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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation NORTHERN VIRGINIA HEALTH FOUNDATION		A Employer identification number 20-4062932
Number and street (or P O box number if mail is not delivered to street address) 1940 DUKE STREET	Room/suite 200	B Telephone number 703-486-5691
City or town, state, and ZIP code ALEXANDRIA, VA 22314		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 30,470,826.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		31,395.	31,395.		STATEMENT 1
4 Dividends and interest from securities		322,210.	322,210.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		517,758.			
b Gross sales price for all assets on line 6a 12,008,609.					
7 Capital gain net income (from Part IV, line 2)			517,758.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		5,705.	5,705.		STATEMENT 3
12 Total. Add lines 1 through 11		877,068.	877,068.		
13 Compensation of officers, directors, trustees, etc		163,909.	16,390.		147,519.
14 Other employee salaries and wages		133,588.	0.		133,588.
15 Pension plans, employee benefits		88,505.	1,976.		86,048.
16a Legal fees					
b Accounting fees STMT 4		50,773.	15,229.		35,544.
c Other professional fees STMT 5		214,106.	129,520.		84,586.
17 Interest					
18 Taxes STMT 6		2,916.	416.		0.
19 Depreciation and depletion		1,084.	0.		
20 Occupancy		97,879.	0.		97,879.
21 Travel, conferences, and meetings		17,713.	0.		17,713.
22 Printing and publications		17,788.	0.		17,788.
23 Other expenses STMT 7		76,864.	488.		76,376.
24 Total operating and administrative expenses. Add lines 13 through 23		865,125.	164,019.		697,041.
25 Contributions, gifts, grants paid		788,000.			788,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,653,125.	164,019.		1,485,041.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<776,057.>			
b Net investment income (if negative, enter -0-)			713,049.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

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					
	2	Savings and temporary cash investments			3,145,049.	2,368,239.	2,368,239.
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 8		10,250,631.	8,892,806.	8,892,806.
	c	Investments - corporate bonds	STMT 9		5,319,795.	6,961,520.	6,961,520.
11	Investments - land, buildings, and equipment basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other	STMT 10		13,706,678.	12,236,240.	12,236,240.	
14	Land, buildings, and equipment: basis ▶	5,433.					
	Less: accumulated depreciation	STMT 11 ▶	4,212.	2,308.	1,221.	1,221.	
15	Other assets (describe ▶ SECURITY DEPOSIT)			10,800.	10,800.	10,800.	
16	Total assets (to be completed by all filers)			32,435,261.	30,470,826.	30,470,826.	
Liabilities	17	Accounts payable and accrued expenses				657.	
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)			0.	657.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	24	Unrestricted			32,435,261.	30,470,169.	
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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			32,435,261.	30,470,169.		
31	Total liabilities and net assets/fund balances			32,435,261.	30,470,826.		

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	32,435,261.
2	Enter amount from Part I, line 27a	2	<776,057.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	31,659,204.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	1,189,035.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,470,169.

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		P		
b CAPITAL GAINS DIVIDENDS				
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 12,005,994.		11,490,851.	515,143.	
b 2,615.			2,615.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			515,143.	
b			2,615.	
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	517,758.
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))
2010	1,900,275.	31,120,839.	.061061
2009	1,906,759.	29,658,755.	.064290
2008	2,132,397.	38,776,575.	.054992
2007	1,658,704.	44,011,935.	.037688
2006	67,501.	34,150,957.	.001977
2 Total of line 1, column (d)			2 .220008
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 .044002
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 31,830,429.
5 Multiply line 4 by line 3			5 1,400,603.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,130.
7 Add lines 5 and 6			7 1,407,733.
8 Enter qualifying distributions from Part XII, line 4 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.			8 1,485,041.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	7,130.
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	7,130.
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	7,130.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,500.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	9,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	14.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,856.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 4,856. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THE ORGANIZATION Located at ► 1940 DUKE STREET, ALEXANDRIA, VA Telephone no. ► 703-486-5691 ZIP+4 ► 22314			
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2011?		X

Form 990-PF (2011)

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

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 12		163,909.	17,965.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PATRICIA RODGERS - 1940 DUKE STREET, SUITE 200, ALEXANDRIA, VA 22314	PROGRAM OFFICER 40.00	86,994.	14,977.	0.

Total number of other employees paid over \$50,000

0

Form 990-PF (2011)

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
NONE		

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	
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 (2011)

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	30,184,005.
b	Average of monthly cash balances	1b	2,131,151.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	32,315,156.
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	32,315,156.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	484,727.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,830,429.
6	Minimum investment return. Enter 5% of line 5	6	1,591,521.

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	1,591,521.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,130.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,130.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,584,391.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,584,391.
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	1,584,391.

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	1,485,041.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	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	1,485,041.
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	7,130.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,477,911.

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

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,584,391.
2 Undistributed income, if any, as of the end of 2011			1,135,476.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 1,485,041.			1,135,476.	
a Applied to 2010, but not more than line 2a				
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 2011 distributable amount				349,565.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				1,234,826.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Form 990-PF (2011)

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 2011, 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)

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

Tax year

Prior 3 years

(a) 2011

(b) 2010

(c) 2009

(d) 2008

(e) Total

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 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:

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				
ALEXANDRIA NEIGHBORHOOD HEALTH SERVICE, INC 2 EAST GLEBE RD. ALEXANDRIA, VA 22305	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	80,000.
ARLINGTON FREE CLINIC 2921 11TH ST. SOUTH ARLINGTON, VA 22204	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	86,000.
ARLINGTON PEDIATRIC CENTER 601 S. CARLIN SPRINGS ARLINGTON, VA 22204	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	67,000.
CONSUMER HEALTH FOUNDATION 1400 16TH ST., NW WASHINGTON, DC 20036	NONE	501(C)(3)	TO SUPPORT THE NORTHERN VIRGINIA HEALTH SERVICES COALITION AND THE REGIONAL PRIMARY CARE	32,500.
GR. PRINCE WILLIAM COMM. HEALTH CTR. 4379 RIDGEWOOD CTR. DR. WOODBRIDGE, VA 22192	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	80,000.
Total	SEE CONTINUATION SHEET(S)			788,000.
b Approved for future payment				
NONE				
Total				0.

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 another 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.		

[illegible]

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) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <u>Patricia N. Mathews</u>		Date <u>10/18/12</u>		Title <u>President & CEO</u>		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	FRANK H. SMITH		Frank H. Smith		10/16/12		P00639053
	Firm's name ▶ RAFFA, PC					Firm's EIN ▶ 52-1511275	
	Firm's address ▶ 1201 SEVEN LOCKS ROAD ROCKVILLE, MD 20854					Phone no. (301) 770-3750	

Form **990-PF** (2011)

Part XV. Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
JEANIE SCHMIDT FREE CLINIC 13525 DULLES TECH. DR. PO BOX 5143 HERNDON, VA 20172	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	80,000.
LOUDOUN COMM. HEALTH CTR. 224A CORNWALL ST., NW 3RD FL. LEESBURG, VA 20176	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	80,000.
NORTHERN VIRGINIA DENTAL CLINIC 5827 COLUMBIA PIKE FALLS CHURCH, VA 22041	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	90,000.
NORTHERN VIRGINIA FAMILY SERVICES-MULTICULTURAL HUMAN SVC. PROGRAM 10455 WHITE GRANITE DR. OAKTON, VA 22124	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	80,000.
NOVA SCRIPTSCENTRAL, INC. 6400 ARLINGTON BLVD. FALLS CHURCH, VA 22042	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	80,000.
THE COMM. FND FOR THE NAT. CAP. REGION 1201 15TH STREET, NW WASHINGTON, DC 20005	NONE	501(C)(3)	TO SUPPORT THE GREATER WASHINGTON WORKFORCE DEVELOPMENT COLLABORATIVE	25,000.
WASHINGTON REGIONAL ASSOC. OF GRANTMAKERS 1400 16TH ST., NW WASHINGTON, DC 20036	NONE	501(C)(3)	SUPPORT FOR THE WORK OF HEALTH WORKING GROUP	7,500.
Total from continuation sheets				442,500.

[illegible]

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

SOURCE	AMOUNT
JP MORGAN INVESTMENTS	31,395.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	31,395.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN INVESTMENTS	324,825.	2,615.	322,210.
TOTAL TO FM 990-PF, PART I, LN 4	324,825.	2,615.	322,210.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP	5,705.	5,705.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,705.	5,705.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	50,773.	15,229.		35,544.
TO FORM 990-PF, PG 1, LN 16B	50,773.	15,229.		35,544.

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
INVESTMENT FEES	129,520.	129,520.		0.
RETIREMENT FEES	1,646.	0.		1,646.
TECHNICAL ASSISTANCE	50,000.	0.		50,000.
CONSULTANTS	30,440.	0.		30,440.
STRATEGIC PLANNING	2,500.	0.		2,500.
TO FORM 990-PF, PG 1, LN 16C	214,106.	129,520.		84,586.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	416.	416.		0.
EXCISE TAXES	2,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,916.	416.		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
DUES	24,120.	0.		24,120.
OFFICE SUPPLIES	1,740.	0.		1,740.
REGISTRATION FEES	25.	0.		25.
BANK FEES	488.	488.		0.
TECHNOLOGY MAINTENANCE	4,899.	0.		4,899.
SUBSCRIPTIONS	1,155.	0.		1,155.
POSTAGE AND DELIVERY	1,821.	0.		1,821.
INSURANCE	1,200.	0.		1,200.
SOFTWARE	5,117.	0.		5,117.
COMMUNICATIONS AND REPORTS	34,479.	0.		34,479.
PAYROLL FEES	1,820.	0.		1,820.
TO FORM 990-PF, PG 1, LN 23	76,864.	488.		76,376.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	8,892,806.	8,892,806.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,892,806.	8,892,806.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	6,961,520.	6,961,520.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,961,520.	6,961,520.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP	COST	9,915,790.	9,915,790.
STRUCTURED INVESTMENTS	COST	2,320,450.	2,320,450.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,236,240.	12,236,240.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	4,116.	3,684.	432.
VOSTRO LAPTOP	1,317.	526.	791.
TOTAL TO FM 990-PF, PART II, LN 14	5,433.	4,210.	1,223.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PATRICIA N. MATHEWS 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	PRES./SECR. AND CEO 40.00	163,909.	17,965.	0.
MARSHA ALLGEIER 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	CHAIRMAN 1.50	0.	0.	0.
VERDIA HAYWOOD 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	VICE CHAIRMAN 1.00	0.	0.	0.
APRIL YOUNG 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	TREASURER 1.50	0.	0.	0.
THOMAS C. BROWN, JR., ESQ. 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
LISA CHIMENTO 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
WILLIAM C. CLEVELAND 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
THOMAS CONNALLY, MD 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
JANE DELGADO 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
DAVID SPECK 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		163,909.	17,965.	0.

Northern Virginia Health Foundation
Form 990-PF, Part II- Balance Sheet Investments
Year Ended December 31, 2011

20-4062932

	<u>Market Value</u>
Direct Investments - Hedge Funds	
Salzman Offshore, Ltd Lead Series	\$ 500,000
Private Equity/Real Estate/Exch Funds - LLs, LLCs and Other	
AP Europe VII (APAX) Private Investors Offshore LP	385,756
BCP VI Private Investors Offshore, LP	46,684
Blackstone GSO Private Investors, LP (Offshore)	299,281
Clayton, Dubilier & Rice	240,832
CCMP Capital Investors (Cayman) II, L P	426,107
JPM Fleming European Property Fund (US Investor) - C' Feeder	339,026
J C Flowers II Private Investors Offshore LP (Offshore)	119,325
JP Morgan Alternative Property Fund Domestic 1 L P	340,025
JP Morgan Secondary Private Equity	198,189
Silver Lake Partners III Private Investors Offshore LP	121,267
Total	2,516,492
Direct Investments - Hedge Funds	
Chilton International (BVI) LTD - Class D	23,543
Coatue Offshore Fund Ltd	500,000
Galleon Offshore Diversified Fund	1,571
Global Access - Macro Strategies	1,000,000
Gracie International Credit Opportunities Fund, LTD Class B	498,809
Highbridge Capital Corp CL I	2,000,000
Perella Weinberg Partners Xerion Offshore LTD, Subclass B1 Shares	437,095
PSAM Worldarb Fund Ltd - Class D Benchmark	499,993
Southpaw Credit Opportunity Fund LTD Class C	500,000
	5,461,012
Private Equity/Real Estate/Exch Funds - LLs, LLCs and Other	
GRE II Private Investors, LLD 01-2007	543,019
Hard Assets	
BARC Cabllable Palldium CP NT	196,695
Highbridge Quantitative Commodities Fund, LTD (Offshore)	500,000
JPM Market Plus Gold Note	110,412
SPDR Gold Trust	98,961
Total	1,449,086
Complimentary Structured Strategies	
DB ASIAN OUTPERFORMANCE 5/23/12	49,380
BARC 95% PPN FX BASKET 1/22/13	237,075
DB 95% PPN FX BASKET 1/25/13	277,920
PRUDENTIAL CPI 6 110% 6/10/13	1,000,000
JPMORGAN CHASE FRN 3 000% 4/17/14	508,400
BARCLAYS 5 YR CPI NOTE MD 11/27/14,	236,875
Total	2,309,650
Total Partnership and Structured Investments	\$ 12,236,240

Northern Virginia Health Foundation
Form 990-PF, Part II-Balance Sheet Investments
Year ended December 31, 2011

20-4062932

	Quantity	Market Value
PRUDENTIAL CPI 6 110% 6/10/13 RETAIL MEDIUM TERM NTS VAR RT DTD 06/10/2008	1,000,000 00 \$	1,010,800
ISHARES RUSSELL MIDCAP INDEX FUND	5,309 00	522,512
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND	36,919 85	513,555
JPMORGAN CHASE FRN 3 000% 4/17/14 JPM 5YR CPI LINKED NOTE, Y1 3% CPN, Y2-5 1 5X MATURITY DATE 4/17/14	500,000 00	508,400
SPDR S&P 500 ETF TRUST	3,792 00	475,896
MFS INTL VALUE-I	18,465 33	456,278
DODGE & COX INTERNATIONAL STOCK	15,447 68	451,690
JPM LARGE CAP GROWTH FD - SEL FUND 3118	20,979 02	450,210
JPM MID CAP GROWTH - SEL FUND 3120	18,633 54	364,845
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002	17,899 60	353,338
JPM CONT BUFF EQ SPX 10/03/12 80% CONTIN BARRIER- 13 3%CPN 20% CAP INITIAL LEVEL-09/16/11 SPX 1,216 01	330,000 00	340,890
VANGUARD MSCI EMERGING MARKETS ETF	8,515 00	325,358
JPM EQUITY INCOME FD - SEL FUND 3128	32,629 91	305,416
MS CONT BUFF EQ SPX 4/10/12 75% CONTIN BARRIER - 12%CPN- 30%MAXPMT INITIAL LEVEL-09/24/10 SPX 1148 67	270,000 00	304,925
SG CONT BUFF EQ SPX 08/22/12 80% CONTIN BARRIER- 5%CPN 20% CAP INITIAL LEVEL-08/05/11 SPX 1,199 38	300,000 00	303,510
DB 95% PPN FX BASKET 1/25/13 LINKED TO BRL INR CNY & RUB VS USD 1 8IXLEV, UNCAPPED 7/22/11	300,000 00	277,920
DELA WARE EMERGING MARKETS FUND	21,505 38	268,172
BARC BREN EAFE 2/23/12 10%BUFFER-2XLEV-7 81%CAP- 15 62%MAXRTRN INITIAL LEVEL-2/4/11 SX5E 3003 19 UKX 5997 38 TPX 935 36	300,000 00	261,150
CS BREN ASIA BASKET 10/17/12 10%BUFFER-2 XLEV- 9 45%CAP 13 7%MAXRTRN INITIAL LEVEL-09/30/11 ASIA BASKET 100 00	250,000 00	258,500
JPM BREN EAFE 04/25/12 10%BUFFER-2 XLEV- 7 4%CAP 14 8%MAXRTRN INITIAL LEVEL-04/08/11 SX5E 2984 66 UKX 6055 75 TPX 853 13	275,000 00	239,993
BARC 95% PPN FX BASKET 1/22/13 LINKED TO BRL INR CNY & RUB VS USD 1 73XLEV, UNCAPPED 7/15/11	250,000 00	237,075
BARCLAYS 5 YR CPI NOTE MD 11/27/14. INITIAL RATE 3% CPN WHERE MAX RATE IS 7% PER ANNUM DD 11/13/09	250,000 00	236,875
JPM REN SPX 05/16/12 2 XLEV- 8 63%CAP- 17 26%MAXPMT INITIAL LEVEL-04/29/11 SPX 1,363 61	250,000 00	235,975
BARC CALLABLE PALLIDIUM CP NT 05/14/12 LNKD TO PLDMLNPM 7 4% CPN, 20% MAX, 80% BARRIER 05/03/2011	225,000 00	196,695
SPDR GOLD TRUST	764	116,120
JPM MARKET PLUS GOLD NOTE 10/22/12 LINKED TO GOLDLNPM 20% BUFFER, 35 25% MAXRTRN 10/7/11	115,000 00	110,412
GOOGLE INC CL A	85	54,902
INTERNATIONAL BUSINESS MACHINES CORP	280	51,486
DB ASIAN OUTPERFORMANCE 5/23/12 LONG KRW, IDR, SGD VS EUR BUFFER 5%, MAX LOSS 100%, COUPON 16 50%, DD 05/14/10	50,000 00	49,380
ROYAL DUTCH SHELL PLC ADR	650	47,509
ALLEGHENY TECHNOLOGIES INC	840	40,152
SHIRE PLC ADR	350	36,365
SCHLUMBERGER LTD	525	35,863
COMCAST CORP CL A	1,500 00	35,565
ALLERGEN INC	400	35,096
NIELSEN HOLDINGS NV	1,050 00	31,175
DANAHER CORP	645	30,341
STANLEY BLACK & DECKER, INC	440	29,744
CENOVUS ENERGY INC	885	29,382
JP MORGAN CHASE & CO	875	29,094
CARNIVAL CORPORATION	880	28,723
HOME DEPOT INC	675	28,377
AIR PRODUCTS & CHEMICALS INC	325	27,687
CERNER CORP	450	27,563
TARGET CORP	525	26,891

MONSANTO CO	375	26,276
MARSH & MCLENNAN COMPANIES INC	825	26,087
MICROSOFT CORP	1,000 00	25,960
EMERSON ELECTRIC CO	550	25,625
UNITED TECHNOLOGIES CORP	350	25,582
AMERICAN TOWER CORP CL A	425	25,504
GENERAL ELECTRIC CO	1,400 00	25,074
TIFFANY & CO	375	24,848
BRISTOL MYERS SQUIBB CO	700	24,668
BARRICK GOLD CORP	500	22,625
IRON MOUNTAIN INC PA	725	22,330
APPLE INC	55	22,275
QUALCOMM INC	400	21,880
GOLDMAN SACHS GROUP INC	240	21,703
MAXIM INTEGRATED PRODUCTS INC	825	21,483
NOBLE ENERGY INC	225	21,238
BB & T CORP	825	20,765
PHARMASSET INC COM	160	20,512
HENRY JACK & ASSOCIATES INC	585	19,662
BROADCOM CORP CL A	650	19,084
UNITEDHEALTH GROUP INC	375	19,005
CHEVRON CORP	175	18,620
3M CO	225	18,389
KLA-TENCOR CORP	380	18,335
PEPSICO INC	275	18,246
NORFOLK SOUTHERN CORP	250	18,215
EXPRESS SCRIPTS INC	390	17,429
ORACLE CORP	675	17,314
WALT DISNEY CO	450	16,875
SEATTLE GENETICS INC	1,000 00	16,715
HALLIBURTON CO	480	16,565
NESTLE S A SPONS ADR REPSTG REG SH	275	15,881
SIGNET JEWELERS LIMITED	350	15,386
URBAN OUTFITTERS INC	550	15,158
DRIL-QUIP INC	225	14,810
EOG RESOURCES INC	150	14,777
MICROCHIP TECHNOLOGY INC	400	14,652
ECOLAB INC	250	14,453
VISA INC CLASS A SHARES	140	14,214
COACH INC	225	13,734
CATERPILLAR INC	150	13,590
ENCANA CORP	710	13,156
SCRIPPS NETWORKS INTER-CL A	300	12,726
PROGRESSIVE CORP OHIO	650	12,682
SCHWAB CHARLES CORP	1,125 00	12,668
FEDEX CORP	150	12,527
EBAY INC	400	12,132
PHILIP MORRIS INTERNATIONAL	150	11,772
TE CONNECTIVITY LTD	375	11,554
COLGATE PALMOLIVE CO	125	11,549
DAVITA INC	150	11,372

REPUBLIC SERVICES INC	400	11,020
UNION PACIFIC CORP	100	10,594
ILLINOIS TOOL WORKS INC	225	10,510
COSTCO WHOLESALE CORP	125	10,415
P G & E CORPORATION	250	10,305
NUCOR CORP	260	10,288
AFLAC INC	225	9,734
EDISON INTERNATIONAL	225	9,315
GENERAL MILLS INC	225	9,092
NOVO-NORDISK A S ADR	75	8,645
EXXON MOBIL CORP	100	8,476
RIO TINTO PLC SPONS ADR	170	8,316
PFIZER INC	375	8,115
TIME WARNER CABLE INC	125	7,946
BOEING CO	100	7,335
UNITED PARCEL SERVICE INC CL B	100	7,319
NATIONAL GRID TRANSO PLC SPONS ADR	150	7,272
ACE LTD NEW	100	7,012
ALLSTATE CORP	250	6,853
SAP AKTIENGESELLSCHAFT SPONS ADR	125	6,619
FIRST SOLAR INC	175	5,908
PULTE GROUP INC	900	5,679
OMNICOM GROUP INC	125	5,573
NATIONAL INSTRUMENTS CORP	200	5,190
DISCOVERY COMMUNICATIONS INC CL A	125	5,121
VERIZON COMMUNICATIONS INC	125	5,015
NORDSTROM INC	100	4,971
NIKE INC B	50	4,819
GENPACT LTD	300	4,485
ACCENTURE PLC-CL A	75	3,992
LOWES COMPANIES INC	150	3,807
POLYCOM INC	225	3,668
LOOPNET INC	200	3,656
BROCADE COMMUNICATIONS SYSTEMS INC	700	3,633
AON CORP	75	3,510
AGILENT TECHNOLOGIES INC	100	3,493
CANON INC REPRESENTING 5 SHS ADR	75	3,303
FLUOR CORP	50	2,513
HUMAN GENOME SCIENCES INC	300	2,217
JUNIPER NETWORKS INC	100	2,041
AT&T INC	50	1,512
JPM US GOVT PREMIER SWEEP FD #1086 0.00%	1,284,825 71	1,284,826
JPM MORTG-BACKED SECURITIES FD - SEL FUND 1273 3.24%	87,565 67	1,000,000
JPM SHORT DURATION BOND FD - SEL FUND 3133 0.64%	74,694 71	817,907
JPM STR INC OPP FD FUND 3844 3.12%	65,124 33	737,859
EATON VANCE FLOATING RATE I	68,565 97	604,066
DREYFUS LAUREL EMG MKT DEBT LOC C-1	27,027 03	355,676
Adjustment		65,230

Total Fixed Income and Equities **\$ 15,854,326**

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	NORTHERN VIRGINIA HEALTH FOUNDATION	<input checked="" type="checkbox"/> 20-4062932
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1940 DUKE STREET, NO. 200	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	ALEXANDRIA, VA 22314	

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

04

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

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

- The books are in the care of **1940 DUKE STREET, NO. 200 - ALEXANDRIA, VA 22314**
Telephone No. **703-486-5691** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **NOVEMBER 15, 2012**.
- For calendar year **2011**, or other tax year beginning , and ending .
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

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

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	12,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	12,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **R. H. [Signature]** Title **CPA** Date **8-9-12**

Form 8868 (Rev. 1-2012)