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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 11-01-2011 , and ending 10-31-2012

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

Name of foundation
POTOMAC HEALTH FOUNDATION

A Employer identification number
52-1340920

Number and street (or P O box number if mail is not delivered to street address)
2296 OPITZ BLVD NO 200

Room/suite

B Telephone number (see page 10 of the instructions)
(703) 523-0620

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

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 95,380,882

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

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	433	433		
	4	Dividends and interest from securities	4,221,055	4,221,055		
	5a	Gross rents				
	b	Net rental income or (loss) _____				
	6a	Net gain or (loss) from sale of assets not on line 10	1,700,606			
	b	Gross sales price for all assets on line 6a 60,252,128				
	7	Capital gain net income (from Part IV, line 2)		1,700,606		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	5,922,094	5,922,094		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	125,892	2,644		123,248
	14	Other employee salaries and wages	118,932	0		128,106
	15	Pension plans, employee benefits	53,861	582		53,279
	16a	Legal fees (attach schedule)	3,461	0		3,461
	b	Accounting fees (attach schedule)	32,345	0		47,365
	c	Other professional fees (attach schedule)	311,506	311,506		0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	56,050	0		0
	19	Depreciation (attach schedule) and depletion	6,158	0		
	20	Occupancy	32,832	0		0
	21	Travel, conferences, and meetings	11,965	687		11,278
	22	Printing and publications				
	23	Other expenses (attach schedule)	32,929	1,650		31,968
	24	**Total operating and administrative expenses.** Add lines 13 through 23	785,931	317,069		398,705
	25	Contributions, gifts, grants paid	6,057,850			3,521,124
	26	**Total expenses and disbursements.** Add lines 24 and 25	6,843,781	317,069		3,919,829
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-921,687			
	b	**Net investment income** (if negative, enter -0-)		5,605,025		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	200,204	123,621	123,621
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ 609,807 Less allowance for doubtful accounts ▶ _____	694,591	609,807	609,807
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ 92,520 Less allowance for doubtful accounts ▶ 0	97,434	92,520	92,520
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	5,495	7,185	7,185
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	89,713,995	94,534,121	94,534,121
	14 Land, buildings, and equipment basis ▶ 23,096 Less accumulated depreciation (attach schedule) ▶ 9,468	19,786	13,628	13,628
	15 Other assets (describe ▶ _____)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	90,731,505	95,380,882	95,380,882
Liabilities	17 Accounts payable and accrued expenses	146,472	115,138	
	18 Grants payable	468,564	3,005,290	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	153,384	123,628	
	23 **Total liabilities** (add lines 17 through 22)	768,420	3,244,056	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	89,963,085	92,136,826	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	89,963,085	92,136,826	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	90,731,505	95,380,882	

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	89,963,085
2	Enter amount from Part I, line 27a	2	-921,687
3	Other increases not included in line 2 (itemize) ▶ _____	3	3,095,428
4	Add lines 1, 2, and 3	4	92,136,826
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	92,136,826

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)
1 a	INVESTMENT SALES		2010-07-01	2012-07-01
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	60,252,128		58,551,522	1,700,606
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				1,700,606
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,700,606
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	4,515,859	92,210,303	0 048973
2009	99,713	84,790,383	0 001176
2008			
2007			
2006			

2	**Total** of line 1, column (d)	2	0 050149
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	0 025075
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	90,901,681
5	Multiply line 4 by line 3	5	2,279,360
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	56,050
7	Add lines 5 and 6	7	2,335,410
8	Enter qualifying distributions from Part XII, line 4	8	3,919,829

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary–see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	56,050
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	56,050
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	56,050
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 59,413		
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	59,413
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	258
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	3,105
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 3,105 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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		No
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶ WWW POTOMACHEALTHFOUNDATION ORG

14 The books are in care of ▶ STEPHEN BATSCHE Telephone no ▶ (703) 523-0620

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

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

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		No

Yes | No

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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		No
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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SHERI WARREN 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR OF GRANT PR 40 00	76,349	16,796	0

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
SEI GLOBAL INSTITUTIONAL GROUP 1 FREEDOM VALLEY DRIVE AOAKS,PA 19456	INVESTMENT MANAGEMENT	311,506
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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	92,124,058
b	Average of monthly cash balances		1b	161,913
c	Fair market value of all other assets (see page 24 of the instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	92,285,971
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	92,285,971
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)		4	1,384,290
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	90,901,681
6	**Minimum investment return.** Enter 5% of line 5		6	4,545,084

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

1	Minimum investment return from Part X, line 6		1	4,545,084
2a	Tax on investment income for 2011 from Part VI, line 5	2a 56,050		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	56,050
3	Distributable amount before adjustments Subtract line 2c from line 1		3	4,489,034
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	4,489,034
6	Deduction from distributable amount (see page 25 of the instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	4,489,034

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	3,919,829
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	3,919,829
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	56,050
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,863,779

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				4,489,034
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			3,763,914	
b Total for prior years 20___, 20___, 20___		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 ▶ $ 3,919,829				
a Applied to 2010, but not more than line 2a			3,763,914	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2011 distributable amount				155,915
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011	0			0
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				4,333,119
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	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 page 27 of the instructions and Part VII-A, question 9)

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a 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 organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SHERI WARREN DIRECTOR OF GRANT PROG
2296 OPITZ BLVD STE 200
WOODBRIDGE, VA 22191
(703) 523-0630

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

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

c Any submission deadlines

CONSULT THE ORGANIZATION'S WEBSITE (WWW POTOMACHEALTHFOUNDATION ORG) FOR SPECIFIC INFORMATION

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

APPLICATIONS WILL BE ACCEPTED FROM GOVERNMENT AND CHARITABLE ORGANIZATIONS THAT SERVE THE PEOPLE OF EASTERN PRINCE WILLIAM COUNTY VIRGINIA, AND THE IMMEDIATELY ADJACENT COMMUNITIES IN SOUTHEASTERN FAIRFAX AND NORTH STAFFORD COUNTIES THIS INCLUDES THE FOLLOWING AREAS AQUIA, DALE CITY, DUMFRIES, GARRISONVILLE, LAKE RIDGE, LORTON, MONTCLAIR, MANASSAS, OCCOQUAN, QUANTICO, SOUTHBRIDGE, TRIANGLE AND WOODBRIDGE, VIRGINIA THE FOUNDATION EXCLUDES THE FOLLOWING FROM CONSIDERATION GRANTS TO PROMGRAMS NOT DIRECTLY RELATED TO HEALTH, SPONSORSHIPS, INCLUDING FUNDRAISING EVENTS, ENDOWMENTS, LOBBYING, DIRECT SUPPORT TO INDIVIDUALS, GRANTS FOR PROJECTS OR PROGRAMS OF RELIGIOUS, FRATERNAL, ATHLETIC OR VETERANS GROUPS WHEN THE PRIMARY BENEFICIARIES OF SUCH UNDERTAKINGS WOULD BE THEIR MEMBERS EXCLUSIVELY, GRNATS TO RETIRE ANY FORM OF DEBT

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . . ▶ **3a**				3,521,124
b *Approved for future payment* See Additional Data Table				
Total . . . . . ▶ **3b**				3,005,290

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	433	
4 Dividends and interest from securities			14	4,221,055	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,700,606	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		5,922,094	0
13 **Total.** Add line 12, columns (b), (d), and (e)					13 5,922,094

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2013-03-11 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature ▶ KARENGRIES	Date	Check if self-employed ▶ ☐	PTIN P00078514
Firm's name ▶ CLIFTONLARSONALLEN LLP			Firm's EIN ▶ 41-0746749
Firm's address ▶ 4250 N FAIRFAX DRIVE SUITE 1020 ARLINGTON, VA 22203			Phone no (571) 227-9500

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ Yes ☐ No

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491073003083

TY 2011 Accounting Fees Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT/TAX	32,345	0		47,365

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TY 2011 Explanation of Non-Filing with Attorney General Statement

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Statement: THE VIRGINIA ATTORNEY GENERAL OFFICE DOES NOT REQUIRE A COPY OF 990-PF TO BE FURNISHED TO THEIR OFFICE.

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491073003083

TY 2011 Investments - Other Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SEI CORE FIXED INCOME FUND 1,238,859.762 SHARES	FMV	13,441,628	13,441,628
SEI SPECIAL SITUATIONS FUND LTD 3,721.368 SHARES	FMV	4,309,342	4,309,342
SEI OFFSHORE OPPORTUNITY II 4,088.767 SHARES	FMV	4,324,240	4,324,240
SEI SMALL CAP FUND 206,261.935 SHARES	FMV	2,627,777	2,627,777
SEI INSTITUTIONAL INVESTMENT TRUST 1,116,186.0550 SHARES	FMV	10,827,005	10,827,005
SIIT EMERGING MARKETS DEBT FUND SEDAX 448,279.846 SHARES	FMV	5,424,186	5,424,186
SIIT ULTRA SHORT DURATION BOND FUND 432,007.812 SHARES	FMV	4,337,358	4,337,358
SEI CORE PROPERTY FUND 4,213.538 SHARES	FMV	5,112,970	5,112,970
PRIME OBLIGATION FUND 211,657.89 SHARES	FMV	211,658	211,658
SEI US MANAGED VOL FUND 1,695,645.983 SHARES	FMV	20,500,360	20,500,360
SIIT MULTI ASSET REAL RETURN FUND 799,452.29 SHARES	FMV	7,658,753	7,658,753
SIIT ENHANCED LIBOR OPPORTUNITIES FD ENIAX 607,009.247 SHARES	FMV	4,965,336	4,965,336
GLOBAL MANAGED VOL FUND (SVTAX) 1,100,255.689 SHARES	FMV	10,793,508	10,793,508

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TY 2011 Land, Etc. Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE & EQUIPMENT	23,096	9,468	13,628	13,628

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TY 2011 Legal Fees Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	3,461	0		3,461

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TY 2011 Other Expenses Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL DEVELOPMENT	12,818	1,650		11,168
TECH EXPENSE	11,623	0		11,363
OTHER EXPENSE	4,773	0		5,722
INSURANCE	3,715	0		3,715

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TY 2011 Other Increases Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Description	Amount
UNREALIZED GAIN	3,095,428

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TY 2011 Other Liabilities Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO RELATED PARTY	16,261	21,245
DEFERRED TAX LIABILITY	137,123	102,383

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TY 2011 Other Professional Fees Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	311,506	311,506		0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491073003083

TY 2011 Taxes Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	56,050	0		0

Form 990PF Part XV Line 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
b *Approved for future payment*				
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501(C)(3)	EVERY BABY, EVERY TIME!	85,470
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501(C)(3)	FAMILY HEALTH CONNECTION MOBILE VANS	156,598
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501(C)(3)	EMS TO HOSPITAL EKG TRANSMISSION	24,108
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501(C)(3)	FAMILY HEALTH CONNECTION MOBILE CLINIC	11,981
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501(C)(3)	HISPANIC DIABETES OUTREACH PROGRAM	11,374
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501(C)(3)	SENTARA POTOMAC WOMEN'S HEALTH MAMMOVAN	119,461
SIDS MID-ATLANTICPO BOX 799 HAYMARKET,VA 20168		501(C)(3)	CRIBS FOR KIDS	12,000
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC13505 HILLENDALE DRIVE DALE CITY,VA 22193		501(C)(3)	PROMOTING BETTER HEALTH FOR ADULTS WITH DEVELOPMENTAL DISABILITIES AND THE STAFF WHO SUPPORT THEM	30,000
THE HOUSE INC STUDENT LEADERSHIP CENTER14001 CROWN COURT WOODBRIDGE,VA 22193		501(C)(3)	THE HOUSE, INC 'S EMPOWERMENT CENTER	35,700
THE HOUSE INC STUDENT LEADERSHIP CENTER14001 CROWN COURT WOODBRIDGE,VA 22193		501(C)(3)	FITTING IN	91,200
YOUTH FOR TOMORROW11835 HAZEL CIRCLE DRIVE BRISTOW,VA 20136		501(C)(3)	YOUTH FOR TOMORROW CRISIS INTERVENTION COUNSELING PROGRAM	112,460
YOUTH FOR TOMORROW11835 HAZEL CIRCLE DRIVE BRISTOW,VA 20136		501(C)(3)	YOUTH FOR TOMORROW DIAGNOSTIC AND ASSESSMENT CENTER	95,820
Total . . . . . ▶ **3b**				3,005,290

Form 990PF Part XV Line 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
b *Approved for future payment*				
ACTION IN COMMUNITY THROUGH SERVICE3900 ACTS LANE DUMFRIES,VA 22026		501(C)(3)	FAMILY LIFE PROGRAM THROUGH PHOENIX FAMILY COUNSELING & PLAY THERAPY	25,202
ACTION IN COMMUNITY THROUGH SERVICE3900 ACTS LANE DUMFRIES,VA 22026		501(C)(3)	ACTS SUPPORTIVE AFTER CARE WELLNESS PROGRAM	54,493
ACTION IN COMMUNITY THROUGH SERVICE3900 ACTS LANE DALE CITY,VA 22026		501(C)(3)	ACTS HELPLINE ASSISTANCE AND OUTREACH PROJECT	112,478
ACTION IN COMMUNITY THROUGH SERVICE3900 ACTS LANE DALE CITY,VA 22026		501(C)(3)	ACTS MEDICAL CAREGIVERS TRAINING PROGRAM	123,264
BRAIN INJURY SERVICES8136 OLD KEENE MILL RD STE B102 SPRINGFIELD,VA 22152		501(C)(3)	AN INNOVATIVE APPROACH TO NEUROBEHAVIORAL TREATMENT FOR BRAIN INJURY IN EASTERN PRINCE WILLIAM COUNTY	111,072
CHANGE IN ACTION INC12884 HARBOR DRIVE SUITE 203 WOODBRIDGE,VA 22192		501(C)(3)	BEHAVIORAL MANAGEMENT FOR HEALTHY RELATIONSHIPS	39,008
INDEPENDENCE EMPOWERMENT CENTER11 BREEZY HILL DRIVE STAFFORD,VA 22556		501(C)(3)	PROVIDING ACCESS TO HEALTHCARE FOR THE DEAF COMMUNITY THROUGH EMPLOYMENT SOLUTIONS FOR DEAF AND HARD OF HEARING	34,780
GEORGE MASON UNIVERSITY4400 UNIVERSITY DRIVE MS 4B2 FAIRFAX,VA 22030		501(C)(3)	THE ACHIEVES PROJECT (ADVANCING HEALTHCARE INITIATIVES FOR UNDERSERVED STUDENTS)	304,066
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192		501(C)(3)	MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION	150,346
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192		501(C)(3)	EXPANDING ACCESS TO DENTAL SERVICES IN PRINCE WILLIAM COUNTY	41,972
LAKE RIDGE LIONS CLUB CHARITIES3688 RUSSELL ROAD WOODBRIDGE,VA 22192		501(C)(3)	REGION V LIONS CLUBS EARLY CHILDHOOD EYE SCREENING PROJECT	36,000
LLOYD F MOSS FREE CLINIC1301 SAM PERRY BLVD SUITE 100 FREDERICKSBURG,VA 22401		501(C)(3)	GENERAL OPERATING FUNDS	141,781
MANASSAS MIDWIFERY8425 DORSEY CIRCLE STE 102 MANASSAS,VA 20110		501(C)(3)	IMPROVING BIRTH AND EARLY CHILDHOOD OUTCOMES THORUGH CENTERING HEALTH CARE	58,716
MATTHEW'S CENTER10651 LOMOND DRIVE MANASSAS,VA 20109		501(C)(3)	EXPANSION OF AUTISM SERVICES	88,161
MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION1616 ANDERSON ROAD MCLEAN,VA 22102		501(C)(3)	MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION	26,095
NATIONAL CAPITAL POISON CENTER3201 NEW MEXICO AVENUE SUITE 310 WASHINGTON,DC 20016		501(C)(3)	POISON CONTROL SERVICES TO FOUNDATION'S SERVICE AREA	50,997
NORTHERN VIRGINIA AIDS MINISTRY (NOVAM)803 W BROAD STREET 700 FALLS CHURCH,VA 22046		501(C)(3)	HIV/AIDS PREVENTION EDUCATION, COMMUNITY OUTREACH & TESTING	15,212
NO VA RESOURCE CENTER FOR DEAF AND HARD OF HEARING PERSONS3951 PENDER DRIVE STE 130 FAIRFAX,VA 22030		501(C)(3)	HEARING, EDUCATION, ACCESS AND RESOURCES - PRINCE WILLIAM COUNTY (HEAR - PWC)	12,000
NOVA SCRIPTSCENTRAL INC6400 ARLINGTON BLVD STE 120 FALLS CHURCH,VA 22042		501(C)(3)	IMPROVING HEALTH ACCESS IN PRINCE WILLIAM, STAFFORD AND LORTON PRESCRIPTION MEDICATIONS FOR THE LOW-INCOME UNISURED	183,539
PEDIATRIC PRIMARY CARE PROJECT15941 CURTIS DRIVE STE 180 WOODBRIDGE,VA 22192		501(C)(3)	KIDS CONNECT	33,100
POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION 14700 POTOMAC MILLS ROAD WOODBRIDGE,VA 22192		501(C)(3)	TRANSPORTATION VOUCHER PROGRAM TO FACILITATE ACCESS TO HEALTH CARE NEEDS	108,802
PRINCE WILLIAM AREA FREE CLINIC4001 PRINCE WILLIAM PARKWAY SUITE 101 WOODBRIDGE,VA 22192		501(C)(3)	PRINCE WILLIAM AREA FREE CLINIC UNIFIED HEALTH CENTER	240,781
PRINCE WILLIAM AREA FREE CLINIC4001 PRINCE WILLIAM PARKWAY SUITE 101 WOODBRIDGE,VA 22192		501(C)(3)	MEDICATION ACCESS CASE MANAGEMENT	59,776
PRINCE WILLIAM COUNTY DEPT OF SOCIAL SERVICES15941 DONALD CURTIS DRIVE SUITE 180 WOODBRIDGE,VA 22191		501(C)(3)	ADULT SERVICES	21,188
PRINCE WILLIAM COUNTY DEPT OF SOCIAL SERVICES15941 DONALD CURTIS DRIVE SUITE 180 WOODBRIDGE,VA 22191		501(C)(3)	CASE COORDINATOR FOR HEALTH AND SUPPORTING SERVICES ACCESS FOR THE MOST VULNERABLE HOMELESS ADULTS	10,759
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS14715 BRISTOW ROAD MANASSAS,VA 20112		501(C)(3)	PRINCE WILLIAM COUNTY SCHOOL OF PRACTICAL NURSING	9,000
PRINCE WILLIAM HEALTH PARTNERSHIP2296 OPITZ BLVD STE 200 WOODBRIDGE,VA 22192		501(C)(3)	HEAL (HEALTHY EATING AND ACTIVE LIVING) SUSTAINABILITY AND EXPANSION PROGRAM	36,000
PROJECT MEND-A-HOUSE INC 7987 ASHTON AVENUE SUITE 231 MANASSAS,VA 20109		501(C)(3)	PREVENTING FALLS FOR SENIORS AND PERSONS WITH DISABILITIES	22,500
RAINBOW CENTER5605 ANTIOCH ROAD HAYMARKET,VA 20169		501(C)(3)	THE MANE EXPERIENCE	52,030
RX PARTNERSHIP2924 EMERYWOOD PARKWAY STE 300 RICHMOND,VA 23294		501(C)(3)	MEDICATION ACCESS FOR THE UNINSURED	16,000

Form 990PF Part XV Line 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*				
THE ARC OF GREATER PRINCE WILLIAM13505 HILLENDALE DRIVE WOODBRIDGE,VA 22193		501(C)(3)	CAPITAL BUILDING EXPANSION	100,000
THE HOUSE INC STUDENT LEADERSHIP CENTER14001 CROWN COURT WOODBRIDGE,VA 221931458		501(C)(3)	FITTING IN	6,000
Total . . . . . ▶ **3a**				3,521,124

Form 990PF Part XV Line 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*				
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501(C)(3)	EMS TO HOSPITAL EKG TRANSMISSION	56,251
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501(C)(3)	FAMILY HEALTH CONNECTION MOBILE CLINIC	27,955
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501(C)(3)	HISPANIC DIABETES OUTREACH PROGRAM	26,541
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501(C)(3)	SENTARA POTOMAC WOMEN'S HEALTH MAMMOVAN	278,744
SIDS MID-ATLANTICPO BOX 799 HAYMARKET,VA 20168		501(C)(3)	CRIBS FOR KIDS	3,000
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC13505 HILLENDALE DRIVE DALE CITY,VA 22193		501(C)(3)	PROMOTING BETTER HEALTH FOR ADULTS WITH DEVELOPMENTAL DISABILITIES AND THE STAFF WHO SUPPORT THEM	70,000
THE HOUSE INC STUDENT LEADERSHIP CENTER14001 CROWN COURT WOODBRIDGE,VA 22193		501(C)(3)	THE HOUSE, INC 'S EMPOWERMENT CENTER	83,300
THE HOUSE INC STUDENT LEADERSHIP CENTER14001 CROWN COURT WOODBRIDGE,VA 22193		501(C)(3)	FITTING IN	22,800
YOUTH FOR TOMORROW11835 HAZEL CIRCLE DRIVE BRISTOW,VA 20136		501(C)(3)	CRISIS INTERVENTION COUNSELING PROGRAM	28,115
YOUTH FOR TOMORROW11835 HAZEL CIRCLE DRIVE BRISTOW,VA 20136		501(C)(3)	DIAGNOSTIC AND ASSESSMENT CENTER	223,580
ACTION IN COMMUNITY THROUGH SERVICE3901 ACTS LANE DUMFRIES,VA 22026		501(C)(3)	HELPLINE ASSISTANCE AND OUTREACH PROJECT	14,997
ACTION IN COMMUNITY THROUGH SERVICE3901 ACTS LANE DUMFRIES,VA 22026		501(C)(3)	MEDICAL CAREGIVERS TRAINING PROGRAM	15,408
BRAIN INJURY SERVICES8136 OLD KEENE MILL RD STE B102 SPRINGFIELD,VA 22152		501(C)(3)	AN INNOVATIVE APPROACH TO NEUROBEHAVIOR TREATMENT FOR BRAIN INJURY IN EASTER	7,451
NORTHERN VIRGINIA RESOURCE CENTER FOR DEAF AND HARD OF HEARING PERSONS3951 PENDER DRIVE STE 130 FAIRFAX,VA 22030		501(C)(3)	PROVIDING ACCESS TO HEALTHCARE FOR THE DEAF COMMUNITY THROUGH EMPLOYMENT SOLUTIONS	2,578
GEORGE MASON UNIVERSITY 4400 UNIVERSITY DRIVE MS 4B2 FAIRFAX,VA 220304444		501(C)(3)	THE ACHIEVES PROJECT (ADVANCING HEALTHCARE INITIATIVES FOR UNDERSERVED STUDE	40,009
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE STE 1 WOODBRIDGE,VA 22192		501(C)(3)	INTEGRATED AND COORDINATED HEALTH CARE HOME	25,058
LAKE RIDGE LIONS CLUB CHARITIES3688 RUSSELL ROAD WOODBRIDGE,VA 22192		501(C)(3)	REGION V LIONS CLUBS EARLY CHILDHOOD EYE SCREENING PROJECT	5,250
LLOYD F MOSS FREE CLINIC1301 SAM PERRY BLVD STE 100 FREDERICKSBURG,VA 22401		501(C)(3)	GENERAL OPERATING FUNDS	19,511
NORTHERN VIRGINIA RESOURCE CENTER FOR DEAF AND HARD OF HEARING PERSONS3951 PENDER DRIVE STE 130 FAIRFAX,VA 22030		501(C)(3)	HEARING EDUCATION, ACCESS AND RESOURCES-PRINCE WILLIAM COUNTY	2,500
NOVA SCRIPTSCENTRAL INC6400 ARLINGTON BLVD STE 120 FALLS CHURCH,VA 22042		501(C)(3)	PRESCRIPTION MEDICATIONS FOR THE LOW-INCOME	19,790
PEDIATRIC PRIMARY CARE PROJECT15941 CURTIS DRIVE STE 180 WOODBRIDGE,VA 22191		501(C)(3)	KIDS CONNECT	3,000
PRINCE WILLIAM AREA FREE CLINIC9301 LEE AVENUE MANASASS,VA 22110		501(C)(3)	MEDICATION ACCESS CASE MANAGEMENT	13,890
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS14715 BRISTOW ROAD MANASASS,VA 22112		501(C)(3)	PRINCE WILLIAM COUNTY SCHOOL OF PRACTICAL NURSING	7,924
PRINCE WILLIAM HEALTH PARTNERSHIP2296 OPITZ BLVD STE 200 WOODBRIDGE,VA 22191		501(C)(3)	HEAL (HEALTHY EATING AND ACTIVE LIVING) SUSTAINABILITY AND EXPANSION	5,581
RAINBOW CENTER5605 ANTIOCH ROAD HAYMARKET,VA 20169		501(C)(3)	THE MANE EXPERIENCE	6,913
RX PARTNERSHIP2924 EMERYWOOD PARKWAY STE 303 RICHMOND,VA 23294		501(C)(3)	MEDICATION ACCESS FOR THE UNINSURED	2,500
SENTARA POTOMAC HOSPITAL 2300 OPITZ BLVD WOODBRIDGE,VA 22191		501(C)(3)	EVERY BABY, EVERY TIME!	8,500
SENTARA POTOMAC HOSPITAL 2300 OPITZ BLVD WOODBRIDGE,VA 22191		501(C)(3)	FAMILY HEALTH CONNECTION MOBILE VANS	21,000
SENTARA POTOMAC HOSPITAL 2302 OPITZ BLVD WOODBRIDGE,VA 22191		501(C)(3)	POTOMAC WOMEN'S HEALTH MAMMOVAN	72,500
SIDS MID-ATLANTICP O BOX 799 HAYMARKET,VA 20168		501(C)(3)	CRIBS FOR KIDS	2,500

Form 990PF Part XV Line 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*				
ACTION IN COMMUNITY THROUGH SERVICE3900 ACTS LANE DUMFRIES,VA 22026		501(C)(3)	ACTS SUPPORTIVE AFTER CARE WELLNESS PROGRAM	127,150
ACTION IN COMMUNITY THROUGH SERVICE3900 ACTS LANE DUMFRIES,VA 22026		501(C)(3)	ACTS HELPLINE ASSISTANCE AND OUTREACH PROJECT	28,119
ACTION IN COMMUNITY THROUGH SERVICE3900 ACTS LANE DUMFRIES,VA 22026		501(C)(3)	ACTS MEDICAL CAREGIVERS TRAINING PROGRAM	30,816
BRAIN INJURY SERVICES8136 OLD KEENE MILL RD STE B102 SPRINGFIELD,VA 22152		501(C)(3)	AN INNOVATIVE APPROACH TO NEUROBEHAVIORAL TREATMENT FOR BRAIN INJURY IN EASTERN PRINCE WILLIAM COUNTY	27,768
CHANGE IN ACTION INC12884 HARBOR DRIVE SUITE 203 WOODBRIDGE,VA 22192		501(C)(3)	BEHAVIORAL MANAGEMENT FOR HEALTHY RELATIONSHIPS	91,019
EMPLOYMENT SOLUTIONS FOR DEAF AND HARD OF HEARING11 BREEZY HILL DRIVE STAFFORD,VA 22556		501(C)(3)	PROVIDING ACCESS TO HEALTHCARE FOR THE DEAF COMMUNITY (PAHI)	8,695
GEORGE MASON UNIVERSITY 4400 UNIVERSITY DRIVE MS 4B2 FAIRFAX,VA 22030		501(C)(3)	THE ACHIEVES PROJECT (ADVANCING HEALTHCARE INITIATIVES FOR UNDERSERVED STUDENTS)	76,017
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192		501(C)(3)	MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION	37,586
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192		501(C)(3)	EXPANDING ACCESS TO DENTAL SERVICES IN PRINCE WILLIAM COUNTY	97,935
LAKE RIDGE LIONS CLUB CHARITIES3688 RUSSELL ROAD WOODBRIDGE,VA 22192		501(C)(3)	REGION V LIONS CLUBS EARLY CHILDHOOD EYE SCREENING PROJECT	9,000
LLOYD F MOSS FREE CLINIC1301 SAM PERRY BLVD SUITE 100 FREDERICKSBURG,VA 22401		501(C)(3)	GENERAL OPERATING FUNDS	35,445
MANASSAS MIDWIFERY8425 DORSEY CIRCLE STE 102 MANASSAS,VA 22110		501(C)(3)	IMPROVING BIRTH AND EARLY CHILDHOOD OUTCOMES THORUGH CENTERING HEALTH CARE	137,004
MATTHEW'S CENTER10651 LOMOND DRIVE MANASSAS,VA 22109		501(C)(3)	EXPANSION OF AUTISM SERVICES	205,708
MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION1616 ANDERSON ROAD MCLEAN,VA 22102		501(C)(3)	MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION	60,887
NATIONAL CAPITAL POISON CENTER3201 NEW MEXICO AVENUE SUITE 310 WASHINGTON,DC 20016		501(C)(3)	POISON CONTROL SERVICES TO FOUNDATION'S SERVICE AREA	118,994
NORTHERN VIRGINIA AIDS MINISTRY (NOVAM)803 W BROAD STREET 700 FALLS CHURCH,VA 22046		501(C)(3)	HIV/AIDS PREVENTION EDUCATION, COMMUNITY OUTREACH & TESTING	35,495
NO VA RESOURCE CENTER FOR DEAF AND HARD OF HEARING PERSONS3951 PENDER DRIVE STE 130 FAIRFAX,VA 22030		501(C)(3)	HEARING, EDUCATION, ACCESS AND RESOURCES - PRINCE WILLIAM COUNTY (HEAR - PWC)	3,000
NOVA SCRIPTSCENTRAL INC6400 ARLINGTON BLVD STE 120 FALLS CHURCH,VA 22042		501(C)(3)	IMPROVING HEALTH ACCESS IN PRINCE WILLIAM, STAFFORD AND LORTON PRESCRIPTION MEDICATIONS FOR THE LOW-INCOME UNISURED	45,885
POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION 14700 POTOMAC MILLS ROAD WOODBRIDGE,VA 22192		501(C)(3)	TRANPORTATION VOUCHER PROGRAM TO FACILITATE ACCESS TO HEALTH CARE NEEDS	253,871
PRINCE WILLIAM AREA FREE CLINIC4001 PRINCE WILLIAM PARKWAY SUITE 101 WOODBRIDGE,VA 22192		501(C)(3)	PRINCE WILLIAM AREA FREE CLINIC UNIFIED HEALTH CENTER	561,822
PRINCE WILLIAM AREA FREE CLINIC4001 PRINCE WILLIAM PARKWAY SUITE 101 WOODBRIDGE,VA 22192		501(C)(3)	MEDICATION ACCESS CASE MANAGEMENT	71,194
PRINCE WILLIAM COUNTY DEPT OF SOCIAL SERVICES15941 DONALD CURTIS DRIVE SUITE 180 WOODBRIDGE,VA 22191		501(C)(3)	ADULT SERVICES	49,438
PRINCE WILLIAM COUNTY DEPT OF SOCIAL SERVICES15941 DONALD CURTIS DRIVE SUITE 180 WOODBRIDGE,VA 22191		501(C)(3)	CASE COORDINATOR FOR HEALTH AND SUPPORTING SERVICES ACCESS FOR THE MOST VULNERABLE HOMELESS ADULTS	25,104
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS14715 BRISTOW ROAD WOODBRIDGE,VA 20112		501(C)(3)	PRINCE WILLIAM COUNTY SCHOOL OF PRACTICAL NURSING	21,000
PRINCE WILLIAM HEALTH PARTNERSHIP2296 OPITZ BLVD STE 200 WOODBRIDGE,VA 22192		501(C)(3)	HEAL (HEALTHY EATING AND ACTIVE LIVING) SUSTAINABILITY AND EXPANSION PROGRAM	9,000
PROJECT MEND-A-HOUSE INC 7987 ASHTON AVENUE SUITE 231 MANASSAS,VA 20109		501(C)(3)	PREVENTING FALLS FOR SENIORS AND PERSONS WITH DISABILITIES	52,500
RAINBOW CENTER5605 ANTIOCH ROAD HAYMARKET,VA 20169		501(C)(3)	THE MANE EXPERIENCE	13,008
RX PARTNERSHIP2924 EMERYWOOD PARKWAY STE 300 RICHMOND,VA 23294		501(C)(3)	MEDICATION ACCESS FOR THE UNINSURED	4,000
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501(C)(3)	EVERY BABY, EVERY TIMEI	21,368
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501(C)(3)	FAMILY HEALTH CONNECTION MOBILE VANS	39,150

Form 990PF Part VIII Line 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
STEPHEN V BATSCHE 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	EXECUTIVE DIRECTOR 40 00	125,892	27,696	0
CAROL S SHAPIRO MD 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	VICE-CHAIR 1 50	0	0	0
R MICHAEL SORENSEN 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	TREASURER 1 50	0	0	0
MICHAEL D LUBLELEY 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	SECRETARY 1 00	0	0	0
MARION M WALL 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	CHAIRMAN 2 50	0	0	0
HOWARD L GREENHOUSE 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 00	0	0	0
DONNIE HYLTON 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 00	0	0	0
DEBORAH JOHNSON 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 00	0	0	0
KENNETH KRAKAUR 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 25	0	0	0
WAYNE MALLARD 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 00	0	0	0
SARAH PITKIN PHD 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 00	0	0	0
WILLIAM M MOSS 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 00	0	0	0