See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning **and ending**

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization
INOVA HEALTH SYSTEM FOUNDATION

Doing Business As

Number and street (or P O. box if mail is not delivered to street address) 8110 GATEHOUSE ROAD, SUITE 400W

Room/suite

City or town, state or country, and ZIP + 4
FALLS CHURCH, VA 22042

F Name and address of principal officer J. KNOX SINGLETON
SAME AS C ABOVE

D Employer identification number
54-1071867

E Telephone number
703-289-2433

G Gross receipts $ 239,873,387.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ INOVA.ORG

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1977 **M** State of legal domicile: VA

Part I Summary

1 Briefly describe the organization's mission or most significant activities: INOVA HEALTH SYSTEM FOUNDATION (FOUNDATION), A PARENT COMPANY WHICH ALSO SERVES AS A CHARITABLE

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

Activities & Governance	3	Number of voting members of the governing body (Part VI, line 1a)	18
	4	Number of independent voting members of the governing body (Part VI, line 1b)	9
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	41
	6	Total number of volunteers (estimate if necessary)	620
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0.
	b	Net unrelated business taxable income from Form 990-T, line 34	0.

		Prior Year	Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	10,115,507.	11,381,707.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	141,456,713.	157,485,872.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,530,710.	1,951,626.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	153,102,930.	170,819,205.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	6,257,737.	5,325,057.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	4,116,295.	3,922,627.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	162,046.	102,410.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 5,239,437.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	9,872,521.	10,490,889.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	20,408,599.	19,840,983.
	19 Revenue less expenses Subtract line 18 from line 12	132,694,331.	150,978,222.

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	2,465,568,770.	2,621,611,325.
	21 Total liabilities (Part X, line 26)	1,368,512,879.	1,520,348,999.
	22 Net assets or fund balances Subtract line 21 from line 20	1,097,055,891.	1,101,262,326.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Signature of officer — Date 11/12/12

▶ RICHARD MAGENHEIMER, CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: FRED HUTCHISON	Preparer's signature	Date 11/6/12	Check ☐ if self employed	PTIN P00640420
Firm's name ▶ REZNICK GROUP, P.C.			Firm's EIN ▶ 52-1088612	
Firm's address ▶ 8045 LEESBURG PIKE, SUITE 300 VIENNA, VA 22182			Phone no. 703-744-6700	

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☐ No

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

9-1792 11

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:
INOVA HEALTH SYSTEM FOUNDATION, THE PARENT COMPANY OF INOVA HEALTH SYSTEM. INOVA HEALTH SYSTEM (INOVA) PROVIDES HEALTHCARE AND RELATED SERVICES THROUGHOUT NORTHERN VIRGINIA AND THE GREATER METROPOLITAN WASHINGTON, D.C. AREA, INCLUDING CERTAIN CONTIGUOUS COUNTIES OF

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code _____) (Expenses $ 6,215,288. including grants of $ _____) (Revenue $ _____)
INOVA HEALTH SYSTEM FOUNDATION (IHSF), THE PARENT COMPANY OF INOVA HEALTH SYSTEM, IS A NON-STOCK, NOT-FOR-PROFIT CORPORATION EXEMPT FROM FEDERAL INCOME TAXES UNDER THE PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. INOVA HEALTH SYSTEM (INOVA) PROVIDES HEALTHCARE AND RELATED SERVICES THROUGHOUT NORTHERN VIRGINIA AND THE GREATER METROPOLITAN WASHINGTON, D.C. AREA, INCLUDING CERTAIN CONTIGUOUS COUNTIES OF VIRGINIA AND MARYLAND.

SINCE ITS INITIATION BY CITIZEN-VOLUNTEERS IN 1956, INOVA AND ITS AFFILIATES HAVE GROWN TO MEET THE CHANGING NEEDS OF A DIVERSE AND GROWING POPULATION. AS A NOT-FOR-PROFIT ORGANIZATION, INOVA DOES NOT HAVE SHAREHOLDERS. IT IS GOVERNED BY THE PEOPLE IT SERVES: MEMBERS OF

4b (Code _____) (Expenses $ 6,770,549. including grants of $ _____) (Revenue $ _____)
INVESTMENT MANAGEMENT FEES OF $6.8 MILLION ARE RELATED TO INVESTMENTS THAT INOVA HEALTH SYSTEM FOUNDATION UTILIZES TO PROVIDE HEALTHCARE AND RELATED SERVICES THROUGHOUT NORTHERN VIRGINIA AND THE GREATER METROPOLITAN WASHINGTON, D.C. AREA. THE FEES ARE CALCULATED BASED ON THE MARKET VALUE OF THE INVESTMENTS TIMES BASIS POINTS ESTABLISHED IN EACH CONTRACT. THE RATES ON THESE CONTRACTS APPLY UNTIL A NEW RATE IS NEGOTIATED.

4c (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4d Other program services (Describe in Schedule O.)
(Expenses $ 1,468,826. including grants of $ _____) (Revenue $ 2,610,800.)

4e **Total program service expenses** ▶ 14,454,663.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	*Did the organization maintain an office, employees, or agents outside of the United States?*	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b	X	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17	X	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	X	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a	X	
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b	X	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c	X	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V [X]

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	0		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	41		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	X	
b	If "Yes," enter the name of the foreign country: ▶ SEE SCHEDULE O				
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	1a	18		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	9		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6	Did the organization have members or stockholders?	6			X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a			X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b		X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9			X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ NONE

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[ ] Own website [ ] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

INOVA HEALTH SYSTEM FOUNDATION - (703) 289-2433
8110 GATEHOUSE ROAD, SUITE 400W 22042

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII [X]

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers, key employees, highest compensated employees, and former such persons

[ ] Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) J. KNOX SINGLETON PRESIDENT	10.00	X		X				0.	2,116,994.	1,315,479.
(2) STEVEN M. CUMBIE CHAIRMAN	6.00	X		X				0.	0.	0.
(3) MAURA SUGHRUE MD TRUSTEE	2.00	X						0.	0.	0.
(4) NICHOLAS CAROSI TREASURER	5.00	X		X				0.	0.	0.
(5) CARL BIGGS SECRETARY	3.00	X		X				0.	0.	0.
(6) MARGARET COLON TRUSTEE	3.00	X						0.	0.	0.
(7) PENNY GROSS TRUSTEE	2.00	X						0.	0.	0.
(8) PAUL HARBOLICK, JR TRUSTEE	2.00	X						0.	0.	0.
(9) AL KHOURY MD TRUSTEE	3.00	X						0.	0.	0.
(10) D. MARK LOWERS TRUSTEE	2.00	X						0.	0.	0.
(11) ALAN MERTEN, PHD TRUSTEE	2.00	X						0.	0.	0.
(12) TONY NADER TRUSTEE	2.00	X						0.	0.	0.
(13) CHARLES SMITH TRUSTEE	2.00	X						0.	0.	0.
(14) MARK STAVISH TRUSTEE	3.00	X						0.	0.	0.
(15) WINSTON UENO MD TRUSTEE	2.00	X						0.	0.	0.
(16) LYDIA THOMAS PHD TRUSTEE	4.00	X						0.	0.	0.
(17) JACK EBLER TRUSTEE	3.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) KATE HANLEY TRUSTEE	2.00	X						0.	0.	0.
(19) RICHARD MAGENHEIMER ASST TREASURER	5.00			X				0.	913,538.	132,922.
(20) JOHN GAUL ASST SECRETARY	5.00			X				0.	503,853.	106,101.
(21) GREGORY SHIELDS ASST SECRETARY	20.00			X				0.	77,076.	13,899.
(22) MARK STAUDER COO	5.00			X				0.	1,300,807.	314,161.
(23) MARSHALL RUFFIN EVP CTO	9.00			X				0.	516,986.	70,398.
(24) WAYNE DIEWALD EVP AMBULATORY SERVICES AN	9.00			X				0.	513,363.	48,185.
(25) LEWIS PASTERNAK CEO IFH	9.00			X				0.	910,105.	109,306.
(26) KYLANNE SILVERSTONE EVP CEO INOVA MGD CARE SERVICES	9.00			X				0.	589,641.	134,455.
1b Sub-total ▶								0.	7,442,363.	2,244,906.
c Total from continuation sheets to Part VII, Section A ▶								1,303,010.	2,078,062.	416,878.
d Total (add lines 1b and 1c) ▶								1,303,010.	9,520,425.	2,661,784.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 15

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3	X	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
CALAMOS INVESTMENTS 2020 CALAMOS COURT, NAPERVILLE, IL 60563	INVESTMENT MANAGEMENT FEES	1,050,499.
COHEN & STEERS CAPITAL MANAGEMENT INC 280 PARK AVENUE, NEW YORK, NY 10017	INVESTMENT MANAGEMENT FEES	598,644.
BLACKROCK 40 EAST 52ND STREET, NEW YORK, NY 10022	INVESTMENT MANAGEMENT FEES	576,183.
UBS REALTY INVESTORS LLC, 10 STATE HOUSE SQUARE, 15TH FLOOR, HARTFORD, CT 06103	INVESTMENT MANAGEMENT FEES	432,068.
MONTAG & CALDWELL, 3455 PEACHTREE RD, NE. SUITE 1200, ATLANTA, GA 30326	INVESTMENT MANAGEMENT FEES	428,019.

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 18

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) JOHN NIEDERHUBER CEO IITRPM & EVP IHS	9.00			X				0.	1,173,134.	52,918.
(28) LORING FLINT EVP CHIEF MEDICAL OFFICER	5.00			X				0.	659,652.	86,247.
(29) JOHN FAY VP, FOUNDATION	40.00				X			391,314.	0.	45,614.
(30) LINDA ROBERTSON SR DIRECTOR DEVELOPEMENT	40.00					X		143,629.	0.	24,824.
(31) LAURA MOSES SR DIRECTOR DEVELOPEMENT	40.00					X		138,881.	0.	25,733.
(32) JULIA BILICKI SR DIRECTOR DEVELOPEMENT	40.00					X		197,963.	0.	31,590.
(33) KATHERINE LUKE SR DIRECTOR DEVELOPEMENT	40.00					X		159,699.	0.	32,830.
(34) PENNY COWDEN SR DIRECTOR FOUNDATION	40.00					X		151,837.	0.	31,586.
(35) JAMES KIM FORMER ASST SECRETARY	5.00						X	0.	245,276.	58,608.
(36) DAYNA KUHAR FORMER DIRECTOR DEVELOPEME	40.00						X	119,687.	0.	26,928.
Total to Part VII, Section A, line 1c								1,303,010.	2,078,062.	416,878.

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b	12,551.				
	c Fundraising events	1c	1664580.				
	d Related organizations	1d	2,467.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	9702109.				
	g Noncash contributions included in lines 1a-1f $ 484,158.						
	h **Total.** Add lines 1a-1f			11,381,707.			
Program Service Revenue		Business Code					
	2a						
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g **Total.** Add lines 2a-2f						
	3 Investment income (including dividends, interest, and other similar amounts)			60,469,639.			60,469,639.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
		(i) Real	(ii) Personal				
	6a Gross rents						
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory	163,125,444.					
	b Less: cost or other basis and sales expenses	66,109,211.					
	c Gain or (loss)	97,016,233.					
	d Net gain or (loss)			97,016,233.			97,016,233.
Other Revenue	8a Gross income from fundraising events (not including $ 1,664,580. of contributions reported on line 1c) See Part IV, line 18	a	385819.				
	b Less: direct expenses	b	1,044,993.				
	c Net income or (loss) from fundraising events			<659,174.>			<659174.>
	9a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
	10a Gross sales of inventory, less returns and allowances	a	4,510,778.				
	b Less: cost of goods sold	b	1,899,978.				
	c Net income or (loss) from sales of inventory			2610800.	2610800.		
	Miscellaneous Revenue	Business Code					
	11a						
	b						
	c						
	d All other revenue						
	e **Total.** Add lines 11a-11d						
	12 **Total revenue.** See instructions.			170,819,205.	2610800.	0.	156,826,698.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX ☐

	Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	5,325,057.	5,325,057.		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	1,303,010.			1,303,010.
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	1,948,503.	355,701.	29,716.	1,563,086.
8	Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	188,226.	12,908.	1,078.	174,240.
9	Other employee benefits	262,086.	18,286.	1,528.	242,272.
10	Payroll taxes	220,802.	26,051.	2,176.	192,575.
11	Fees for services (non-employees).				
a	Management	384,160.	36,750.		347,410.
b	Legal				
c	Accounting				
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17	102,410.			102,410.
f	Investment management fees	6,770,765.	6,770,748.	17.	
g	Other	1,558,786.	745,652.	15,167.	797,967.
12	Advertising and promotion	40,715.	5,722.	478.	34,515.
13	Office expenses	178,644.	16,469.	1,376.	160,799.
14	Information technology	134,406.	53,286.	4,451.	76,669.
15	Royalties				
16	Occupancy	744,819.	590,018.	49,291.	105,510.
17	Travel	29,568.	15,468.	1,292.	12,808.
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	22,403.	9,135.	763.	12,505.
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	74,692.	68,933.	5,759.	
23	Insurance	39,169.	333.	28.	38,808.
24	Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	OTHER PURCHASED SERVICE	394,010.	359,571.	30,039.	4,400.
b	SUPPLIES	67,450.	41,698.	3,484.	22,268.
c	FOOD	42,610.	28.	2.	42,580.
d	EQUIPMENTAL RENTAL AND	3,533.			3,533.
e	All other expenses	5,159.	2,849.	238.	2,072.
25	**Total functional expenses.** Add lines 1 through 24e	19,840,983.	14,454,663.	146,883.	5,239,437.
26	**Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing			1	
	2	Savings and temporary cash investments		506,867.	2	506,849.
	3	Pledges and grants receivable, net		6,390,734.	3	6,658,203.
	4	Accounts receivable, net		658,725.	4	758,571.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		160,763.	8	171,504.
	9	Prepaid expenses and deferred charges		194,219.	9	160,889.
	10a	Land, buildings, and equipment. cost or other basis Complete Part VI of Schedule D	10a 2,898,996.			
	b	Less: accumulated depreciation	10b 382,073.	2,591,616.	10c	2,516,923.
	11	Investments - publicly traded securities		1,902,189,511.	11	1,755,138,472.
	12	Investments - other securities. See Part IV, line 11		533,204,483.	12	843,290,630.
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		19,671,852.	15	12,409,284.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		2,465,568,770.	16	2,621,611,325.
Liabilities	17	Accounts payable and accrued expenses		2,034,899.	17	2,535,492.
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		1,366,477,980.	25	1,517,813,507.
	26	**Total liabilities.** Add lines 17 through 25		1,368,512,879.	26	1,520,348,999.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		1,054,337,027.	27	1,053,919,236.
	28	*Temporarily restricted net assets*		32,624,445.	28	38,735,824.
	29	Permanently restricted net assets		10,094,419.	29	8,607,266.
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		1,097,055,891.	33	1,101,262,326.
	34	Total liabilities and net assets/fund balances		2,465,568,770.	34	2,621,611,325.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	170,819,205.
2	Total expenses (must equal Part IX, column (A), line 25)	2	19,840,983.
3	Revenue less expenses. Subtract line 2 from line 1	3	150,978,222.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1097055891.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	<146,771,787.>
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1101262326.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII [ ]

			Yes	No
1	Accounting method used to prepare the Form 990 [ ] Cash [X] Accrual [ ] Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both. [ ] Separate basis [X] Consolidated basis [ ] Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
INOVA HEALTH SYSTEM FOUNDATION	54-1071867

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☒ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		X
(ii) A family member of a person described in (i) above?		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		X

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of support
INOVA HEALTH CARE SERVIC	54-0620889	3	X			X	X		4861462.
INOVA HEALTH SYSTEM SERV	54-1434144	9	X			X	X		408,314.
INOVA VNA HOME CARE, I	54-1277164	9	X			X	X		55,281.
Total 3									5,325,057.

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc. (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 *Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))* 14 %

15 Public support percentage from 2010 Schedule A, Part II, line 14 15 %

16a **33 1/3% support test - 2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support** (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2010** Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
INOVA HEALTH SYSTEM FOUNDATION

Employer identification number
54-1071867

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).
- ☐ Preservation of land for public use (e.g., recreation or education)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of an historically important land area
- ☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

		Held at the End of the Tax Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply).

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	18,356,959.	17,249,575.	14,736,773.	20,925,870.	
b Contributions	385,654.	618,086.	643,152.	608,833.	
c Net investment earnings, gains, and losses	<304,046.>	952,760.	2,244,598.	<3,537,511.>	
d Grants or scholarships	3,000.	16,298.	1,230.	70,560.	
e Other expenditures for facilities and programs	370,714.	421,081.	343,939.	3,144,874.	
f Administrative expenses	27,849.	26,083.	29,779.	44,986.	
g End of year balance	18,037,004.	18,356,959.	17,249,575.	14,736,773.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ 31.00 %
b Permanent endowment ▶ 69.00 %
c Temporarily restricted endowment ▶ .00 %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
3a(i) (i) unrelated organizations		X
3a(ii) (ii) related organizations		X
3b b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		2,275,486.		2,275,486.
b Buildings				
c Leasehold improvements		280,895.	135,155.	145,740.
d Equipment		342,615.	246,918.	95,697.
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				2,516,923.

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation. Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests	843,290,630.	END-OF-YEAR MARKET VALUE
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	843,290,630.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO SUBSIDIARIES AND AFFILIATES	1,517,813,507.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	1,517,813,507.

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**.				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18)*			5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

PART X, LINE 2: FROM INOVA HEALTH SYSTEM CONSOLIDATED FINANCIAL STATEMENTS THAT INCLUDE INOVA HEALTH SYSTEM FOUNDATION:

THE FOUNDATION, IHCS, AHSC, LHI AND IHSS, ARE NOT-FOR-PROFIT CORPORATIONS AND HAVE BEEN DETERMINED TO BE EXEMPT FROM FEDERAL INCOME TAX UNDER THE PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. IHI AND ITS SUBSIDIARIES ARE TAXABLE ORGANIZATIONS. DEFERRED INCOME TAXES ARE PROVIDED FOR ALL SIGNIFICANT TIMING DIFFERENCES BETWEEN REVENUES AND EXPENSES

Part XIV Supplemental Information *(continued)*

REPORTED FOR FINANCIAL STATEMENT AND FOR TAX PURPOSES. MANAGEMENT ANNUALLY REVIEWS ITS TAX POSITIONS AND HAS DETERMINED THAT THERE ARE NO MATERIAL UNCERTAIN TAX POSITIONS THAT REQUIRE RECOGNITION IN THE CONSOLIDATED FINANCIAL STATEMENTS.

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

INOVA HEALTH SYSTEM FOUNDATION

Employer identification number

54-1071867

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
CENTRAL AMERICA AND THE CARIBBEAN -	0	0	INVESTMENT		314,885,000.
3 a Sub-total	0	0			314885000.
b Total from continuation sheets to Part I	0	0			0.
c **Totals** (add lines 3a and 3b)	0	0			314885000.

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000 Check this box if no one recipient received more than $5,000 ▶ ☐

Part II can be duplicated if additional space is needed

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶

3 Enter total number of other organizations or entities ▶

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

1	Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*	[X] Yes	[ ] No
2	Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*	[ ] Yes	[X] No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)*	[X] Yes	[ ] No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*	[ ] Yes	[X] No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)*	[ ] Yes	[X] No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)*	[ ] Yes	[X] No

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open To Public Inspection

Name of the organization
INOVA HEALTH SYSTEM FOUNDATION

Employer identification number
54-1071867

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☒ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☒ Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	(iii) No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
KATHY NEWMAN - 6100 SADDLE HORN DRIVE, FAIRFAX, VA	SPECIAL EVENT	X		656,621.	25,000.	631,621.
PATTY WATSON - 19238 MILL SITE PLACE, LEESBURG, VA	SPECIAL EVENT	X		310,695.	28,000.	282,695.
HARRIS CONNECT LLC - 2500 PASEO VERDE PKWY, HENDERSON,	PHONE PROGRAM		X	28,433.	49,410.	<20,977.>
Total ▶				995,749.	102,410.	893,339.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

VA,MD,DC,TX

SEE PART IV FOR CONTINUATIONS

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col. (c))
		2010 GALA	SPRING LOBSTERFEST	8	
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	776,752.	656,121.	617,526.	2,050,399.
	2 Less. Charitable contributions	635,468.	531,871.	497,241.	1,664,580.
	3 Gross income (line 1 minus line 2)	141,284.	124,250.	120,285.	385,819.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	6,503.	59,557.	39,440.	105,500.
	7 Food and beverages	204,127.	122,942.	91,094.	418,163.
	8 Entertainment	69,283.	3,200.	12,018.	84,501.
	9 Other direct expenses	170,273.	85,568.	180,988.	436,829.
	10 Direct expense summary. Add lines 4 through 9 in column (d)			▶	(1,044,993.)
	11 Net income summary. Combine line 3, column (d), and line 10			▶	<659,174.>

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)			▶	( )
	8 Net gaming income summary. Combine line 1, column d, and line 7			▶	

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____

c If "Yes," enter name and address of the third party.

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ _____

Gaming manager compensation ▶ $ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions)

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: KATHY NEWMAN

(I) ADDRESS OF FUNDRAISER: 6100 SADDLE HORN DRIVE, FAIRFAX, VA 22030

(I) NAME OF FUNDRAISER: PATTY WATSON

(I) ADDRESS OF FUNDRAISER: 19238 MILL SITE PLACE, LEESBURG, VA 20176

(I) NAME OF FUNDRAISER: HARRIS CONNECT LLC

Part IV **Supplemental Information** *(continued)*

(I) ADDRESS OF FUNDRAISER: 2500 PASEO VERDE PKWY, HENDERSON, NV 89074

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
INOVA HEALTH SYSTEM FOUNDATION

Employer identification number
54-1071867

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☒ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
INOVA HEALTH CARE SERVICES 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	54-0620889	501(C)(3)	4,861,462.	0.			MULTIPLE GRANTS MADE TO FURTHER THE MISSION OF INOVA HEALTH CARE SERIVCES OF PROVIDING
INOVA HEALTH SYSTEM SERVICES 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	54-1434144	501(C)(3)	408,314.	0.			MULTIPLE GRANTS MADE TO FURTHER THE MISSION OF INOVA HEALTH SYSTEM
INOVA VNA HOME CARE, INC. 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	54-1277164	501(C)(3)	55,281.	0.			TO FURTHER THE MISSION OF INOVA VNA HOME CARE, INC. OF PROVIDING QUALITY HEALTHCARE TO THE

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 3.

3 Enter total number of other organizations listed in the line 1 table ▶

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule I (Form 990) (2011)**

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

132101 01-27-12

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: INOVA HEALTH CARE SERVICES

(H) PURPOSE OF GRANT OR ASSISTANCE: MULTIPLE GRANTS MADE TO FURTHER THE MISSION OF INOVA HEALTH CARE SERIVCES OF PROVIDING QUALITY HEALTHCARE TO THE COMMUNITY.

NAME OF ORGANIZATION OR GOVERNMENT: INOVA HEALTH SYSTEM SERVICES

(H) PURPOSE OF GRANT OR ASSISTANCE:

MULTIPLE GRANTS MADE TO FURTHER THE MISSION OF INOVA HEALTH SYSTEM

Part IV Supplemental Information

SERIVCES OF PROVIDING QUALITY HEALTHCARE TO THE COMMUNITY.

NAME OF ORGANIZATION OR GOVERNMENT: INOVA VNA HOME CARE, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: TO FURTHER THE MISSION OF INOVA VNA HOME CARE, INC. OF PROVIDING QUALITY HEALTHCARE TO THE COMMUNITY.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 23.**

▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

INOVA HEALTH SYSTEM FOUNDATION

Employer identification number

54-1071867

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
	☐ First-class or charter travel	☒ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax indemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e g., maid, chauffeur, chef)		
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	X	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	X	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.			
	☒ *Compensation committee*	☒ *Written employment contract*		
	☒ Independent compensation consultant	☒ Compensation survey or study		
	☒ Form 990 of other organizations	☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 J. KNOX SINGLETON	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	1138073.	672,455.	306,466.	1,291,950.	23,529.	3,432,473.	0.
2 RICHARD MAGENHEIMER	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	582,232.	206,056.	125,250.	110,466.	22,456.	1,046,460.	0.
3 JOHN GAUL	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	383,963.	98,620.	21,270.	85,133.	20,968.	609,954.	0.
4 MARK STAUDER	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	893,927.	360,000.	46,880.	293,405.	20,756.	1,614,968.	0.
5 MARSHALL RUFFIN	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	392,253.	100,000.	24,733.	53,200.	17,198.	587,384.	0.
6 WAYNE DIEWALD	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	384,871.	95,813.	32,679.	30,336.	17,849.	561,548.	0.
7 LEWIS PASTERNAK	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	599,240.	156,724.	154,141.	84,432.	24,874.	1,019,411.	64,499.
8 KYLANNE SILVERSTONE	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	428,235.	123,882.	37,524.	119,560.	14,895.	724,096.	0.
9 JOHN NIEDERHUBER	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	942,010.	190,000.	41,124.	36,700.	16,218.	1,226,052.	0.
10 LORING FLINT	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	545,952.	25,000.	88,700.	60,100.	26,147.	745,899.	0.
11 JOHN FAY	(i)	198,436.	52,586.	140,292.	34,220.	11,394.	436,928.	116,396.
	(ii)	0.	0.	0.	0.	0.	0.	0.
12 LINDA ROBERTSON	(i)	130,873.	11,961.	795.	15,305.	9,519.	168,453.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
13 LAURA MOSES	(i)	124,055.	14,556.	270.	6,917.	18,816.	164,614.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
14 JULIA BILICKI	(i)	155,534.	39,719.	2,710.	27,636.	3,954.	229,553.	18,586.
	(ii)	0.	0.	0.	0.	0.	0.	0.
15 KATHERINE LUKE	(i)	147,984.	11,467.	248.	25,824.	7,006.	192,529.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
16 PENNY COWDEN	(i)	144,689.	6,875.	273.	16,825.	14,761.	183,423.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JAMES KIM	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	199,679.	35,321.	10,276.	38,293.	20,315.	303,884.	0.
2 DAYNA KUHAR	(i)	111,087.	8,396.	204.	19,091.	7,837.	146,615.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II Also complete this part for any additional information

PART I, LINE 1A: EMPLOYEE LORING FLINT RECEIVED A TEMPORARY HOUSING BENEFIT WHICH WAS INCLUDED ON THE W-2.

PART I, LINE 4B: SERP PLAN PAYMENTS:

J. KNOX SINGLETON - $229,900

RICHARD MAGENHEIMER - $88,500

LEWIS PASTERNAK $114,769

JOHN FAY $122,769

JULIA BILICKI $13,829

THE SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN (SERP PLAN) IS A NONQUALIFIED RETIREMENT PLAN. EMPLOYEES ELIGIBLE TO PARTICIPATE ARE EXECUTIVE DIRECTORS, ASSISTANT VICE PRESIDENTS, VICE PRESIDENTS, SENIOR VICE PRESIDENTS, EXECUTIVE VICE PRESIDENTS, CFO, COO, AND CEO. EACH YEAR, A CERTAIN PERCENTAGE OF EACH PARTICIPANT'S BASE SALARY IS CONTRIBUTED TO THE SERP PLAN. THIS AMOUNT RANGES FROM 5% TO 20%, DEPENDING ON POSITION. AFTER THREE YEARS OF CONTINUOUS PARTICIPATION, PARTICIPANTS VEST IN 50% OF THEIR BALANCE AT THAT TIME AND ARE PAID OUT THE VESTED BALANCE AS A TAXABLE

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

EVENT. AFTER A TOTAL OF SIX YEARS PARTICIPATION AND AFTER ATTAINING AGE 50, PARTICIPANTS ARE 100% VESTED AND ARE PAID OUT THEIR REMAINING BALANCE AS A TAXABLE EVENT. VESTING THEN REVERTS TO A THREE-YEAR ROLLING SCHEDULE UNTIL YEAR 12. THEREAFTER, THE ANNUAL CONTRIBUTION IS PAID OUT TO THE PARTICIPANT EACH YEAR AS A TAXABLE EVENT.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open To Public Inspection

Name of the organization

INOVA HEALTH SYSTEM FOUNDATION

Employer identification number

54-1071867

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	(c) Corrected? No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	(b) Loan to or from the organization? From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) In default? No	(f) Approved by board or committee? Yes	(f) Approved by board or committee? No	(g) Written agreement? Yes	(g) Written agreement? No
Total			▶ $							

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
MAURA SUGHRUE MD	TRUSTEE	360,057.	FAIRFAX FAM		X
JOHN FAY	KEY EMPLOYEE	122,021.	PAID CONSUL		X

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: MAURA SUGHRUE MD

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE

(C) AMOUNT OF TRANSACTION $ 360,057.

(D) DESCRIPTION OF TRANSACTION: FAIRFAX FAMILY PRACTICE LEASES MEDICAL OFFICE SPACE FROM INOVA HEALTH SYSTEM IN SEVERAL LOCATIONS IN MEDICAL OFFICE BUILDINGS OWNED BY INOVA. SPACE IS LEASED AT COMMERCIAL TERMS AND AT FAIR MARKET VALUE. SERVICES PROVIDED AT ARM'S LENGTH AND CUSTOMARY RATES.

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: JOHN FAY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

KEY EMPLOYEE

(C) AMOUNT OF TRANSACTION $ 122,021.

(D) DESCRIPTION OF TRANSACTION: PAID CONSULTING FEES TO FUNDING RESOURCES LLC WITH JOHN FAY AS THE PRINCIPAL SHAREHOLDER. SERVICES PROVIDED AT ARM'S LENGTH AND CUSTOMARY RATES.

(E) SHARING OF ORGANIZATION REVENUES? = NO

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization: INOVA HEALTH SYSTEM FOUNDATION

Employer identification number: 54-1071867

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art - Works of art	X	16	16,920.	COST
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications	X		2,377.	RESALE VALUE
5	Clothing and household goods	X		175,157.	THRIFT SHOP VALUE
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property	X	5	36,899.	MARKET VALUE
9	Securities - Publicly traded	X	8	12,357.	MARKET VALUE
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles	X	28	6,289.	MARKET VALUE
19	Food inventory	X	55	24,022.	MARKET VALUE
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (GIFT CERTIFIC)	X	596	218,496.	MARKET VALUE
26	Other ▶ (ADVERTISING)	X	4	143,000.	MARKET VALUE
27	Other ▶ (VACATION PACK)	X	56	52,578.	MARKET VALUE
28	Other ▶ (EVENT TICKETS)	X	61	50,144.	MARKET VALUE

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement — 29

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b	If "Yes," describe the arrangement in Part II.			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	X	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
b	If "Yes," describe in Part II.			
33	If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II			

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

PART I, OTHER TYPES OF PROPERTY:

SERVICES

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 15

(C) REVENUE REPORTED ON FORM 990, PART VIII $ 33213.

(D) METHOD OF DETERMINING REVENUE: MARKET VALUE

FACILITY RENTAL

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 2

(C) REVENUE REPORTED ON FORM 990, PART VIII $ 4135.

(D) METHOD OF DETERMINING REVENUE: MARKET VALUE

SCHEDULE O
(Form 990 or 990-EZ)
Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization: INOVA HEALTH SYSTEM FOUNDATION

Employer identification number: 54-1071867

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

FOUNDATION, RAISING FUNDS TO SUPPORT INOVA'S TAX-EXEMPT ENTITIES.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

VIRGINIA AND MARYLAND.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

THE COMMUNITY. THIS MODEL OF GOVERNANCE HELPS TO ENSURE THAT INOVA MEETS THE DIVERSE HEALTHCARE NEEDS OF THE COMMUNITIES IT SERVES.

IN KEEPING WITH INOVA'S COMMUNITY SERVICE MISSION, INOVA AND ITS AFFILIATES PROVIDE A WIDE RANGE OF PROGRAMS AND SERVICES WHICH DIRECTLY BENEFIT THE COMMUNITY THEY SERVE. THESE INCLUDE:

PROVIDING THE HIGHEST QUALITY MEDICAL CARE TO ALL MEMBERS OF THE COMMUNITY, REGARDLESS OF THEIR FINANCIAL RESOURCES.

PROVIDING FREE AND BELOW COST HEALTH SERVICES TO MEET THE IDENTIFIED NEEDS OF TARGETED COMMUNITY GROUPS, SUCH AS: THE INDIGENT AND ELDERLY; VICTIMS OF CANCER, HEART DISEASE, AND STROKE; PERSONS AFFECTED BY SUBSTANCE ABUSE; HIV-POSITIVE INDIVIDUALS; AND OTHERS.

PROVIDING UNCOMPENSATED CARE IN ACCORDANCE WITH INOVA POLICIES WHICH ENSURE ACCESS TO MEDICALLY NECESSARY CARE FOR ALL INDIVIDUALS. CHARITY CARE IS DEFINED AS FREE OR DISCOUNTED HEALTHCARE SERVICES PROVIDED TO PERSONS WHO CANNOT AFFORD TO PAY. INOVA HEALTH SYSTEM IS ONE OF THE

Name of the organization: INOVA HEALTH SYSTEM FOUNDATION

Employer identification number: 54-1071867

LARGEST PROVIDERS OF UNCOMPENSATED CARE IN VIRGINIA.

PROVIDING HEALTH EDUCATION AND A VARIETY OF OTHER SERVICES TO THE COMMUNITY.

TRAINING HEALTH PROFESSIONALS AND PARTICIPATING IN MEDICAL RESEARCH ACTIVITIES.

IHSF IS COMPRISED OF:

INOVA HEALTH SYSTEM FOUNDATION (FOUNDATION), A PARENT COMPANY, WHICH ALSO SERVES AS A CHARITABLE FOUNDATION, RAISING FUNDS TO SUPPORT INOVA'S TAX-EXEMPT ENTITIES. THE FOUNDATION OPERATES IN ACCORDANCE WITH INOVA'S ARTICLES OF INCORPORATION, WHICH PROVIDE THAT ALL FUNDS RAISED, EXCEPT FOR THOSE REQUIRED FOR THE OPERATIONS OF THE FOUNDATION, BE DISTRIBUTED OR HELD IN SUPPORT OF THE CHARITABLE OBJECTIVES AND MISSION OF INOVA AND ITS TAX-EXEMPT SUBSIDIARIES. FUNDS RAISED ARE CHANNELED TO THE COMMUNITY IN THE FORM OF EXPANDED MEDICAL AND OTHER COMMUNITY SERVICES. DURING 2011, FOUNDATION FUNDS WERE USED TO SUPPORT INOVA FAIRFAX HOSPITAL'S WOMEN'S AND CHILDREN'S SERVICES AND ITS NEONATOLOGY PROGRAM, THE LIFE WITH CANCER SUPPORT AND EDUCATIONAL PROGRAM, THE CHILD ABUSE CENTER, AND MANY OTHER PROGRAMS AND SERVICES. IN ADDITION, DONATED FUNDS WERE USED IN 2011 TO SUPPORT MANY OTHER INOVA PROGRAMS INCLUDING MOUNT VERNON'S INOVA CENTER FOR REHABILITATION AND THE KELLAR CENTER'S BEHAVIORAL SERVICES PROGRAM.

INOVA HEALTH CARE SERVICES (IHCS) IS A NOT-FOR-PROFIT CORPORATION THAT OPERATES HOSPITAL FACILITIES, PROGRAMS, AND OTHER SHARED SERVICE ARRANGEMENTS AND CARRIES ON EDUCATION AND RESEARCH ACTIVITIES. AS OF

Name of the organization: INOVA HEALTH SYSTEM FOUNDATION
Employer identification number: 54-1071867

DECEMBER 31, 2011, IHCS OPERATED THREE HOSPITALS, HAVING A TOTAL OF 1,252 LICENSED HOSPITAL BEDS IN FAIRFAX COUNTY, VIRGINIA - INOVA FAIRFAX HOSPITAL (FAIRFAX), INOVA MOUNT VERNON HOSPITAL (MOUNT VERNON), AND INOVA FAIR OAKS HOSPITAL (FAIR OAKS). EACH OF THESE HOSPITALS PROVIDES GENERAL ACUTE CARE SERVICES, INCLUDING EMERGENCY ROOM FACILITIES, INPATIENT AND OUTPATIENT SERVICES, AND A VARYING NUMBER OF ANCILLARY AND SPECIALIZED SERVICES BASED ON THE NEEDS OF THE COMMUNITY. IHCS IS ALSO THE PARENT COMPANY OF THREE FREE-STANDING 24-HOUR EMERGENCY CENTERS, WHICH ARE AFFILIATED WITH ITS HOSPITALS, AND OPERATES THE INOVA RESEARCH CENTER, WHICH PROVIDES A QUALITY ARENA FOR PROFESSIONAL EDUCATION AND CLINICAL RESEARCH. IN ADDITION, IHCS OPERATES SEVERAL OTHER SUBSIDIARIES.

INOVA ALEXANDRIA HEALTH SERVICES CORPORATION (AHSC) IS A NOT-FOR-PROFIT CORPORATION ORGANIZED TO PROMOTE THE HEALTH AND WELL-BEING OF THE ALEXANDRIA, VIRGINIA COMMUNITY. AHSC PROVIDES SERVICES TO THE ALEXANDRIA COMMUNITY THROUGH THE COORDINATION AND OPERATION OF A 318-BED HOSPITAL AND OTHER RELATED HEALTH CARE ENTITIES. FACILITIES OPERATED BY AHSC INCLUDE: INOVA ALEXANDRIA HOSPITAL, INOVA ALEXANDRIA FOUNDATION, AND OTHER AFFILIATES AND SUBSIDIARIES PROVIDING CLINICAL SERVICES AND SUPPORT OF THE DELIVERY OF INTEGRATED HEALTH CARE SERVICES.

LOUDOUN HEALTHCARE, INC. (LHI) IS A NOT-FOR-PROFIT CORPORATION ORGANIZED TO PROMOTE THE HEALTH AND WELL-BEING OF LOUDOUN COUNTY, VIRGINIA, AND SURROUNDING AREAS. LHI OPERATES LOUDOUN HOSPITAL CENTER (A 183-BED HOSPITAL), LOUDOUN NURSING AND REHABILITATION CENTER, LOUDOUN HEALTHCARE FOUNDATION AND OTHER HEALTH CARE AND RELATED

Name of the organization: INOVA HEALTH SYSTEM FOUNDATION

Employer identification number: 54-1071867

FACILITIES.

INOVA HEALTH SYSTEM SERVICES (IHSS) IS A NOT-FOR-PROFIT CORPORATION THAT PROVIDES NON-HOSPITAL CLINICAL SERVICES. IHSS AND ITS SUBSIDIARIES PROVIDE BEHAVIORAL HEALTH SERVICES. COMPREHENSIVE ADDICTION TREATMENT SERVICES PROVIDES SERVICES TO ADULTS SUFFERING FROM ALCOHOL AND OTHER CHEMICAL DEPENDENCIES. THE KELLAR CENTER PROVIDES TREATMENT FOR CHILDREN AND ADOLESCENTS WITH SUBSTANCE ABUSE AND BEHAVIORAL AND EMOTIONAL PROBLEMS.

INOVA VNA HOME CARE (IVNA) IS A NOT-FOR-PROFIT CORPORATION THAT PROVIDES QUALITY HOME CARE DESIGNED TO IMPROVE THE HEALTH OF THE DIVERSE COMMUNITY IT SERVES.

IMANCO, INC. IS A NOT-FOR-PROFIT MANAGEMENT SERVICES COMPANY THAT PROVIDES EXECUTIVE MANAGEMENT OVERSIGHT TO IHSF AND ITS PRINCIPAL AFFILIATES.

INOVA HOLDINGS, INC. IS THE PARENT HOLDING COMPANY FOR VARIOUS TAXABLE ENTITIES WITHIN INOVA INCLUDING TECHNICAL DYNAMICS INC., A BIOMEDICAL EQUIPMENT MAINTENANCE AND ENGINEERING COMPANY. IHI AND ITS SUBSIDIARIES OPERATE FACILITIES PROVIDING A VARIETY OF HEALTH CARE AND SUPPORT SERVICES TO PATIENTS AND TO AFFILIATED HEALTH CARE PROVIDERS.

PROGRAM SERVICES

PHILANTHROPY IS CRITICAL TO INOVA'S MISSION. THERE ARE 474 PHILANTHROPIC FUNDS IN THE INOVA FOUNDATION. THIS BROAD RANGE OF

Name of the organization: INOVA HEALTH SYSTEM FOUNDATION
Employer identification number: 54-1071867

PHILANTHROPY HELPS INOVA STAY ON THE FOREFRONT OF MEDICAL ADVANCES, DEVELOP NEW PROGRAMS TO MEET CHANGING NEEDS AND PROVIDE AFFORDABLE HEALTHCARE TO ALL WHO NEED IT. PROGRAMS SUPPORTED INCLUDE PARTNERSHIP FOR HEALTHIER KIDS, SERVING 3,704 CHILDREN IN 2011; THE INOVA JUNIPER PROGRAM SERVING MORE THAN 1,400 PERSONS LIVING WITH HIV; AND THE LIFE WITH CANCER PROGRAM, WITH OVER 31,200 PATIENT ENCOUNTERS.

PARTNERSHIP FOR HEALTHIER KIDS (PHK). THIS PROGRAM WORKS CLOSELY WITH SCHOOL SYSTEMS, COMMUNITY ORGANIZATIONS AND LOCAL GOVERNMENTS TO KEEP KIDS HEALTHY. PHK'S ACCESS TO CARE INITIATIVE IDENTIFIES UNINSURED CHILDREN AND CONNECTS THEM TO APPROPRIATE AND AFFORDABLE SOURCES OF QUALITY HEALTHCARE SERVICES. PHK SERVED 3,704 CHILDREN IN 2011.

TOTAL SUPPORT PROVIDED IN 2011 TO THE COMMUNITY AND INOVA PROGRAMS WAS APPROXIMATELY $5.3 MILLION.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:
THE FOUNDATION MAINTAINS AUXILIARY SERVICES AT THE HOSPITALS FOR THE PURPOSE OF OPERATING GIFT AND THRIFT SHOPS THAT PROVIDE SUPPORT TO THE HOSPITALS WITHIN THE SYSTEM. THE AUXILIARIES RECEIVE COMMISSIONS FROM VARIOUS FUNDRAISING ACTIVITIES. THE COST ASSOCIATED WITH THE AUXILIARIES WAS $1.9 MILLION IN 2011.
EXPENSES $ 1,468,826. INCLUDING GRANTS OF $ 0. REVENUE $ 2,610,800.

PART III
PROGRAM SERVICE ACCOMPLISHMENTS
MANY OF THE NURSING PROGRAMS AND ACTIVITIES AT IHSF ARE SUPPORTED IN LARGE PART WITH DONATIONS. INOVA HAS A STRONG COMMITMENT TO ELEVATE

Name of the organization: INOVA HEALTH SYSTEM FOUNDATION

Employer identification number: 54-1071867

INOVA'S NURSING PRACTICE, EDUCATION AND RESEARCH TOWARD A LEVEL OF GLOBAL DISTINCTION. THE INOVA INSTITUTE FOR NURSING EXCELLENCE FUND PROVIDES A WIDE VARIETY OF SUPPORT FOR NURSING EDUCATION. THIS INCLUDES SCHOLARSHIPS TO SENIOR NURSING STUDENTS COMMITTED TO JOINING INOVA FOR A MINIMUM OF TWO YEARS FOLLOWING GRADUATION. THE FUND ALSO SUPPORTS CONTINUING EDUCATION FOR NURSES TO ATTEND NATIONAL AND SPECIALTY CONFERENCES TO FURTHER THEIR TRAINING AND ACHIEVE ADVANCED CERTIFICATIONS.

TOTAL SUPPORT PROVIDED IN 2011 TO THE COMMUNITY AND INOVA PROGRAMS WAS APPROXIMATELY $5.3 MILLION.

FORM 990, PART V, LINE 4B, LIST OF FOREIGN COUNTRIES:
BRAZIL, CANADA, CHILE, COLOMBIA,
CZECH REPUBLIC, DENMARK, ESTONIA, GREECE,
ISRAEL, JAPAN, SOUTH KOREA, MALAYSIA,
MEXICO, PERU, POLAND, SLOVAKIA,
TAIWAN, TURKEY

FORM 990, PART VI, SECTION A, LINE 2: MARK LOWERS AND MARK STAVISH - BUSINESS RELATIONSHIP

NICK CAROSI AND STEVE CUMBIE - BUSINESS RELATIONSHIP

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS PREPARED AND PROVIDED TO THE CHIEF ACCOUNTING OFFICER AND EXTERNAL TAX CONSULTANTS FOR INITIAL REVIEW. AFTER THE REVIEW IT IS GIVEN TO THE CFO OF INOVA HEALTH

Name of the organization: INOVA HEALTH SYSTEM FOUNDATION

Employer identification number: 54-1071867

SYSTEM FOR HIS REVIEW AND COMMENT. THE FORM 990 IS PRESENTED TO THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES FOR THEIR REVIEW. UPON COMPLETION OF THE EXECUTIVE COMMITTEE REVIEW, IT IS PROVIDED TO THE FULL BOARD OF TRUSTEES. IN THIS PROCESS, THE FORM 990 HAS BEEN PROVIDED TO THE GOVERNING BOARD APPROXIMATELY TWO WEEKS PRIOR TO THE FILING OF THE RETURN.

FORM 990, PART VI, SECTION B, LINE 12C: YES, ANNUALLY THE ORGANIZATION DISTRIBUTES THE CONFLICT OF INTEREST POLICY TO ALL DIRECTORS, OFFICERS, TRUSTEES, AND KEY EMPLOYEES. THE ORGANIZATION REQUIRES THAT EACH DIRECTOR, OFFICER, TRUSTEE, AND KEY EMPLOYEE ACKNOWLEDGE THAT THEY HAVE READ, UNDERSTOOD, AND WILL ABIDE BY THE POLICY. EACH DIRECTOR, OFFICER, TRUSTEE, AND KEY EMPLOYEE IS REQUIRED TO COMPLETE AND SUBMIT AN ANNUAL CONFLICT OF INTEREST DISCLOSURE. THESE DISCLOSURES ARE BROAD AND REQUIRE THAT THE INDIVIDUAL LIST ANY BUSINESS RELATIONSHIPS OR PERSONAL RELATIONSHIPS WITH OTHER DIRECTORS, OFFICERS, TRUSTEES, AND KEY EMPLOYEES, AS WELL AS ANY RELATIONSHIPS WITH COMPETITORS, OR CURRENT OR POTENTIAL VENDORS OR CONTRACTORS. DISCLOSURE STATEMENTS ARE REVIEWED BY SENIOR MANAGEMENT AND ANY POTENTIAL CONFLICTS ARE DISCUSSED WITH GOVERNING BODY CHAIRMAN TO ENSURE THAT ANY MEMBER WHO MAY HAVE A CONFLICT DISCLOSES THEIR POTENTIAL CONFLICT, AND IS DISMISSED FROM RELATED DISCUSSIONS AND RECUSED FROM PARTICIPATION IN APPLICABLE DECISIONS.

FORM 990, PART VI, SECTION B, LINE 15: THE COMPENSATION OF ALL SENIOR MANAGEMENT POSITIONS IS EVALUATED ANNUALLY IN LIGHT OF EACH MANAGER'S JOB CONTENT, SCOPE AND COMPLEXITY. COMPENSATION LEVELS FOR VICE PRESIDENTS AND ABOVE ARE REVIEWED BY AN INDEPENDENT EXTERNAL CONSULTANT TO ENSURE THAT REMUNERATION IS CONSISTENT WITH THE ORGANIZATION'S COMPENSATION PHILOSOPHY AND OBJECTIVES AND COMPETITIVE WITH OTHER LARGE COMPLEX HEALTH SYSTEMS. THE

Name of the organization: INOVA HEALTH SYSTEM FOUNDATION

Employer identification number: 54-1071867

INDEPENDENT COMPENSATION CONSULTANT MAINTAINS NATIONAL BENCHMARK COMPENSATION DATABASES AND SURVEYS AND ALSO REVIEWS FORMS 990 OF COMPARABLE HEALTHCARE SYSTEMS TO DETERMINE MARKET LEVELS OF COMPENSATION. IN ADDITION, THE INOVA HEALTH SYSTEM'S CEO'S COMPENSATION IS REVIEWED AND APPROVED ANNUALLY BY AN INDEPENDENT GOVERNING BOARD.

THE JOB REQUIREMENTS AND COMPLEXITY OF ALL OTHER MANAGEMENT POSITIONS ARE EVALUATED ANNUALLY USING NATIONALLY RECOGNIZED THIRD PARTY SALARY SURVEYS TO ASSURE THAT THE COMPENSATION FOR SUCH POSITIONS IS CONSISTENT WITH EXTERNAL MARKET COMPENSATION COMPARISONS. SALARY RANGES ARE DEVELOPED FOR EACH MANAGEMENT POSITION CLASSIFICATION TO ENSURE THAT THE COMPENSATION LEVELS FOR THESE POSITIONS ARE CONSISTENT WITH THE ORGANIZATION'S COMPENSATION PHILOSOPHY AND OBJECTIVES AND WITH COMPETITIVE MARKET COMPARISONS.

FORM 990, PART VI, SECTION C, LINE 18: THE FORM 1023 AND FORM 990 ARE AVAILABLE AT THE ADDRESS LISTED ON PAGE 1 OF THE FORM 990 UPON REQUEST DURING REGULAR BUSINESS HOURS.

FORM 990, PART VI, SECTION C, LINE 19: INOVA HEALTH SYSTEM MAKES CERTAIN INFORMATION PUBLICLY AVAILABLE. INOVA'S CONSOLIDATED ANNUAL AUDITED FINANCIAL STATEMENTS ARE POSTED ON THE ELECTRONIC MUNICIPAL MARKET ACCESS'S (EMMA) WEBSITE. IN ADDITION, THE QUARTERLY FINANCIAL STATEMENTS OF THE INOVA ENTITIES THAT ARE OBLIGATED TO SERVICE THE INOVA BONDS, CALLED THE INOVA HEALTH SYSTEM OBLIGATED GROUP (WHICH REPRESENTS THE VAST MAJORITY OF INOVA'S FINANCIAL RESULTS), ARE POSTED ON THE EMMA WEBSITE WITHIN 60 DAYS OF EACH QUARTER-END, EXCEPT THE 4TH QUARTER WHICH IS POSTED WITHIN 150 DAYS AFTER YEAR-END ALONG WITH INOVA'S FULLY CONSOLIDATED ANNUAL AUDITED

Name of the organization: INOVA HEALTH SYSTEM FOUNDATION

Employer identification number: 54-1071867

FINANCIAL STATEMENTS (MENTIONED ABOVE). INOVA'S FORM 990S ARE DISCLOSED ON THE GUIDESTAR WEBSITE. INOVA'S GOVERNING DOCUMENTS ARE NOT CURRENTLY PUBLICLY AVAILABLE. WHILE THE CONFLICT OF INTEREST POLICY IS NOT SPECIFICALLY PUBLICLY DISCLOSED, INOVA'S CODE OF CONDUCT IS ON THE PUBLIC WEBSITE. SECTION III OF THE CODE OF CONDUCT DESCRIBES WHAT CAN CONSTITUTE A CONFLICT AND REQUIRES THAT POTENTIAL CONFLICTS BE REPORTED TO MANAGEMENT OR THE CHIEF COMPLIANCE OFFICER. THE CODE ALSO REFERS TO THE CONFLICT OF INTEREST POLICY WHICH IS AVAILABLE TO STAFF AND PHYSICIANS ON INOVA'S INTRANET WEBSITE.

PART VII, COLUMN B

HOURS WORKED

THE FOLLOWING INDIVIDUALS HAVE HOURS PER WEEK WORKED ON RELATED ORGANIZATIONS:

J. KNOX SINGLETON, 40 HOURS

JAMES KIM, 45 HOURS

JOHN GAUL, 45 HOURS

RICHARD MAGENHEIMER, 45 HOURS

LORING FLINT, 45 HOURS

MARK STAUDER, 45 HOURS

WAYNE DIEWALD, 41 HOURS

MARSHALL RUFFIN, 41 HOURS

JOHN NIEDERHUBER, 41 HOURS

LEWIS PASTERNAK, 41 HOURS

KYLANNE SILVERSTONE, 41 HOURS

JOHN FAY, 10 HOURS

GREG SHIELDS, 20 HOURS

Name of the organization: INOVA HEALTH SYSTEM FOUNDATION

Employer identification number: 54-1071867

STEPHEN CUMBIE, 5 HOURS

MARK STAVISH, 6 HOURS

AL KHOURY, 2 HOURS

CARL BIGGS, 2 HOURS

MARGARET COLON, 2 HOURS

NICHOLAS CAROSI, 2 HOURS

CHARLES SMITH, 5 HOURS

LYDIA THOMAS, 2 HOURS

JACK EBLER, 2 HOURS

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS:	-142,738,602.
EQUITY EARNINGS IN SUBS	1,815,161.
TRANSFERS	-5,848,346.
TOTAL TO FORM 990, PART XI, LINE 5	-146,771,787.

PART V, QUESTION 1A AND 2A

NUMBER OF 1099S AND EMPLOYEES

THE ORGANIZATION FILES ITS FORM 1099S UNDER THE PARENT ENTITY AND DOES NOT REPORT ANY AMOUNTS UNDER ITS OWN EIN.

THE ORGANIZATION FALLS UNDER A MASTER PAY AGENT AND DOES NOT FILE ANY PAYROLL RETURNS UNDER ITS OWN EIN, HOWEVER ALL REQUIRED RETURNS HAVE BEEN FILED ON TIME.

PART XII, LINE 2B AND 2C

AUDITED FINANCIAL STATEMENTS

Name of the organization: INOVA HEALTH SYSTEM FOUNDATION

Employer identification number: 54-1071867

THE COMPANY IS PART OF THE INOVA HEALTH SYSTEM, A NOT-FOR-PROFIT INTEGRATED HEALTH CARE DELIVERY SYSTEM SERVING NORTHERN VIRGINIA AND SURROUNDING AREAS. THE COMPANY'S FINANCIAL STATEMENTS ARE CONSOLIDATED IN THE INOVA HEALTH SYSTEM CONSOLIDATED FINANCIAL STATEMENTS. INOVA HEALTH SYSTEM IS AUDITED ON AN ANNUAL BASIS BY A LARGE "BIG FOUR" INDEPENDENT PUBLIC ACCOUNTING FIRM. IN ADDITION, THEY ARE RESPONSIBLE FOR THE ISSUANCE OF A MANAGEMENT LETTER ENCOMPASSING EACH MEMBER OF THE CONSOLIDATED GROUP. THE FINANCE AND AUDIT COMMITTEE OF THE BOARD OF TRUSTEES OF INOVA HEALTH SYSTEM IS RESPONSIBLE FOR THE OVERSIGHT OF THE AUDIT, INCLUDING THE HIRING OF THE AUDIT FIRM, REVIEW AND APPROVAL OF AUDITED FINANCIAL STATEMENTS AND COMMUNICATION WITH THE EXTERNAL AUDITORS AT LEAST TWICE A YEAR WITHOUT THE PRESENCE OF INTERNAL MANAGEMENT.

PART XII, LINE 3A

A-133 AUDIT

THE COMPANY IS A SUBSIDIARY OF THE INOVA HEALTH SYSTEM, A NOT-FOR-PROFIT INTEGRATED HEALTH CARE DELIVERY SYSTEM SERVING NORTHERN VIRGINIA AND SURROUNDING AREAS. THE COMPANY RECEIVES VARIOUS FEDERAL GRANTS. THESE GRANTS AND AWARDS ARE AUDITED AS PART OF THE CONSOLIDATED INOVA HEALTH SYSTEM A-133 COMPLIANCE AUDIT. THE INOVA HEALTH SYSTEM'S FEDERAL GRANTS ARE AUDITED ON AN ANNUAL BASIS BY A LARGE "BIG FOUR" INDEPENDENT PUBLIC ACCOUNTING FIRM AND A "REPORT ON COMPLIANCE WITH REQUIREMENTS APPLICABLE TO EACH MAJOR PROGRAM AND ON INTERNAL CONTROLS OVER COMPLIANCE IN ACCORDANCE WITH OMB CIRCULAR A-133" IS ISSUED ON A CONSOLIDATED BASIS. THE FINANCE AND AUDIT COMMITTEE OF THE BOARD OF TRUSTEES OF INOVA HEALTH SYSTEM IS RESPONSIBLE FOR THE OVERSIGHT OF THE A 133 AUDIT, INCLUDING THE HIRING OF THE AUDIT FIRM, REVIEW AND

Name of the organization: INOVA HEALTH SYSTEM FOUNDATION

Employer identification number: 54-1071867

APPROVAL OF AUDITED FINANCIAL STATEMENTS AND COMMUNICATIONS WITH THE EXTERNAL AUDITORS AT LEAST TWICE A YEAR WITHOUT THE PRESENCE OF INTERNAL MANAGEMENT.

SCHEDULE R (Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization
INOVA HEALTH SYSTEM FOUNDATION

Employer identification number
54-1071867

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
INOVA VNA HOME CARE - 54-1277164 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	HOME HEALTH CARE	VIRGINIA	501(C)(3)	9	N/A		X
INOVA HEALTH CARE SERVICES - 54-0620889 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	HOSPTIAL SYSTEM	VIRGINIA	501(C)(3)	3	N/A		X
INOVA HEALTH SYSTEM SERVICES - 54-1434144 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	NURSING HOMES	VIRGINIA	501(C)(3)	9	N/A		X
IMANCO, INC. - 54-1340725 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	PAYROLL CORPORATION	VIRGINIA	501(C)(3)	11, I	N/A		X

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization? Yes	(g) No
INOVA ALEXANDRIA HEALTH SERVICES CORPORATION - 52-1356573, 8110 GATEHOUSE ROAD, SUITE 400W, FALLS CHURCH, VA 22042	INACTIVE CORPORATION	VIRGINIA	501(C)(3)	11, I	N/A		X
INOVA PHYSICAL REHABILITATON SERVICES - 54-1692089, 8110 GATEHOUSE ROAD, SUITE 400W, FALLS CHURCH, VA 22042	REHABILITATION SERVICES	VIRGINIA	501(C)(3)	9	N/A		X
INOVA ALEXANDRIA HOSPITAL - 54-0505861 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	HOSPTIAL	VIRGINIA	501(C)(3)	3	N/A		X
INOVA MEDICAL FOUNDATION - 54-1716343 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	MANAGED CARE SERVICES	VIRGINIA	501(C)(3)	11, I	N/A		X
UMC HOLDINGS, INC, - 54-1390795 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	URGENT CARE SERVICES	VIRGINIA	501(C)(3)	9	N/A		X
INOVA EMPLOYEE ASSISTANCE - 54-1916699 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	EMPLOYEE SERVICES	VIRGINIA	501(C)(3)	11, I	N/A		X
ALEXANDRIA COMMUNITY HEALTHCARE GROUP - 54-1444341, 8110 GATEHOUSE ROAD, SUITE 400W, FALLS CHURCH, VA 22042	INACTIVE CORPORATION	VIRGINIA	501(C)(3)	11, I	N/A		X
ALEXANDRIA HOSPITAL FOUNDATION - 51-0241913 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	FUNDRAISING	VIRGINIA	501(C)(3)	11, I	N/A		X
LOUDOUN HOSPITAL CENTER - 54-0525802 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	HOSPITAL	VIRGINIA	501(C)(3)	3	N/A		X
LOUDOUN NURSING AND REHABILITATION CENTER - 54-1361310, 8110 GATEHOUSE ROAD, SUITE 400W, FALLS CHURCH, VA 22042	REHABILITATION SERVICES	VIRGINIA	501(C)(3)	9	N/A		X
LOUDOUN HEALTH SERVICES - 54-1555489 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	SURGERY CENTER	VIRGINIA	501(C)(3)	9	N/A		X
LOUDOUN HEALTH CARE FOUNDATION - 54-2011240 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	FUNDRAISING	VIRGINIA	501(C)(3)	11, I	N/A		X

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization? Yes	(g) Section 512(b)(13) controlled organization? No
LOUDOUN HEALTHCARE,INC. - 54-1361309 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	INACTIVE CORPORATION	VIRGINIA	501(C)(3)	11, I	N/A		X
LHI PROPERTIES, INC. - 54-1651315 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	INACTIVE CORPORATION	VIRGINIA	501(C)(3)	11, I	N/A		X

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
INOVA HOLDINGS, INC. - 51-0332880 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	MEDICAL EQUIPMENT	VA	N/A	C CORP	7,609,684.	17,337,990.	100.00%
INTEGRATED PHYSICIANS SERVICES - 54-1734471 8110 GATEHOUSE ROAD, SUITE 400W FALLS CHURCH, VA 22042	INACTIVE CORPORATION	VA	N/A	C CORP	0.	0.	100.00%

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule		Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a		X
b Gift, grant, or capital contribution to related organization(s)	1b	X	
c Gift, grant, or capital contribution from related organization(s)	1c		X
d Loans or loan guarantees to or for related organization(s)	1d		X
e Loans or loan guarantees by related organization(s)	1e		X
f Sale of assets to related organization(s)	1f		X
g Purchase of assets from related organization(s)	1g		X
h Exchange of assets with related organization(s)	1h		X
i Lease of facilities, equipment, or other assets to related organization(s)	1i		X
j Lease of facilities, equipment, or other assets from related organization(s)	1j		X
k Performance of services or membership or fundraising solicitations for related organization(s)	1k	X	
l Performance of services or membership or fundraising solicitations by related organization(s)	1l		X
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		X
n Sharing of paid employees with related organization(s)	1n		X
o Reimbursement paid to related organization(s) for expenses	1o		X
p Reimbursement paid by related organization(s) for expenses	1p		X
q Other transfer of cash or property to related organization(s)	1q	X	
r Other transfer of cash or property from related organization(s)	1r	X	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) INOVA HEALTH CARE SERVICES	K	4,861,462.	GENERAL LEDGER
(2) INOVA HEALTH SYSTEM SERVICES	K	408,314.	GENERAL LEDGER
(3) INOVA VNA HOME CARE	K	55,281.	GENERAL LEDGER
(4) INOVA HEALTH CARE SERVICES	R	91,826,350.	INTERCOMPANY BALANCE
(5) INOVA ALEXANDRIA HOSPITAL	R	15,744,375.	INTERCOMPANY BALANCE
(6) ALEXANDRIA HOSPITAL FOUNDATION	R	692,983.	INTERCOMPANY BALANCE

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7) INOVA ALEXANDRIA HEALTH SERVICES CORPORATION	Q	103,354.	INTERCOMPANY BALANCE
(8) LOUDOUN HOSPITAL CENTER	R	41,211,440.	INTERCOMPANY BALANCE
(9) LOUDOUN NURSING AND REHABILITATION CENTER	R	653,912.	INTERCOMPANY BALANCE
(10) LOUDOUN HEALTH SERVICES	Q	991,870.	INTERCOMPANY BALANCE
(11) LOUDOUN HOSPITAL FOUNDATION	Q	1,293,292.	INTERCOMPANY BALANCE
(12) INOVA MEDICAL FOUNDATION	R	274.	INTERCOMPANY BALANCE
(13) INOVA HEALTH SYSTEM SERVICES	R	10,417,621.	INTERCOMPANY BALANCE
(14) INOVA PHYSICAL REHABILITATION SERVICES	R	225,600.	INTERCOMPANY BALANCE
(15) INOVA EMPLOYEE ASSISTANCE	R	208,902.	INTERCOMPANY BALANCE
(16) UMC HOLDINGS, INC.	Q	925,424.	INTERCOMPANY BALANCE
(17) INOVA VNA HOME CARE	R	102,935.	INTERCOMPANY BALANCE
(18) IMANCO, INC.	Q	1,342.	INTERCOMPANY BALANCE
(19) INOVA HEALTH CARE SERVICES	B	3,769,427.	GENERAL LEDGER
(20) INOVA HEALTH SYSTEM SERVICES	B	399,778.	GENERAL LEDGER
(21) INOVA VNA HOME CARE INC	B	55,231.	GENERAL LEDGER
(22)			
(23)			
(24)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec 501(c)(3) orgs? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

- 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
	INOVA HEALTH SYSTEM FOUNDATION	[X] 54-1071867
	Number, street, and room or suite no If a P O box, see instructions. 8110 GATEHOUSE ROAD, SUITE 400W	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions. FALLS CHURCH, VA 22042	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

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 books are in the care of ▶ INOVA HEALTH SYSTEM FOUNDATION
  8110 GATEHOUSE ROAD, SUITE 400W - 22042
  Telephone No. ▶ (703) 289-2433 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011, or other tax year beginning _____, and ending _____.

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

7 State in detail why you need the extension
TAXPAYER NEEDS ADDITIONAL TIME TO COMPILE INFORMATION NECESSARY 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	$	0.
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	$	0.
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 ▶ Title ▶ TAX MANAGER Date ▶