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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation NORTHERN VIRGINIA HEALTH FOUNDATION		A Employer identification number 20-4062932
Number and street (or P O box number if mail is not delivered to street address) 1940 DUKE STREET	Room/suite 200	B Telephone number 703-486-5691
City or town, state, and ZIP code ALEXANDRIA, VA 22314		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 31,368,544.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	224,666.	224,666.		STATEMENT 2
	4 Dividends and interest from securities	304,027.	304,027.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	950,656.			STATEMENT 1
	b Gross sales price for all assets on line 6a 11,141,971.				
	7 Capital gain net income (from Part IV, line 2)		885,950.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	1,479,349.	1,414,643.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	168,826.	8,441.		160,385.
	14 Other employee salaries and wages	116,797.	0.		96,415.
	15 Pension plans, employee benefits	69,506.	2,634.		66,869.
	16a Legal fees				
	b Accounting fees STMT 4	60,745.	15,186.		45,559.
	c Other professional fees STMT 5	209,061.	87,995.		121,066.
	17 Interest				
	18 Taxes STMT 6	34,973.	373.		0.
	19 Depreciation and depletion	715.	0.		
	20 Occupancy	96,997.	0.		96,997.
	21 Travel, conferences, and meetings	13,723.	0.		13,723.
	22 Printing and publications	2,145.	0.		2,145.
	23 Other expenses STMT 7	104,230.	0.		104,073.
	24 Total operating and administrative expenses. Add lines 13 through 23	877,718.	114,629.		707,232.
	25 Contributions, gifts, grants paid	766,000.			766,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,643,718.	114,629.		1,473,232.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-164,369.				
b Net investment income (if negative, enter -0-)		1,300,014.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing					
	2	Savings and temporary cash investments			2,368,239.	1,650,702.	1,650,702.
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges				12,003.	12,003.
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock STMT 8			8,892,806.	9,757,084.	9,757,084.
	c	Investments - corporate bonds STMT 9			6,961,520.	8,053,709.	8,053,709.
Liabilities	11	Investments - land, buildings, and equipment basis ▶					
		Less: accumulated depreciation ▶					
	12	Investments - mortgage loans					
	13	Investments - other STMT 10			12,236,240.	11,883,142.	11,883,142.
	14	Land, buildings, and equipment: basis ▶ 6,030.					
		Less: accumulated depreciation STMT 11 ▶ 4,926.			1,221.	1,104.	1,104.
	15	Other assets (describe ▶ SECURITY DEPOSIT)			10,800.	10,800.	10,800.
	16	Total assets (to be completed by all filers)			30,470,826.	31,368,544.	31,368,544.
	17	Accounts payable and accrued expenses			657.	21,201.	
	18	Grants payable					
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶ EXCISE TAX PAYABLE)			0.	25,100.	
23	Total liabilities (add lines 17 through 22)			657.	46,301.		
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	25	Unrestricted			30,470,169.	31,322,243.	
	26	Temporarily restricted					
	27	Permanently restricted					
	28	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	29	Capital stock, trust principal, or current funds					
	30	Paid-in or capital surplus, or land, bldg., and equipment fund					
	31	Total net assets or fund balances			30,470,169.	31,322,243.	
32	Total liabilities and net assets/fund balances			30,470,826.	31,368,544.		

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	30,470,169.
2	Enter amount from Part I, line 27a	2	-164,369.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS ON INVESTMENTS	3	1,016,443.
4	Add lines 1, 2, and 3	4	31,322,243.
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	31,322,243.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P		
b				
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 11,141,971.		10,256,021.	885,950.
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			885,950.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	885,950.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	1,477,911.	31,830,429.	.046431
2010	1,900,275.	31,120,839.	.061061
2009	1,906,759.	29,658,755.	.064290
2008	2,132,397.	38,776,575.	.054992
2007	1,658,704.	44,011,935.	.037688

2 Total of line 1, column (d)	2	.264462
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	.052892
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	31,784,937.
5 Multiply line 4 by line 3	5	1,681,169.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,000.
7 Add lines 5 and 6	7	1,694,169.
8 Enter qualifying distributions from Part XII, line 4	8	1,473,739.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	26,000.
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	26,000.
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	26,000.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,856.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,356.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	433.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	17,077.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>VA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THE ORGANIZATION Telephone no. ► 703-486-5691 Located at ► 1940 DUKE STREET, ALEXANDRIA, VA ZIP+4 ► 22314			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► , , ,	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 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 2012)	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 2012?	4b	X

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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

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 12		168,826.	52,674.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PATRICIA RODGERS - 1940 DUKE STREET, SUITE 200, ALEXANDRIA, VA 22314	PROGRAM OFFICER 40.00	90,474.	28,228.	0.

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

0

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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
BURNES COMMUNICATIONS - 7901 WOODMONT AVE. SUITE 700, BETHESDA, MD 20814	COMMUNICATIONS	57,634.
SHR ASSOCIATES - 147 OLD SOLOMONS ISLAND RD. SUITE 504, ANNAPOLIS, MD 21401	TECHNICAL ASSISTANCE	53,000.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	30,259,503.
b	Average of monthly cash balances	1b	2,009,469.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	32,268,972.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	32,268,972.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	484,035.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,784,937.
6	Minimum investment return. Enter 5% of line 5	6	1,589,247.

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

1	Minimum investment return from Part X, line 6	1	1,589,247.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	26,000.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	8,407.
c	Add lines 2a and 2b	2c	34,407.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,554,840.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,554,840.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,554,840.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,473,232.
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	507.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,473,739.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,473,739.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,554,840.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,234,826.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,473,739.				
a Applied to 2011, but not more than line 2a			1,234,826.	
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 2012 distributable amount				238,913.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,315,927.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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 or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)			**	
a Paid during the year				
ALEXANDRIA NEIGHBORHOOD HEALTH SERVICE, INC 2 EAST GLEBE RD. ALEXANDRIA, VA 22305	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
ARLINGTON FREE CLINIC 2921 11TH ST. SOUTH ARLINGTON, VA 22204	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
ARLINGTON PEDIATRIC CENTER 601 S. CARLIN SPRINGS ARLINGTON, VA 22204	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
CONSUMER HEALTH FOUNDATION 1400 16TH ST., NW WASHINGTON, DC 20036	NONE	501(C)(3)	TO SUPPORT THE NORTHERN VIRGINIA HEALTH SERVICES COALITION AND THE REGIONAL PRIMARY CARE	32,500.
GR. PRINCE WILLIAM COMM. HEALTH CTR. 4379 RIDGEWOOD CTR. DR. WOODBIDGE, VA 22192	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				765,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	▶ <u>Patricia N. Matthews</u> Signature of officer or trustee		<u>11/05/13</u> Date	▶ <u>President & CEO</u> Title			
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	FRANK H. SMITH		<u>Frank H. Smith</u>		10/29/13		P00639053
	Firm's name ▶ RAFFA, PC					Firm's EIN ▶ 52-1511275	
	Firm's address ▶ 1899 L STREET #900 WASHINGTON, DC 20036					Phone no. 202-822-5000	

Form 990-PF (2012)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEANIE SCHMIDT FREE CLINIC 13525 DULLES TECH. DR. PO BOX 5143 HERNDON, VA 20172	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
LOUDOUN COMM. HEALTH CTR. 224A CORNWALL ST., NW 3RD FL. LEESBURG, VA 20176	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
NORTHERN VIRGINIA DENTAL CLINIC 5827 COLUMBIA PIKE FALLS CHURCH, VA 22041	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
NORTHERN VIRGINIA FAMILY SERVICES-MULTICULTURAL HUMAN SVC. PROGRAM 10455 WHITE GRANITE DR. OAKTON, VA 22124	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
NOVA SCRIPTSCENTRAL, INC. 6400 ARLINGTON BLVD. FALLS CHURCH, VA 22042	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
THE COMM. FND FOR THE NAT. CAP. REGION 1201 15TH STREET, NW WASHINGTON, DC 20005	NONE	501(C)(3)	TO SUPPORT THE GREATER WASHINGTON WORKFORCE DEVELOPMENT COLLABORATIVE	25,000.
WASHINGTON REGIONAL ASSOC. OF GRANTMAKERS 1400 16TH ST., NW WASHINGTON, DC 20036	NONE	501(C)(3)	SUPPORT FOR THE WORK OF HEALTH WORKING GROUP	7,500.
NVCC RESTORATIVE DENTAL CLINIC 6699 SPRINGFILED CENTER DR. SPRINGFIELD, VA 22150	NONE	501(C)(3)	PATIENT LAB FEES AND SUPPLIES	25,000.
Total from continuation sheets				432,500.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CONSUMER HEALTH FOUNDATION

TO SUPPORT THE NORTHERN VIRGINIA HEALTH SERVICES COALITION AND THE
REGIONAL PRIMARY CARE COALITION

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,141,971.	10,191,315.	0.	0.	950,656.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				950,656.

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	AMOUNT
JP MORGAN INVESTMENTS	224,666.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	224,666.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN INVESTMENTS	304,027.	0.	304,027.
TOTAL TO FM 990-PF, PART I, LN 4	304,027.	0.	304,027.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	60,745.	15,186.		45,559.
TO FORM 990-PF, PG 1, LN 16B	60,745.	15,186.		45,559.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	87,995.	87,995.		0.
RETIREMENT FEES	1,128.	0.		1,128.
TECHNICAL ASSISTANCE	63,000.	0.		63,000.
CONSULTANTS	53,938.	0.		53,938.
STRATEGIC PLANNING	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16C	209,061.	87,995.		121,066.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	373.	373.		0.
EXCISE TAXES	34,600.	0.		0.
TO FORM 990-PF, PG 1, LN 18	34,973.	373.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES	8,680.	0.		8,680.	
OFFICE SUPPLIES	536.	0.		379.	
TECHNOLOGY MAINTENANCE	5,740.	0.		5,740.	
SUBSCRIPTIONS	690.	0.		690.	
POSTAGE AND DELIVERY	2,736.	0.		2,736.	
INSURANCE	1,200.	0.		1,200.	
COMMUNICATIONS AND REPORTS	82,992.	0.		82,992.	
PAYROLL FEES	1,631.	0.		1,631.	
REGISTRATION FEES	25.	0.		25.	
TO FORM 990-PF, PG 1, LN 23	104,230.	0.		104,073.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
EQUITIES	9,757,084.	9,757,084.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,757,084.	9,757,084.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
FIXED INCOME	8,053,709.	8,053,709.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,053,709.	8,053,709.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP	COST	9,605,092.	9,605,092.
STRUCTURED INVESTMENTS	COST	2,278,050.	2,278,050.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,883,142.	11,883,142.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	4,116.	4,116.	0.
VOSTRO LAPTOP	1,317.	789.	528.
EQUIPMENT	597.	20.	577.
TOTAL TO FM 990-PF, PART II, LN 14	6,030.	4,925.	1,105.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
VERDIA HAYWOOD 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	CHAIRMAN 1.50	0.	0.	0.
JANE DELGADO 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	VICE CHAIRMAN 1.00	0.	0.	0.
JEFF SCHRAGG 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	TREASURER 1.50	0.	0.	0.
MARSHA ALLGEIER 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
JEANNE FRANKLIN, ESQ. 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
LISA KAPLOWITZ, MD, MSHA 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
DAVID SPECK 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
JANE WOODS 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
PATRICIA N. MATHEWS 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	PRES./SECR. AND CEO 40.00	168,826.	52,674.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		168,826.	52,674.	0.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER EQUIPMENT	VARI	ESSL	5.00	16	4,116.			4,116.	3,684.		432.
2	VOSTRO LAPTOP	121709	SL	5.00	16	1,317.			1,317.	526.		263.
13	EQUIPMENT	110112	SL	5.00	16	597.			597.			20.
	* TOTAL 990-PF PG 1					6,030.		0.	6,030.	4,210.	0.	715.
	DEPR											

Northern Virginia Health Foundation
Form 990-PF, Part II-Balance Sheet Investments
Year ended December 31, 2012

20-4062932

Description	Quantity	Value
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002	46,608.34	\$ 1,030,976
ISHARES RUSSELL MIDCAP INDEX FUND	9,000.00	1,017,900
SPDR S&P 500 ETF TRUST	6,125.00	872,261
DODGE & COX INTL STOCK FUND	20,909.60	724,309
JPM LARGE CAP GROWTH FD - SEL FUND 3118	29,236.66	700,218
MFS INTL VALUE-I	24,840.55	699,758
JPM EQUITY INCOME FD - SEL FUND 3128	67,994.89	699,667
T ROWE PRICE NEW ASIA	36,919.85	620,623
BBH CORE SELECT FUND-N	29,120.56	505,242
JPM BREN EAFE 10/23/13 10%BUFFER-2 XLEV- 8.95%CAP 17 9%MAXTRN INITIAL LEVEL-10/05/12-SX5E-2531 21 UKX-5871.02 TPX-737.13	400,000.00	412,520
VANGUARD FTSE EMERGING MARKETS ETF	8,515.00	379,173
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6%CPN , UNCAPPED INITIAL LEVEL-09/14/12 SX5E-2594 56	325,000.00	330,658
CS BREN ASIA BASKET 03/13/13 10%8BUFFER-2 XLEV- 7.8%CAP 15.6%MAXTRN INITIAL LEVEL-02/24/12 ASIA BASKET-100 00	300,000.00	320,400
HSBC BREN SPX 02/27/13 10%8BUFFER-2 XLEV- 5.75%CAP 11.5%MAXTRN INITIAL LEVEL-02/10/12 SPX 1342.64	300,000.00	319,260
JPM BREN EAFE 03/13/13 10%8BUFFER-2 XLEV- 9.8%CAP 19.6%MAXTRN INITIAL LEVEL-02/24/12-SX5E-2523.69 UKX-5935.13 TPX-834.29	300,000.00	316,050
DELAWARE EMERGING MARKETS-I	21,505.38	309,892
DB BREN SPX 09/05/13 10%BUFFER-2 XLEV- 5.9%CAP 11.8%MAXTRN INITIAL LEVEL-08/17/12 SPX-1418.16	300,000.00	306,186
GS MARKET PLUS SPX 03/21/14 69.5% CONTIN BARRIER- 0%CPN , UNCAPPED INITIAL LEVEL-09/21/12 SPX-1460.15	300,000.00	294,033
JPM BREN EAFE 05/15/13 10%8BUFFER-2 XLEV- 10.10%CAP 20.20%MAXTRN INITIAL LEVEL-04/27/12-SX5E-2344.02 UKX-5777 11 TPX-59 64	250,000.00	271,650
BNP CONT BUFF EQ SPX 05/15/13 75% CONTIN BARRIER- 5%CPN 15% CAP INITIAL LEVEL-04/27/12 SPX-1403.36	250,000.00	262,760
BARC BREN SPX 09/11/13 10%8BUFFER-2 XLEV- 6%CAP 12%MAXTRN INITIAL LEVEL-08/24/12 SPX-1411.13	200,000.00	204,300
DOUBLELINE TOTAL RET BD-I	93,858.23	1,063,414
PRUDENTIAL CPI 6.110% 6/10/13 RETAIL MEDIUM TERM NTS VAR RT DTD 06/10/2008	1,000,000.00	1,000,290
JPM STR INC OPP FD FUND 3844 2.24%	65,124.33	770,421
JPM MORTG-BACKED SECURITIES FD - SEL FUND 1273 2.85%	65,883.11	765,562
JP MORGAN LEVERAGED LOANS, LTD LEAD SERIES (1-12)	634.11	680,195
EATON VANCE FLOATING RATE-I	68,565.97	625,322
J.P. MORGAN-BLACKROCK OPPORTUNISTIC RMBS LTD. INCOME DISTRIBUTION LEAD SERIES 01-12	524.121	620,574
JPM SHORT DURATION BOND FD - SEL FUND 3133 0.56%	47,397.17	520,895
DREYFUS EMG MKT DEBT LOC C-I	27,027.03	414,595
DB 95% PPN FX BASKET 1/25/13 LINKED TO BRL INR CNY & RUB VS USD 1.81XLEV, UNCAPPED 7/22/11	300,000.00	280,200
BARCLAYS 5 YR CPI NOTE MD 11/27/14; INITIAL RATE 3% CPN WHERE MAX RATE IS 7% PER ANNUM DD 11/13/09	250,000.00	257,250
BARC 95% PPN FX BASKET 1/22/13 LINKED TO BRL INR CNY & RUB VS USD 1.73XLEV, UNCAPPED 7/15/11	250,000.00	238,200
Adjustment		(23,960)
TOTAL FIXED INCOME AND EQUITY INVESTMENTS		\$ 17,810,793

Northern Virginia Health Foundation
Form 990-PF- Balance Sheet- Investments
Year Ended December 31, 2012

20-4062931

Direct Investments - Hedge Funds

Salzman Offshore, Ltd Lead Series	\$	681,542
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Private Equity/Real Estate/Exch. Funds - LLs, LLCs and Other

AP Europe VII (APAX) Private Investors Offshore LP	445,687
BCP VI Private Investors Offshore, LP	115,572
Blackstone GSO Private Investors, LP (Offshore)	419,946
CCMP Capital Investors (Cayman) II, L P.	488,069
Clayton, Dubilier & Rice	425,722
J C Flowers II Private Investors Offshore LP (Offshore)	136,884
JP Morgan Secondary Private Equity	378,928
Silver Lake Partners III Private Investors Offshore LP	316,096
JP Morgan Alternative Property Fund Domestic 1 L.P.	126,688
JPM Fleming European Property Fund (US Investor) - C' Feeder	303,384

Direct Investments - Hedge Funds

Coatue Offshore Fund Ltd.	817,646
Galleon Offshore Diversified Fund	560
Global Access - Macro Strategies	1,086,355
Gracie International Credit Opportunities Fund, LTD Class B	472,409
HB Multi-Strategy Holding LTD - Class B Series 31	23,362
HB Multi-Strategy Holding LTD - Class B Series 29	23,427
HB Multi-Strategy Holding LTD - Class B Series 33	8,004
Highbridge Capital Corporation	1,039,585
PSAM World ARB Fund Ltd - Class D Benchmark	652,745
Southpaw Credit Opportunity Fund	50,260

Private Equity/Real Estate/Exch. Funds - LLs, LLCs and Other

GRE II Private Investors, LLD 01-2007	600,319
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Hard Assets

BARC Palladium CBEN 5/25/13	249,975
Highbridge Quantitative Commodities	495,605
JPM Participating Gold Note 10/31/13	122,250
SPDR Gold Trust	123,783

Complimentary Structured Strategies

BARC 95% PPN FX BASKET 1/22/13	238,200
DB 95% PPN FX BASKET 1/25/13	280,200
PRUDENTIAL CPI 6 110% 6/10/13	1,000,290
JPMORGAN CHASE FRN 3 000% 4/17/14	502,400
BARCLAYS 5 YR CPI NOTE MD 11/27/14;	257,250

Total Partnership and Structured Investments

\$ 11,883,142