACCESS CASE MANAGEMENT	501(C)(3)	13,890.
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASASS, VA 22112	PRINCE WILLIAM COUNTY SCHOOL OF PRACTICAL NURSING	501(C)(3)	7,924.
PRINCE WILLIAM HEALTH PARTNERSHIP 2296 OPITZ BLVD., STE 200 WOODBRIDGE, VA 22191	HEAL (HEALTHY EATING AND ACTIVE LIVING) SUSTAINABILITY AND EXPANSION	501(C)(3)	6,091.
RAINBOW CENTER 5605 ANTIOCH ROAD HAYMARKET, VA 20169	THE MANE EXPERIENCE	501(C)(3)	6,913.
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY, STE 303 RICHMOND, VA 23294	MEDICATION ACCESS FOR THE UNINSURED	501(C)(3)	2,500.
SENTARA POTOMAC HOSPITAL 2300 OPITZ BLVD WOODBRIDGE, VA 22191	EVERY BABY, EVERY TIME!	501(C)(3)	8,500.

SENTARA POTOMAC HOSPITAL 2300 OPITZ BLVD WOODBRIDGE, VA 22191	FAMILY HEALTH CONNECTION MOBILE VANS	501(C)(3)	21,000.
SENTARA POTOMAC HOSPITAL 2302 OPITZ BLVD WOODBRIDGE, VA 22191	POTOMAC WOMEN'S HEALTH MAMMOVAN	501(C)(3)	72,500.
SIDS MID-ATLANTIC P. O. BOX 799 HAYMARKET, VA 20168	CRIBS FOR KIDS	501(C)(3)	2,500.
THE ARC OF GREATER PRINCE WILLIAM 13505 HILLENDALE DRIVE WOODBRIDGE, VA 22193	CAPITAL BUILDING EXPANSION	501(C)(3)	100,000.
THE HOUSE, INC. STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE, VA 22193-1458	FITTING IN	501(C)(3)	6,000.
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW, VA 20136	CRISIS INTERVENTION COUNSELING PROGRAM	501(C)(3)	24,092.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			468,564.