Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning JUL 1, 2011 , and ending JUN 30, 2012

Name of foundation: RICHMOND MEMORIAL HEALTH FOUNDATION

A Employer identification number: 51-0211020

Number and street (or P O box number if mail is not delivered to street address): 1801 BAYBERRY COURT — Room/suite: 104

B Telephone number: 804-282-6282

City or town, state, and ZIP code: RICHMOND, VA 23226

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 171,431,043.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	96,017.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	811,710.	811,710.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,210,388.			
	b Gross sales price for all assets on line 6a 1,210,388.				
	7 Capital gain net income (from Part IV, line 2)		998,526.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	64,350.	195,620.	64,350.	STATEMENT 2
	12 Total. Add lines 1 through 11	2,182,465.	2,005,856.	64,350.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	165,040.	16,504.	0.	148,536.
	14 Other employee salaries and wages	335,939.	38,010.	3,458.	237,957.
	15 Pension plans, employee benefits	124,327.	14,040.	792.	94,771.
	16a Legal fees				
	b Accounting fees STMT 3	18,142.	2,903.	0.	9,978.
	c Other professional fees STMT 4	602,442.	419,941.	0.	162,839.
	17 Interest				
	18 Taxes STMT 5	24,777.	0.	0.	427.
	19 Depreciation and depletion				
	20 Occupancy	78,995.	12,639.	0.	43,447.
	21 Travel, conferences, and meetings	47,129.	3,935.	0.	39,556.
	22 Printing and publications				
	23 Other expenses STMT 6	128,956.	8,172.	19.	118,248.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,525,747.	516,144.	4,269.	855,759.
	25 Contributions, gifts, grants paid	1,886,806.			1,886,806.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,412,553.	516,144.	4,269.	2,742,565.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,230,088.>			
	b **Net investment income** (if negative, enter -0-)		1,489,712.		
	c **Adjusted net income** (if negative, enter -0-)			60,081.	

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123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	289,330.	341,729.	341,729.
2 Savings and temporary cash investments	290,500.		
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable		25,000.	25,000.
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges	13,104.	12,737.	12,737.
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 8	15,218,785.	17,856,419.	17,856,419.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 9	50,960,886.	50,137,243.	50,137,243.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶ STATEMENT 10)	95,971,660.	103,057,915.	103,057,915.
16 **Total assets** (to be completed by all filers)	162,744,265.	171,431,043.	171,431,043.
Liabilities			
17 Accounts payable and accrued expenses	87,967.	72,961.	
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	87,967.	72,961.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	157,195,638.	166,272,919.	
25 Temporarily restricted		133,901.	
26 Permanently restricted	5,460,660.	4,951,262.	
Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances**	162,656,298.	171,358,082.	
31 **Total liabilities and net assets/fund balances**	162,744,265.	171,431,043.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	162,656,298.
2 Enter amount from Part I, line 27a	2	<1,230,088.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	11,653,000.
4 Add lines 1, 2, and 3	4	173,079,210.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS ON INVESTMENTS	5	1,721,128.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	171,358,082.

Part IV | Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SECURITIES	P		
b	PARTNERSHIPS	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	331,126.			331,126.
b	667,400.			667,400.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				331,126.
b				667,400.
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	998,526.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	998,526.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	2,047,719.	62,995,760.	.032506
2009	2,363,416.	58,315,527.	.040528
2008			
2007			
2006			

2 **Total** of line 1, column (d)	2	.073034
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.036517
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	65,316,374.
5 Multiply line 4 by line 3	5	2,385,158.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,897.
7 Add lines 5 and 6	7	2,400,055.
8 Enter qualifying distributions from Part XII, line 4	8	2,742,565.

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

Part VI | Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	14,897.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	14,897.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	14,897.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 28,770.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	28,770.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	13,873.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 13,873. **Refunded** ▶		11	0.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			

14 The books are in care of ▶ THE ORGANIZATION Telephone no. ▶ 804-282-6282
Located at ▶ 1801 BAYBERRY COURT, SUITE 104, RICHMOND, VA ZIP+4 ▶ 23226

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		165,040.	41,130.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN H. ESTES - 1801 BAYBERRY COURT, SUITE 104, RICHMOND, VA 23226	DIRECTOR OF PROGRAMS 40.00	116,608.	10,443.	0.
JEAN M. POITRAS - 1801 BAYBERRY COURT, SUITE 104, RICHMOND, VA 23226	DIRECTOR OF ACCOUNTING AND OPER. 40.00	89,900.	12,708.	0.
DENISE DALY KONRAD - 1801 BAYBERRY COURT, SUITE 104, RICHMOND, VA 23226	DIRECTOR, NURSE LEADERSHIP INSTIT. 40.00	80,795.	12,253.	0.

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

Form **990-PF** (2011)

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
MANGHAM ASSOCIATES, INC. - 630 PETER JEFFERSON PKWY, CHARLOTTESVILLE, VA 22911	INVESTMENT CONSULTANT	107,666.
COMMUNITY HEALTH SOLUTIONS, INC. - 9063 GASKINS RD., STE. 201, RICHMOND, VA 23238	PROGRAM CONSULTANT	100,248.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NURSE LEADERSHIP INSTITUTE OF VIRGINIA - SEE ATTACHED	260,381.
2 THE GREATER RICHMOND PATIENT CENTERED MEDICAL HOME INITIATIVE - SEE ATTACHED	284,432.
3 PARTNERSHIPS FOR PROGRESSION: INSPIRATION FOR ASPIRATIONS - SEE ATTACHED.	33,599.
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 SEE STATEMENT 12	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	65,982,169.
b	Average of monthly cash balances	1b	328,871.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	66,311,040.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	66,311,040.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	994,666.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	65,316,374.
6	**Minimum investment return.** Enter 5% of line 5	6	3,265,819.

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

1	Minimum investment return from Part X, line 6	1	3,265,819.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 14,897.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b: 5,549.		
c	Add lines 2a and 2b	2c	20,446.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,245,373.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,245,373.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,245,373.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,742,565.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,742,565.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	14,897.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,727,668.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,245,373.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,616,816.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,742,565.				
a Applied to 2010, but not more than line 2a			1,616,816.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,125,749.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				2,119,624.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 13

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACCESS NOW 2201 WEST BROAD ST., SUITE 205 RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CARE COORDINATION PROGRAM	20,000.
ALZHEIMER'S ASSOCIATION- GREATER RICHMOND 4600 COX ROAD, SUITE 130 RICHMOND, VA 23060	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RESPITE ASSISTANCE FOR CAREGIVERS OF PERSONS WITH ALZHEIMER'S	15,000.
BETTER HOUSING COALITION P.O. BOX 12117 RICHMOND, VA 23241	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SENIOR HEALTH & WELLNESS INITIATIVE	35,000.
BETTER HOUSING COALITION P.O. BOX 12117 RICHMOND, VA 23241	N/A	PUBLIC CHARITY	PROGRAM SUPPORT BECKSTOFFER'S SENIOR HEALTH & WELLNESS FACILITY INITIATIVE	250,000.
BON SECOURS RICHMOND HEALTH SYSTEM MEDICAL OFFICE SOUTH, SUITE 710, 5875 BREMO RD., RICHMOND, VA 23226	N/A	PUBLIC CHARITY	PROGRAM SUPPORT BSRHS MOVIN'MANIA	275,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,886,806.
b Approved for future payment				
THE COMMUNITY FOUNDATION SERVING RICHMOND & CENTRAL VIRGINIA 7501 BOULDERS VIEW DR., SUITE 110 RICHMOND, VA 23225-4047	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RICHMOND DONOREDGE PROJECT: GIVERICHMOND	10,000.
COMMUNITIES IN SCHOOLS OF RICHMOND 2922 W. MARSHALL ST., SUITE 2 RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RICHMOND PROMISE NEIGHBORHOODS	75,000.
RICHMOND PUBLIC SCHOOLS EDUCATION FOUNDATION 310 NORTH NINTH ST., 17TH FL RICHMOND, VA 23219-1927	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RICHMOND COMMUNITY OF CARING PROGRAM	21,281.
Total SEE CONTINUATION SHEET(S)			▶ 3b	2,057,877.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a NURSE LEADERSHIP					
b INSTITUTE - TUITION					64,350.
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	811,710.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	37,992.	18	1,172,396.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		37,992.		1,984,106.	64,350.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,086,448.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
1A	THE NURSE LEADERSHIP INSTITUTE OF VIRGINIA (NLI) ADDRESSES VIRGINIA'S NURSING SHORTAGE BY PROVIDING INTENSIVE LEADERSHIP TRAINING FOR NURSE MANAGERS AND EMERGING NURSE LEADERS. THE INSTITUTE IS A 9-MONTH LEADERSHIP DEVELOPMENT PROGRAM FOR NURSES WITH EXCEPTIONAL CLINICAL SKILLS, EQUIPPING THEM WITH LEADERSHIP, FINANCIAL AND PERFORMANCE IMPROVEMENT SKILLS TO MEET THE CHALLENGES OF LEADING A STAFF IN A COMPLEX WORK ENVIRONMENT. THE NLI ENJOYS BROAD COMMUNITY SUPPORT FROM VIRGINIA'S NURSING PROFESSIONAL ASSOCIATIONS AND OTHERS.

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date: 11-6-12 — Title: Treasurer

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Virginia R Belcher	Virginia R Belcher	11-5-12		P00421964
Firm's name ▶ KEITER, STEPHENS, HURST, GARY & SHREAVES, P			Firm's EIN ▶ 54-1631262	
Firm's address ▶ P.O. BOX 32066 RICHMOND, VA 23294-2066			Phone no. (804)747-0000	

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
RICHMOND MEMORIAL HEALTH FOUNDATION	51-0211020

Organization type (check one):

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
RICHMOND MEMORIAL HEALTH FOUNDATION	51-0211020

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PARTNERS INVESTING IN NURSING'S FUTURE (PIN GRANT) 221 NW SECOND AVE., SUITE 300 PORTLAND, OR 97209	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	MEDICAL COLLEGE OF VIRGINIA FOUNDATION (PIN GRANT) P.O. BOX 980234 RICHMOND, VA 23298-0234	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	ARTHUR GLASGOW TRUST, C/O J.P. MORGAN P.O. BOX 6076 NEWARK, DE 19714-6076	$ 20,962.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: RICHMOND MEMORIAL HEALTH FOUNDATION

Employer identification number: 51-0211020

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
RICHMOND MEMORIAL HEALTH FOUNDATION	51-0211020

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHALLENGE DISCOVERY PROJECTS 1503 SANTA ROSA RD, SUITE 211 RICHMOND, VA 23229	N/A	PUBLIC CHARITY	PROGRAM SUPPORT VA HEALTH CTR SATELLITE COUNSELING LOCATION PROGRAM	15,000.
CHIP OF GREATER RICHMOND 2922 W. MARSHALL ST. RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT ENHANCED CARE COORDINATION PROGRAM	65,000.
CROSSOVER MINISTRY 108 COWARDIN AVENUE RICHMOND, VA 23224	N/A	PUBLIC CHARITY	PROGRAM SUPPORT WOMEN'S HEALTH - SINGLE MOTHER'S HEALTH PROGRAM	75,000.
DAILY PLANET 517 WEST GRACE ST. RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT HEAD START TO HEALTHY YOUTH PROGRAM	29,070.
DAILY PLANET 517 WEST GRACE ST. RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CAPACITY BUILDING THROUGH NURSING STAFF EXPANSION	50,000.
EAST DISTRICT FAMILY RESOURCE CENTER 2405 JEFFERSON AVE. RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT 7TH DISTRICT HEALTH & WELLNESS INITIATIVE	44,100.
FAN FREE CLINIC 1010 N. THOMPSON STREET RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT DIABETES WELLNESS PROJECT- PHASE 2	21,500.
FREE CLINIC OF POWHATAN 3908 OLD BUCKINGHAM ROAD POWHATAN, VA 23139	N/A	PUBLIC CHARITY	PROGRAM SUPPORT IMPROVING PATIENT CARE DELIVERY PROGRAM	18,750.
FRIENDS ASSOCIATION FOR CHILDREN 1004 SAINT JOHN ST. RICHMOND, VA 23222	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SCHOOL-AGE HEALTH EDUCATION PROGRAM	30,000.
GOOCHLAND FREE CLINIC AND FAMILY SERVICES P.O. BOX 116 GOOCHLAND, VA 23063	N/A	PUBLIC CHARITY	PROGRAM SUPPORT HEALTH CARE SVCS PROGRAM	27,000.
Total from continuation sheets				1,291,806.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREATER RICHMOND AQUATICS PARTNERSHIP 2001 MAYWILL STREET RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT AQUATICS FOR LOW-INCOME SENIORS PROGRAM	30,000.
GREATER RICHMOND FIT4KIDS 501 EAST FRANKLIN ST., SUITE 418 RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SCHOOL WELLNESS INTEGRATION PROGRAM	17,500.
GREATER RICHMOND STOP CHILD ABUSE NOW 103 EAST GRACE ST. RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CIRCLE PRESCHOOL PROGRAM	25,000.
JOHN TYLER COMMUNITY COLLEGE FOUNDATION 800 CHARTER COLONY PARKWAY MIDLOTHIAN, VA 23114	N/A	PUBLIC CHARITY	PROGRAM SUPPORT NURSING EDUCATION PIPELINE	40,000.
LEGAL AID JUSTICE CENTER 1000 PRESTON AVE., SUITE A CHARLOTTESVILLE, VA 22903	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MLP RICHMOND-BUILDING A BRIDGE THE GAP TOOLKIT PROGRAM.	15,000.
LONGWOOD UNIVERSITY FOUNDATION 201 HIGH ST FARMVILLE, VA 23909	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CLINICAL SIMULATION LEARNING CENTER	125,000.
LOVE OF JESUS HEALTH CLINIC 10930 HULL ST. ROAD MIDLOTHIAN, VA 23112	N/A	PUBLIC CHARITY	PROGRAM SUPPORT INCREASE CLINIC CAPACITY	25,000.
LUCY CORR FOUNDATION 6800 LUCY CORR BLVD, P.O. DRAWER 170 CHESTERFIELD, VA 23832	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MODERNIZATION OF THE DENTAL CLINIC PROGRAM	11,750.
MDC, INC. 307 WEST MAIN ST. DURHAM, NC 27701-3215	N/A	PUBLIC CHARITY	PROGRAM SUPPORT VIRGINIA BENEFIT BANK	10,000.
MEDICAL COLLEGE OF VIRGINIA FOUNDATION P.O. BOX 980234 RICHMOND, VA 23298-0234	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CHILDREN'S MENTAL HEALTH RESOURCE CENTER PROGRAM	65,650.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PARTNERSHIP FOR NONPROFIT EXCELLENCE 7501 BOULDERS VIEW DR., SUITE 110 RICHMOND, VA 23225	N/A	PUBLIC CHARITY	PROGRAM SUPPORT STRENGTHEN THE NONPROFIT SECTOR	75,000.
RICHMOND CITY HEALTH DISTRICT 400 EAST CARY STREET RICHMOND, VA 23219	N/A	GOVERNMENT, TAX EXEMPT	PROGRAM SUPPORT THE USE OF LOCAL HEALTH WORKERS IN NEIGHBORHOOD RESOURCE CENTER	73,000.
RX PARTNERSHIP 2924 EMERYWOOD PKWY., SUITE 300 RICHMOND, VA 23294	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RXPARTNERSHIP SUPPORT & EXPANSION PROGRAM	10,000.
SENIOR CONNECTIONS 24 EAST CARY ST RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT PUBLIC GUARDIANSHIP PROGRAM	25,000.
SENIOR NAVIGATOR 7501 BOULDERS VIEW DR., SUITE 201 RICHMOND, VA 23225	N/A	PUBLIC CHARITY	PROGRAM SUPPORT AFFORDABLE & ACCESSIBLE HEALTH CARE SOLUTION CENTER PROGRAM	31,650.
SOUTHERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE 350 ATLANTA, GA 30303	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	3,500.
THE COMMUNITY FOUNDATION SERVING RICHMOND & CENTRAL VIRGINIA 7501 BOULDERS VIEW DR., SUITE 110 RICHMOND, VA 23225-4047	N/A	PUBLIC CHARITY	PROGRAM SUPPORT GIVERICHMOND	10,000.
THE COMMUNITY FOUNDATION SERVING RICHMOND & CENTRAL VIRGINIA 7501 BOULDERS VIEW DR., SUITE 110 RICHMOND, VA 23225-4047	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SUTDY OF THE ECONOMIC IMPACT OF NONPROFIT ORGANIZATIONS	4,000.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 HAMILTON ST. RICHMOND, VA 23221	N/A	PUBLIC CHARITY	PROGRAM SUPPORT PATIENT NAVIGATOR PROGRAM	23,250.
VIRGINIA SUPPORTIVE HOUSING P.O. BOX 8585 RICHMOND, VA 23226	N/A	PUBLIC CHARITY	PROGRAM SUPPORT A PLACE TO START PROGRAM	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAPITAL AREA HEALTH NETWORK 2025 EAST MAIN ST., SUITE 100 RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	32,400.
CROSSOVER MINISTRY 108 COWARDIN AVENUE RICHMOND, VA 23224	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	32,400.
DAILY PLANET 517 WEST GRACE ST. RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	32,400.
FAN FREE CLINIC 1010 N. THOMPSON STREET RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	32,400.
GOOCHLAND FREE CLINIC AND FAMILY SERVICES P.O. BOX 116 GOOCHLAND, VA 23063	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	32,400.
COMMONWEALTH CLINIC, DBA LOVE OF JESUS HEALTH CLINIC 10930 HULL ST. ROAD RICHMOND, VA 23112	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	32,400.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 HAMILTON ST. RICHMOND, VA 23221	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	32,400.
BON SECOURS MEMORIAL SCHOOL OF NURSING 8550 MAGELLAN PKWY., SUITE 1100 RICHMOND, VA 23227	N/A	PUBLIC CHARITY	PROGRAM SUPPORT NURSING EDUCATION SUPPORT	5,500.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES ST. NW, SUITE 404 WASHINGTON , DC 20036	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	1,725.
GRANTMAKERS IN AGING 2001 JEFFERSON DAVIS HWY., SUITE 504 ARLINGTON, VA 22202	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	1,400.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GRANTMAKERS IN HEALTH 1100 CONNECTICUT AVE. NW, SUITE 1200 WASHINGTON, DC 20036-4110	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	4,000.
LONGWOOD UNIVERSITY FOUNDATION 201 HIGH ST FARMVILLE, VA 23909	N/A	PUBLIC CHARITY	PROGRAM SUPPORT NURSING EDUCATION SUPPORT	300.
RICHMOND CITY PUBLIC SCHOOLS EDUCATION FOUNDATION 310 NORTH NINTH ST., 17TH FL RICHMOND, VA 23219-1927	N/A	PUBLIC CHARITY	PROGRAM SUPPORT PRIDE OF RPS	1,000.
RIVERSIDE HEALTH SYSTEM FOUNDATION 701 TOWN CENTER DRIVE, SUITE 1000 NEWPORT NEWS, VA 23606-4287	N/A	PUBLIC CHARITY	PROGRAM SUPPORT VA CONSORTIUM ON HEALTH PHILANTHROPY MEMBER SUPPORT	200.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE 350 ATLANTA, GA 30303	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	500.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE 350 ATLANTA, GA 30303	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	5,000.
VIRGINIA COMMONWEALTH UNIVERSITY PERFORMANCE MANAGEMENT GROUP P.O. BOX 843024 RICHMOND, VA 23284-3024	N/A	UNIVERSITY, TAX-EXEMPT	PROGRAM SUPPORT COMMUNITY ASSETS INVENTORY	20,000.
VIRGINIA COMMONWEALTH UNIVERSITY COLLEGE OF HUMANITIES & SCIENCES P.O. BOX 842028 RICHMOND, VA 23284-2028	N/A	UNIVERSITY, TAX-EXEMPT	PROGRAM SUPPORT HISPANIC/LATINO ACCESS TO CARE STUDY - PCMH	4,661.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHIP OF GREATER RICHMOND 2922 WEST MARSHALL ST. RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT ENHANCED CARE COORDINATION PROGRAM	65,000.
FRIENDS ASSOCIATION FOR CHILDREN 1004 SAINT JOHN ST. RICHMOND, VA 23222	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SCHOOL-AGE HEALTH EDUCATION PROGRAM	15,000.
RICHMOND CITY HEALTH DISTRICT 400 EAST CARY STREET RICHMOND, VA 23219	N/A	GOVERNMENT, TAX EXEMPT	PROGRAM SUPPORT THE USE OF LOCAL HEALTH WORKERS IN NEIGHBORHOOD RESOURCE CTR.	73,000.
ALZHEIMER'S ASSOCIATION- GREATER RICHMOND 4600 COX ROAD, SUITE 130 RICHMOND, VA 23060	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RESPITE ASSISTANCE FOR CAREGIVERS OF PERSONS WITH ALZHEIMERS	30,000.
COMMONWEALTH CLINIC, DBA LOVE OF JESUS HEALTH CLINIC 10930 HULL ST. ROAD RICHMOND, VA 23112	N/A	PUBLIC CHARITY	PROGRAM SUPPORT INCREASE CAPACITY BY INCREASING BILINGUAL MEDICAL STAFF PROGRAM	100,000.
SENIOR NAVIGATOR 7501 BOULDERS VIEW DR., SUITE 201 RICHMOND, VA 23225-4047	N/A	PUBLIC CHARITY	PROGRAM SUPPORT AFFORDABLE AND ACCESSIBLE HEALTH CARE SOLUTION CENTER PROGRAM	54,200.
MEDICAL COLLEGE OF VIRGINIA FOUNDATION P.O. BOX 980234 RICHMOND, VA 23298-0234	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CHILDREN'S MENTAL HEALTH RESOURCES CENTER PROGRAM	262,600.
ACCESS NOW 2201 WEST BROAD ST., SUITE 205 RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CARE COORDINATION PROGRAM	60,000.
FREE CLINIC OF POWHATAN 3908 OLD BUCKINGHAM ROAD POWHATAN, VA 23139	N/A	PUBLIC CHARITY	PROGRAM SUPPORT IMPROVING PATIENT CARE DELIVERY	56,250.
CROSSOVER MINISTRY 108 COWARDIN AVENUE RICHMOND, VA 23224	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SINGLE WOMEN'S HELATH PROGRAM	75,000.
Total from continuation sheets				1,951,596.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FAN FREE CLINIC 1010 N. THOMPSON STREET RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT DIABETES WELLNESS PROJECT - PHASE 2 PROGRAM	64,500.
GREATER RICHMOND SCAN 103 EAST GRACE ST. RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CIRCLE PRESCHOOL PROGRAM	50,000.
SENIOR CONNECTIONS 242 EAST CART ST. RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT PUBLIC GUARDIANSHIP PROGRAM	25,000.
EAST DISTRICT FAMILY RESOURCE CENTER 2405 JEFFERSON AVE. RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT 7TH DISTRICT HEALTH & WELLNESS INITIATIVE	132,300.
GOOCHLAND FREE CLINIC AND FAMILY SERVICES P.O BOX 116 GOOCHLAND, VA 23063	N/A	PUBLIC CHARITY	PUBLIC SUPPORT HEALTH CARE SERVICES PROGRAM	81,000.
PARTNERSHIP FOR NONPROFIT EXCELLENCE 7501 BOULDERS VIEW DR., SUITE 110 RICHMOND, VA 23225	N/A	PUBLIC CHARITY	PROGRAM SUPPORT HELPING TO STRENGTHEN THE HEALTH & HUMAN RESOURCES SECTOR	150,000.
CHALLENGE DISCOVERY PROJECTS 1503 SANTA ROSA RD, SUITE 211 RICHMOND, VA 23229	N/A	PUBLIC CHARITY	PROGRAM SUPPORT VA HEALTH CENTER SATELLITE COUNSELING LOCATIONS	45,000.
LUCY CORR FOUNDATION 6800 LUCY CORR BLVD/, P.O. DRAWER 170 CHESTERFIELD, VA 23832	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MODERNIZATION OF THE DENTAL CLINIC & ADM. SUPPORT	11,750.
GREATER RICHMOND FIT4KIDS 501 EAST FRANKLIN ST., SUITE 418 RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SCHOOL WELLNESS INTEGRATION PROGRAM	102,500.
VIRGINIA SUPPORTIVE HOUSING P.O. BOX 8585 RICHMOND, VA 23226	N/A	PUBLIC CHARITY	PUBLIC SUPPORT A PLACE TO START	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 HAMILTON ST. RICHMOND, VA 23221	N/A	PUBLIC CHARITY	PUBLIC SUPPORT PATIENT NAVIGATOR PROGRAM	69,750.
RICHMOND HIGH BLOOD PRESSURE CENTER 1200 WEST CARY ST. RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PUBLIC SUPPORT CHBP CAPACITY BUILDING	55,000.
RX DRUG ACCESS PARTNERSHIP 2924 EMERYWOOD PKWY., SUITE 300 RICHMOND, VA 23294	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RX PARTNERSHIP SUPPORT AND EXPANSION	30,000.
JOHN TYLER COMMUNITY COLLEGE FOUNDATION 800 CHARTER COLONY PARKWAY MIDLOTHIAN 23114	N/A	PUBLIC CHARITY	PROGRAM SUPPORT NURSE EDUCATION PIPELINE- HIGH SCHOOOL THROUGH BSN	120,000.
THE DAILY PLANET 517 WEST GRACE ST. RICHMOND 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CAPACITY BUILDING THROUGH NURSING STAFF EXPANSION	150,000.
GREATER RICHMOND AQUATICS PARTNERSHIP 2001 MAYWILL STREET RICHMOND 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT AQUATICS FOR LOW-INCOME SENIORS & CHILDREN	30,000.
VIRGINIA COMMONWEALTH UNIVERSITY COLLEGE OF HUMANITIES & SCIENCES P.O. BOX 842028 RICHMOND, VA 23284-2028	N/A	UNIVERSITY, TAX-EXEMPT	PUBLIC SUPPORT HISPANIC/LATINO ACCESS TO CARE SUTDY-PCMH	18,746.
Total from continuation sheets				

Richmond Memorial Health Foundation 51-0211020

2011 Form 990-PF, Part IX-A
Summary of Direct Charitable Activities

Nurse Leadership Institute of Virginia

The Nurse Leadership Institute of Virginia (NLI) was created by RMHF in 2006 with matching funds from the Robert Wood Johnson Foundation/Northwest Health Foundation. In 2010 RMHF brought the NLI in-house and began operating the NLI as a direct program. The NLI focuses on Virginia's nursing shortage by increasing nurse retention and improving patient outcomes by addressing Registered Nurses' leadership and management skills. The program is designed for nurse leaders from all sectors of healthcare including community hospitals, academic health centers, public health, long term care and home health.

The NLI is a 9-month intensive leadership development program for nurse managers and emerging nurse leaders with exceptional clinical skills, equipping them with leadership, financial and performance improvement skills to meet the challenges of leading a staff in a complex work environment. The NLI enjoys broad community support from Virginia's nursing professional associations, healthcare employers and others. Since inception, 154 nurses from across the Commonwealth have participated in the program.

The Greater Richmond Patient Centered Medical Home Initiative

Started in 2009 by Richmond Memorial Health Foundation, the Patient Centered Medical Home Initiative is a learning collaborative that focuses on strengthening the region's health care safety net by helping primary care safety net clinics implement the patient centered medical home model of care, encourage partnerships among safety net providers to build systems of care that ensures patients receive the right care at the right time, and to engage the organization's Leadership in Health Reform discussions.
Participants in the PCMH include local safety net health care organizations working together to build their capacity to deliver patient centered care. Participating organizations are provided technical assistance relating to team-based care, care coordination, National Committee for Quality Assurance recognition as a part of health reform implementation, change management, and in the collection, analysis and use of data to drive quality improvement. Collectively these organizations registered over 146,000 patient visits during the fiscal year.

Partnerships for Progression: Inspiration for Aspirations

The Richmond Memorial Health Foundation received a Partners Investing in Nursing's (PIN) Future Grant Award to encourage and support practicing registered nurses to pursue the highest possible levels of education feasible for her or him. The MCV Foundation and the Richmond Memorial Health Foundation proportionately committed matching funds to the PIN Grant Award in order to complete the efforts. PIN is operated as a program of the Richmond Memorial Health Foundation.

The intent of *Partnerships for Progression: Inspiration for Aspirations* is to encourage and support nurses' progression to their highest possible levels. Inspiration for Aspirations has focused on ADN to BSN with the belief that insights will be gained that will help create partnerships for progression through the entire educational continuum. Progression from ADN to BSN was selected as a starting point because research indicates patient outcomes are significantly improved when patients are cared for by BSN prepared nurses and an emphasis on one component of the educational continuum will increase the likelihood of success.

★ RICHMOND MEMORIAL HEALTH FOUNDATION ★

Faithful to a Legacy of Caring

OUR APPROACH TO GRANT MAKING:
Guided by our Vision, Mission and Values, the Foundation has adopted multiple Priorities and Strategies for working with and through grantees, the nonprofit sector, civic and community leaders, as well as health and healthcare leaders to improve health and healthcare. We promise to:

BE OPEN TO INNOVATIVE IDEAS
CREATE A PROCESS THAT IS BOTH UNDERSTANDABLE & MEANINGFUL
LISTEN TO YOU
RESPOND TO YOUR QUESTIONS & CONCERNS IN A TIMELY MANNER
TREAT YOU FAIRLY
EXPLAIN OUR PROCESS AND OUR DECISIONS

VISION: The Richmond Memorial Health Foundation strives to be the leading health legacy foundation in the Southeast.

MISSION: The Richmond Memorial Health Foundation invests financial, intellectual and leadership resources through grant-making, strategic initiatives and partnerships with non-profit organizations, foundations, government, businesses and academic institutions to improve health and healthcare.

VALUES: An entrepreneurial spirit to partner with others to address community-centered needs defines the Foundation's commitment to be *Faithful to a Legacy of Caring* and frames six values embedded in the Richmond Memorial Health Foundation's organizational and philanthropic culture. The Foundation's Board of Trustees and Staff are charged with fulfilling the Foundation's Vision and Mission through commitment to these values.

- *Leadership:* The Foundation strives to provide Leadership in the community. Trustees and Staff seek to partner with others who share the Foundation's Vision and Mission to address community needs.
- *Heritage:* The Foundation's Heritage is vital to a legacy of community centered care. Trustees and Staff are stewards of the financial and social capital invested to create Richmond Memorial Hospital.
- *Responsiveness:* The Foundation is committed to being Responsive to community needs. The Foundation identifies, explores and responds to community needs by investing Foundation resources and by partnering with others.
- *Relationship Driven:* The Foundation is Relationship Driven - investing time, talent and resources to build a meaningful rapport with grantees, the nonprofit sector, civic and

community leaders, other foundations, the private sector, health and healthcare leaders, and academic professionals.

- *Impact:* The Foundation strives for community Impact. Impact may occur through evidence-based programmatic services, innovation or direct investments in one or more partnering organizations or broad community initiatives. The Foundation recognizes that achieving and sustaining measurable Impact requires time as well as resources.
- *Commitment:* Foundation Trustees and Staff share a Commitment to community services. Foundation Trustees and Staff bring diverse experiences, expertise and expectations to bear on a single goal: improving the community.

OUR FUNDING PRIORITIES:

The Foundation sustains its commitment through Responsive Grant Making, Program-Related Investments, Foundation Based Initiatives, and Community Investments.

- **Responsive Grant Making:** The Foundation considers funding requests that achieve measurable results that address programmatic, operating or capital needs; planning and/or strategic development requirements; nonprofit infrastructure investments; and advocacy and awareness initiatives in the following *Areas of Emphasis*:
    - ***Access and Quality of Care*:** Proposals should address healthcare for vulnerable populations (uninsured and underinsured - including medical, dental and behavioral health); strengthen the healthcare safety net; advance the patient centered medical home model of care; invest in preventative care; investigate or plan for new strategies for addressing unmet community health needs.
    - ***Healthcare Workforce Education and Development:*** Proposals should address expansion or reform of educational opportunities; articulation through degree programs or across institutions; leadership development; career ladder progression; employment readiness and retention efforts; workforce supply and demand; workforce policy issues.
    - ***Aging Services Planning and Delivery:*** Proposals should address access to aging services, adult day services, caregiver support, care coordination; advance heath and healthcare-related age wave planning activities.
- **Program-Related Investments:** During 1996-1998 the Foundation and Bon Secours Health System joint ventured to create the Bon Secours Richmond Health System. The Foundation's current member interest in Bon Secours Richmond Health System is recognized by the Internal Revenue Service as a "Program-Related Investment". The Foundation values this Investment and seeks opportunities to collaborate, partner and co-invest with the Bon Secours Richmond Health System to address unmet needs of vulnerable populations in our communities.
- **Foundation Based Initiatives:** The Foundation engages in Foundation Based Initiatives to complement or inform one or more of the Foundation's Areas of Emphasis, Community Investments or Program-Related Investments. Foundation Initiatives serve to engage the broader community and provide a lens for investing in community initiatives. The Foundation employs a Return on Community Investment model to assess opportunities to begin, sustain or complete a Foundation Based Initiative.
- **Community Investments:** The Foundation collaborates, partners or strategically aligns

Foundation resources with others sharing the Foundation's commitment to improving health and healthcare in the community or where improving health and healthcare complements other initiatives strengthening the community.

OUR GEOGRAPHIC AREA:

The Foundation primarily serves Richmond and Central Virginia. The Foundation may provide support beyond the primary geographic area where opportunities exist to influence or inform Foundation Priorities.

ELIGIBILITY:

The following organizations may apply for a grant from Richmond Memorial Health Foundation:

- Nonprofit organizations under Section 501(c)(3) of the Internal Revenue Code. Private Foundations and non-functionally integrated "Type III" supporting organization as defined by Section 509(a) of the IRS Code may be considered at the discretion of the Foundation and may be subject to additional reporting guidelines. This consideration will be based on the charitable and strategic intent of the proposal.
- Organizations described in Section 170(c)(1) (governmental entities) and/or Section 511(a)(2)(B) (colleges and universities) may be considered at the discretion of the Foundation. This consideration will be based on the charitable and strategic intent of the proposal.
- At the discretion of the Foundation, other non-profit 501(c) organizations may be considered based on the charitable and strategic intent of proposal.
- Organizations located within, or having program(s) focused within Richmond or Central Virginia. Organizations located or having program(s) outside this geographic area may be considered at the discretion of the Foundation. This consideration will be based on the charitable and strategic intent of the proposal and where the outcomes demonstrate a direct benefit to Richmond, Central Virginia and/or the Foundation.

THE FOUNDATION DOES NOT FUND:

- Organizations that discriminate based on race, creed, gender, or sexual orientation.
- Direct grants to individuals.
- Sectarian religious activities.
- Direct political lobbying.
- Clinical research or trials.
- Bereavement services.
- Camps.
- Endowment funds not associated with RMHF.
- Event sponsorships or other fund raising activities not associated with RMHF.
- Debt reduction.
- Costs, assessments or fees associated with other funding/grant awards.
- Direct replacement of discontinued government or other funding support.
- Requests that, in the judgment of the Foundation, are the responsibility of the Federal, State, or Local Government.

How to apply:

The Foundation employs a three-step process for receiving and considering responsive grant requests. These steps include meeting with Foundation Staff, submitting a Concept Proposal, and upon invitation by the Foundation a Grant Application. The Foundation intends to administer up to two grant cycles per year. At the discretion of the Foundation, emergency or out-of-cycle proposals may be accepted on a case-by-case basis.

Pre-Application Meeting - Organizations wishing to apply for funding are required to meet with Foundation staff as the first step of the process. An Organization should meet with the Foundation Staff not later than thirty (30) days prior to submitting a Concept Proposal. The value of this meeting is developing a preliminary understanding of the organization, its mission and priorities, scope of the proposal, and the alignment of the aforementioned with the Foundation's Vision, Mission and Priorities.

Concept Proposal - Upon the completion of the Pre-Application Meeting and determination that a proposal is consistent with the Foundation's Mission and Priorities and meets the Foundation's stated criteria, an organization may submit a Concept Proposal. Foundation staff will communicate directly with organizations submitting Concept Proposals to advise on the status of the Concept Proposal and to provide direction on subsequent steps, concerns or questions requiring particular attention and timing as determined by the Foundation.

Direct contact with Foundation Trustees to advocate for a request once the Concept Proposal is submitted is strongly discouraged.

Grant Application - Upon completion of the Concept Proposal review, Foundation staff will advise whether or not a full Grant Application will be invited from the requesting organization. An invitation to submit a Grant Application does not constitute a commitment by the Foundation to award a grant.

As a part of the Grant Application, a site visit will be conducted so that the organization, Foundation Staff and Foundation Trustees can fully discuss a grant request. Site visits will occur approximately 2 – 3 weeks after submission of the Grant Application.

Direct contact with Foundation Trustees to advocate for a request once the Grant Application is submitted is strongly discouraged.

The Foundation conducts a disciplined due diligence review of each Concept Proposal and Grant Application. Funding decisions are made through a combined effort of Foundation Staff, the Grants Committee and the Board of Trustees. Responsive grant requests are assessed on multiple criteria including: Identified Need, Foundation Area of Emphasis, Impact, Systemic Change, and Organizational Capacity.

PRIORITY CONSIDERATIONS AND GRANT CRITERIA: Richmond Memorial Health Foundation identified several priority considerations that apply as review criteria for every Concept Proposal and Grant Application. In addition to compliance with the Foundation's stated Priorities, Objectives and Guidelines, requests will be assessed on factors including, but not limited to:

- Demonstration of need.
- Demonstration that project is grounded in evidence-based practices or is a "new idea".
- Clearly defined and measurable program goals, objectives, and outcomes.
- Demonstration of an ability to make significant and measurable impact or improvement in health and healthcare in Richmond and Central Virginia.
- Demonstration of an ability to be sustained following the grant award period.
- Demonstration of strong organizational leadership.
- Demonstration of a commitment to maintaining accountability and reporting systems according to requirements established by the Foundation in conjunction with a grant award.
- Demonstration of a commitment to a broader community education/learning component whereby the results, reports and appropriate grant related information gained through the grant funded activities are systematically shared with others.

Richmond Memorial Health Foundation may also consider:

- Participation by other partners, such as non-profit organizations, foundations, government, businesses and academic institutions, and/or the inclusion of matching funds.
- The time period for expected results to be achieved.
- Multi-year funding may be considered. Funding requests spanning more than one year will be awarded on a year-by-year basis contingent upon satisfactory completion of stated performance goals and objectives.
- If the project is part of a broader collaboration effort, commitment to report outcomes and activities to all program and funding partners.
- If the organization has an up-to-date organizational profile published on GiveRichmond and/or Guidestar.

OTHER INSTRUCTIONS, POLICIES AND INFORMATION:

- Please be sure that all requested information and attachments are included at the time Concept Proposals and Grant Applications are submitted.
- The Foundation will not consider proposals and applications that are incomplete and that do not meet the Foundation's guidelines.
- Organizations must submit one hard copy and one electronic copy of the completed Concept Proposals and/or Grant Applications to the Foundation by hand delivery or by posted mail – emailed proposals and applications will not be accepted.
- Concept Proposals and Grant Applications must be submitted by the stated deadlines.
- Concept Proposals and Grant Applications that are received after the stated deadlines will be deferred to the next funding cycle.

- The Foundation will not acknowledge receipt of Concept Proposals or Grant Applications and will not return any material submitted.

Presently there are no prohibitions to submitting more than one Concept Proposal or, if invited, Grant Application in a funding cycle. However, should an organization submit more than one Concept Proposal or Grant Application in a funding cycle, the organization must indicate the priority each request has for the organization.

EVALUATION AND IMPACT:
Richmond Memorial Health Foundation is committed to advancing "learning in public" through the evaluation process for each Grant Award and believes that lessons, successes and failures learned during a grant are important. The Foundation's evaluation process will take place on two levels – project activity monitoring and shared learning on the community level that hopefully will drive improvement. To support this we ask that all grantees agree to have their results, findings, progress reports and appropriate grant related information shared with the broader community.

APPLICATION TIMELINES: Applying organizations are urged to schedule pre-application meetings with Foundation Staff at least 30 days prior to the date of submission. Concept Proposals may be submitted at any time throughout the year and will be considered during the next appropriate grant cycle. Specific dates for Summer and Winter Grant Cycles are as follows:

Summer Grant Cycle
- First Wednesday in June – Cutoff date for Pre-Application meetings with Foundation Staff.
- First Wednesday in July – Concept Proposals are due to Foundation Offices by 12:00 Noon. (If the first Wednesday is July 4th, Concept Proposals are due the next business day at noon).
- Foundation Staff will notify organizations invited to submit a full Grant Application by the end of July.
- First Wednesday in September – Invited Grant Applications are due to Foundation Offices by 12:00 Noon.
- First week in December – Grant Awards will be announced by Foundation Staff.

Winter Grant Cycle
- First Wednesday in December – Cutoff date for Pre-Application meetings with Foundation Staff.
- First Wednesday in January – Concept Proposals are due to Foundation Offices by 12:00 Noon. (If the first Wednesday is January 1st, Concept Proposals are due the next business day at noon).
- Foundation Staff will notify organizations invited to submit a full Grant Application by the end of January.
- First Wednesday in March – Invited Grant Applications are due to Foundation Offices by 12:00 Noon.
- First week in June – Grant Awards will be announced by Foundation Staff.

CONDITIONS FOR ACCEPTING GRANT AWARDS: Grant recipients must execute a Letter of Agreement with Richmond Memorial Health Foundation. The Letter of Agreement defines the scope of the grant award as well as the terms, objectives and any conditions associated with the grant award. The Letter of Agreement will establish evaluation criteria, reporting procedures, and payment schedules that will be employed during the grant period.

Commitments or expenditures incurred prior to the execution of a Letter of Agreement with the Foundation are not considered part of the proposal. The Foundation will not reimburse any expenses incurred prior to the execution of a Letter of Agreement.

FUNDING RIGHTS: Richmond Memorial Health Foundation may from time to time, in whole or in part and at their sole discretion, take actions that deviate from these guidelines. The Foundation reserves the right to unconditionally amend, modify or waive these grant making procedures if the Foundation deems it in its best interest to do so.

Information Requests: For more information about Richmond Memorial Health Foundation or the Foundation's Grant Guidelines, please contact the Foundation Offices through:

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

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

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

Richmond Memorial Health Foundation 51-0211020

2011 Form 990-PF, Part II, Line 13
Investments - Other

	6/30/2012 Market Value
Mutual Funds:	
PIMCO Total Return Fund	5,938,299
Colchester Global Fund	3,687,174
GMO Strategic Opportunities Allocation Fund III	10,860,667
Federated Prime Obligations Fund	162,131
Total	20,648,271
Partnerships:	
The Investment Fund for Foundations - TIFF Absolute Return Pool II	9,929,531
Private Advisors Small Company Buyout Fund II	2,121,262
Private Advisors Coinvestment Fund, LP	254,885
Sanderson International Value Fund	4,511,184
GMO Multi-Strategy Fund Offshore LP	4,296,577
Metropolitan Real Estate Partners 2008 Distressed Co-Investment Fund	1,635,071
P2 Capital Fund, Ltd.	2,733,947
The Investment Fund for Foundations - TIFF Secondary Partners II, LLC	1,532,513
Commonfund Capital Natural Resources Partners VIII, LP	474,084
Kiltearn Global Equity Fund	1,945,918
RCP Fund VIII	54,000
	29,488,972
Total Investments - Other	**50,137,243**

Publicly Traded - Stocks:	
The London Company - Large Cap	3,859,412
The London Company - Concentrated Strategy	1,853,181
Wilkinson O'Grady	9,709,594
Vanguard	241,177
Aberdeen	2,193,055
Total	17,856,419
Total MV Investments at 6/30/2012	**67,993,662**

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENTS	811,710.	0.	811,710.
TOTAL TO FM 990-PF, PART I, LN 4	811,710.	0.	811,710.

FORM 990-PF	OTHER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PARTNERSHIP	0.	195,620.	0.
NURSE LEADERSHIP INSTITUTE - TUITION	64,350.	0.	64,350.
TOTAL TO FORM 990-PF, PART I, LINE 11	64,350.	195,620.	64,350.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDITING AND TAX COMPLIANCE	15,418.	0.	0.	8,480.
ACCOUNTING SERVICES	2,724.	2,903.	0.	1,498.
TO FORM 990-PF, PG 1, LN 16B	18,142.	2,903.	0.	9,978.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	311,275.	311,275.	0.	0.
INVESTMENT CONSULTANT	108,666.	108,666.	0.	0.
COMMUNICATIONS CONSULTANT	29,334.	0.	0.	16,134.
PROGRAM CONSULTANTS	149,917.	0.	0.	144,917.
EMPLOYEE BENEFITS CONSULTANT	3,250.	0.	0.	1,788.
	602,442.	419,941.	0.	162,839.

TO FORM 990-PF, PG 1, LN 16C

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	24,000.	0.	0.	0.
BUSINESS PERSONAL PROPERTY TAX	777.	0.	0.	427.
TO FORM 990-PF, PG 1, LN 18	24,777.	0.	0.	427.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DCA-NURSE LEADERSHIP INSTITUTE	77,255.	0.	0.	77,255.
DCA-PATIENT CENTERED MEDICAL HOME	971.	0.	0.	971.
DCA-PARTNERSHIPS FOR PROGRESSION: INSPIRATION FOR ASPIRATIONS	19,453.	0.	0.	19,453.
DIRECT GRANT ADMINISTRATIVE EXPENSES	8,829.	0.	0.	1,828.
DIRECT INVESTMENT ADMINISTRATIVE EXPENSE	9.	9.	0.	0.
EQUIP. LEASES, SVC CONTRACTS, MAINTENANCE	8,463.	1,354.	0.	4,654.
INFORMATION TECHNOLOGY	12,889.	2,062.	0.	7,089.
INSURANCE	4,885.	782.	0.	2,687.
INTERNET ACCESS	836.	134.	0.	460.
SUPPLIES AND MATERIALS	6,369.	1,019.	5.	3,503.
MEMBERSHIPS	975.	156.	0.	536.
BANK SERVICE FEES	1,505.	241.	0.	828.
RECOGNITIONS AND GIFTS	1,035.	0.	0.	569.
POSTAGE	381.	61.	14.	210.
FURNISHINGS AND EQUIPMENT	14,665.	2,346.	0.	8,066.
SUBSCRIPTIONS	629.	0.	0.	346.
COPORATE FILINGS	50.	8.	0.	28.
EXPENSE ALLOCATIONS	<30,243.>	0.	0.	<10,235.>
TO FORM 990-PF, PG 1, LN 23	128,956.	8,172.	19.	118,248.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
CHANGE IN EQUITY INTEREST OF PROGRAM RELATED INVESTMENT	11,653,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	11,653,000.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS (SEE ATTACHED)	17,856,419.	17,856,419.
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,856,419.	17,856,419.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS (SEE ATTACHED)	COST	20,648,271.	20,648,271.
PARTNERSHIPS (SEE ATTACHED)	COST	29,488,972.	29,488,972.
TOTAL TO FORM 990-PF, PART II, LINE 13		50,137,243.	50,137,243.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CONTRIBUTIONS RECEIVABLE	5,460,660.	893,915.	893,915.
PROGRAM-RELATED INVESTMENTIN BONSECOURS RICHMOND HEALTH SYSTEM	90,511,000.	102,164,000.	102,164,000.
TO FORM 990-PF, PART II, LINE 15	95,971,660.	103,057,915.	103,057,915.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEFFREY S. CRIBBS, SR. 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	PRESIDENT & CEO 40.00	165,040.	41,130.	0.
SHERYL L. GARLAND 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	CHAIR 2.00	0.	0.	0.
MICHELE A.W. MCKINNON, ESQUIRE 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	VICE CHAIR 2.00	0.	0.	0.
CLAUDIA N. MACSWAIN 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	SECRETARY 2.00	0.	0.	0.
HARRY A. TURTON, JR. 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TREASURER 2.00	0.	0.	0.
CHRISTOPHER M. CARNEY 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
REGINALD E. GORDON, ESQUIRE 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
ALEXANDER M. MACAULAY, ESQUIRE 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
JOHN W. MARTIN 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
MICHAEL B. MATTHEWS 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
WILLIAM R. NELSON, MD, MPH 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.

DELORES A. REMO 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
THOMAS A. SILVESTRI 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
ROBERT L. THALHIMER 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
DEBORAH L. ULMER, RN, PHD 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
MICHAEL S. ZAJUR 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		165,040.	41,130.	0.

FORM 990-PF SUMMARY OF PROGRAM-RELATED INVESTMENTS STATEMENT 12

DESCRIPTION

RICHMOND MEMORIAL HEALTH FOUNDATION'S 17% MEMBER INTEREST IN BON SECOURS RICHMOND HEALTH SYSTEM IS RECOGNIZED BY THE IRS AS A PROGRAM-RELATED INVESTMENT. THERE WAS NO ADDITIONAL FUNDING OF THE PROGRAM-RELATED INVESTMENT BY THE FOUNDATION DURING THIS TAX YEAR.

	AMOUNT
TO FORM 990-PF, PART IX-B, LINE 1	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JOHN ESTES, DIRECTOR OF PROGRAMS, RICHMOND MEMORIAL HEALTH FOUNDATION
1804 BAYBERRY COURT, SUITE 104
RICHMOND, VA 23226

TELEPHONE NUMBER

804-282-6282

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES.

ANY SUBMISSION DEADLINES

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES.