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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 04-01-2012 , and ending 03-31-2013

Name of foundation OBICI HEALTHCARE FOUNDATION INC		A Employer identification number 51-0249728	
% MICHAEL BRINKLEY		B Telephone number (see instructions) (757) 539-8810	
Number and street (or P O box number if mail is not delivered to street address) 106 W FINNEY AVENUE Suite	Room/suite		
City or town, state, and ZIP code SUFFOLK, VA 23434		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			
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) \$ 105,585,269		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 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)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	745,065	745,065		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,229,249			
	b Gross sales price for all assets on line 6a _____ 28,622,517				
	7 Capital gain net income (from Part IV, line 2)		2,689,929		
	8 Net short-term capital gain				
	9 Income modifications			26,130	
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	641,348	2,636,903		
	12 Total. Add lines 1 through 11	5,615,662	6,071,897	26,130	
	13 Compensation of officers, directors, trustees, etc	224,525			224,525
	14 Other employee salaries and wages	280,436			280,436
	15 Pension plans, employee benefits	131,973			131,973
	16a Legal fees (attach schedule)	10,046	0	0	10,046
	b Accounting fees (attach schedule)	48,944	0	0	50,644
	c Other professional fees (attach schedule)	746,786	705,369		61,636
	17 Interest	72,108	2,636		
	18 Taxes (attach schedule) (see instructions)	175,003			501
	19 Depreciation (attach schedule) and depletion	116,264			
	20 Occupancy	25,987			25,963
	21 Travel, conferences, and meetings	47,456			48,852
	22 Printing and publications				
	23 Other expenses (attach schedule)	100,450			98,415
	24 Total operating and administrative expenses. Add lines 13 through 23	1,979,978	708,005	0	932,991
	25 Contributions, gifts, grants paid	3,301,231			4,136,138
	26 Total expenses and disbursements. Add lines 24 and 25	5,281,209	708,005	0	5,069,129
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	334,453			
	b Net investment income (if negative, enter -0-)		5,363,892		
	c Adjusted net income (if negative, enter -0-)			26,130	

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	24,111	30,275	30,275
	2	Savings and temporary cash investments	5,174,776	8,085,912	8,085,912
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	25,896	17,368	17,368
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	26,676,457	 23,402,763	23,402,763
	c	Investments—corporate bonds (attach schedule).	3,073,064	 3,245,423	3,245,423
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	64,514,975	 68,058,499	68,058,499
	14	Land, buildings, and equipment basis ▶ _____ 2,439,732 Less accumulated depreciation (attach schedule) ▶ _____ 399,978	2,125,481	 2,039,754	2,039,754
Liabilities	15	Other assets (describe ▶ _____)	 719,812	 705,275	 705,275
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	102,334,572	105,585,269	105,585,269
	17	Accounts payable and accrued expenses	109,808	90,616	
	18	Grants payable	1,780,644	946,337	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	1,729,373	1,663,333	
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)	 306,269	 423,256	
	23	Total liabilities (add lines 17 through 22)	3,926,094	3,123,542	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	98,408,478	102,461,727	
	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)	98,408,478	102,461,727	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	102,334,572	105,585,269	

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	98,408,478
2	Enter amount from Part I, line 27a	2	334,453
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	3,718,796
4	Add lines 1, 2, and 3	4	102,461,727
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	102,461,727

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	See Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
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	2,689,929
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 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))
2011	4,880,044	98,061,055	0 049765
2010	2,922,574	95,843,857	0 030493
2009	5,568,576	87,471,067	0 063662
2008	5,862,506	88,420,528	0 066303
2007	4,585,183	115,770,846	0 039606

2	Total of line 1, column (d).	2	0 249829
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 049966
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	97,275,806
5	Multiply line 4 by line 3.	5	4,860,483
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	53,639
7	Add lines 5 and 6.	7	4,914,122
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	5,102,164

Part VIExcise 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	53,639
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	
3		Add lines 1 and 2.		3	53,639
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	53,639
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	67,000	
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	67,000
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	13,361
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 13,361	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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? ☒		Yes	No
		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)?			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?	2		No
	If "Yes," attach a detailed description of the activities.			
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	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T. ☒			
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 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	Yes	
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	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 instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ HTTP //WWW.OBICIHCF.ORG/				
14	The books are in care of ▶ MICHAEL BRINKLEY Telephone no ▶ (757) 539-8810 Located at ▶ 106 W FINNEY AVENUE SUFFOLK VA ZIP +4 ▶ 23434			
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 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?	16		No
See 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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ 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 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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	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 2012?	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 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 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 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 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
RICHARD E SPENCER JR	SENIOR PRGRM	88,590	22,233	0
1514 HOLLAND ROAD SUITE 104	OFFICER			
SUFFOLK,VA 23434	40 0			
TAMMIE A MULLINS-RICE	PROGRAM OFFICER	58,158	15,592	0
1514 HOLLAND ROAD SUITE 104	40 0			
SUFFOLK,VA 23434				
CATHY J HUBBARD	GRANTS ASSOCIATE	50,632	4,545	0
1514 HOLLAND ROAD SUITE 104	40 0			
SUFFOLK,VA 23434				
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 instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CORNERSTONE PARTNERS LLC	INVESTMENT MGMT	433,671
675 PETER JEFFERSON PARKWAY CHARLOTTESVILLE,VA 22911		
SHAPIRO CAPITAL MANAGEMENT LLC	INVESTMENT MGMT	73,396
3060 PEACHTREE ROAD NW SUITE 1555 ATLANTA,GA 30305		
FIDUCIARY MANAGEMENT INC	INVESTMENT MGMT	54,941
100 EAST WISCONSIN AVE SUITE 2200 MILWAUKEE,WI 53202		
SUNTRUST BANK INC HDQ 5307	INVESTMENT CUSTODIAN	55,131
919 EAST MAIN STREET RICHMOND,VA 23219		
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 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.		

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	94,695,787
b	Average of monthly cash balances.	1b	3,379,136
c	Fair market value of all other assets (see instructions).	1c	682,240
d	Total (add lines 1a, b, and c).	1d	98,757,163
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	98,757,163
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,481,357
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	97,275,806
6	Minimum investment return. Enter 5% of line 5.	6	4,863,790

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	4,863,790
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	53,639
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	53,639
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	4,810,151
4	Recoveries of amounts treated as qualifying distributions.	4	26,130
5	Add lines 3 and 4.	5	4,836,281
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	4,836,281

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	5,069,129
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	33,035
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,102,164
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 instructions).	5	53,639
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,048,525
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				4,836,281
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			4,519,058	
b Total for prior years 2010 , 2009 , 2008				
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 ▶ \$ 5,102,164				
a Applied to 2011, but not more than line 2a			4,519,058	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				583,106
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				4,253,175
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
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. . . .				0
c Excess from 2010. . . .				0
d Excess from 2011. . . .				0
e Excess from 2012. . . .				0

Part XIV Private Operating Foundations (see 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 2012, 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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

CATHY HUBAND
106 W FINNEY AVENUE
SUFFOLK, VA 23434
(757) 539-8810

b

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

GRANT SEEKERS MUST SUBMIT THE REQUEST FOR PROJECT SUPPORT AND CONDITIONS OF GRANT FORM. IN ADDITION, 1. IRS DETERMINATION LETTER OR A WRITTEN DOCUMENT CERTIFYING TAX EXEMPT STATUS, 2. BIOGRAPHICAL PROFILE OF KEY STAFF, 3. ANNUAL REPORT, IF AVAILABLE, 4. DETAILED ANNUAL BUDGET.

c

Any submission deadlines

RENEWALS - JANUARY 15 & JULY 15 OF EACH YEAR. GRANTS - JANUARY 15 & JULY 15 OF EACH YEAR.

d

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

RESTRICTIONS - LOBBYING OR POLITICAL PROGRAMS OR EVENTS - ACTIVITIES THAT EXCLUSIVELY BENEFIT THE MEMBERS OF SECTARIAN OR RELIGIOUS ORGANIZATIONS - ORGANIZATIONS THAT DISCRIMINATE BY RACE, COLOR, CREED, GENDER OR NATIONAL ORIGIN - BIOMEDICAL, CLINICAL OR EDUCATIONAL RESEARCH - INDIVIDUAL SCHOLARSHIPS - DIRECT SUPPORT TO ENDOWMENTS - FUNDING THAT SUPPLANTS EXISTING SOURCES OF SUPPORT - INDIVIDUALS, INCLUDING PATIENT ASSISTANCE FUNDS - ANNUAL FUND DRIVES - PROJECTS OUTSIDE OF THE FOUNDATION'S SERVICE AREA - MEETINGS AND CONFERENCES, UNLESS THEY ARE ESSENTIAL TO A LARGER PROJECT - DIRECT FUNDING FOR MEDICAL OR SOCIAL SERVICES THAT ARE ALREADY FUNDED THROUGH EXISTING THIRD-PARTY REIMBURSEMENT SOURCES.

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 See Additional Data Table				
Total			3a	4,136,138
b Approved for future payment See Additional Data Table				
Total			3b	946,338

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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?		Yes	No
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.			

[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

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.

 Signature of officer or trustee 2013-11-07 Date  Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	Firm's name ▶	KPMG LLP		Firm's EIN ▶	
	Firm's address ▶	1676 International Drive McLean, VA 22102		Phone no (703) 286-8000	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
WINSTON HEDGED EQUITY FD		2011-10-21	2012-07-02
WINSTON HEDGED EQUITY FD		2011-10-21	2012-07-02
KYLIN		2010-04-01	2012-12-31
FIDUCIARY MANAGEMENT			
BARES MICRO-CAP			
BARES SMALL -CAP			
SHAPIRO			
CAPITAL COUNSEL			
HIGHCLERE INTERNATIONAL INVESTORS			
SANDERSON			
REGIMENT			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
212,528		213,821	-1,293
48,080		48,080	
3,304,473		3,000,000	304,473
5,089,526		4,027,854	1,061,672
394,807		485,165	-90,358
2,103,636		2,100,257	3,379
6,178,425		5,583,093	595,332
10,691,368		9,906,654	784,714
77,395		56,259	21,136
59,387		48,513	10,874
462,892		462,892	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1,293
			304,473
			1,061,672
			-90,358
			3,379
			595,332
			784,714
			21,136
			10,874

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
GEORGE Y BIRDSONG	CHAIRMAN 1 0	0	0	496
1514 HOLLAND ROAD SUITE 104 Suffolk, VA 23434				
J SAMUEL GLASSCOCK	VICE CHAIRMAN 1 0	0	0	496
1514 Holland Road Suite 104 Suffolk, VA 23434				
ROBERT M HAYES	SECRETARY 1 0	0	0	496
1514 Holland Road Suite 104 Suffolk, VA 23434				
GINA PITRONE	EXECUTIVE DIRECTOR 40 0	159,342	23,575	496
1514 Holland Road Suite 104 Suffolk, VA 23434				
MICHAEL K BRINKLEY	DIRECTOR OF FINANCE 22 5	65,183	3,259	496
1514 Holland Road Suite 104 Suffolk, VA 23434				
FRANK A SPADY III	TREASURER 1 0	0	0	496
1514 Holland Road Suite 104 Suffolk, VA 23434				
RICHARD F BARRY III	BOARD OF DIRECTORS 1 0	0	0	496
106 W FINNEY AVENUE SUFFOLK, VA 23434				
ROBERT C CLAUD	BOARD OF DIRECTORS 1 0	0	0	496
106 W FINNEY AVENUE SUFFOLK, VA 23434				
JEFFREY D FORMAN MD	BOARD OF DIRECTORS 1 0	0	0	496
106 W FINNEY AVENUE SUFFOLK, VA 23434				
WILLIAM G JACKSON MD	BOARD OF DIRECTORS 1 0	0	0	496
106 W FINNEY AVENUE SUFFOLK, VA 23434				
DR DOUGLAS C NAISMITH	BOARD OF DIRECTORS 1 0	0	0	496
106 W FINNEY AVENUE SUFFOLK, VA 23434				
B J WILLIE	BOARD OF DIRECTORS 1 0	0	0	496
106 W FINNEY AVENUE SUFFOLK, VA 23434				
LULA B HOLLAND	BOARD OF DIRECTORS 1 0	0	0	496
106 W FINNEY AVENUE SUFFOLK, VA 23434				
HAROLD U BLYTHE	BOARD OF DIRECTORS 1 0	0	0	496
106 W FINNEY AVENUE SUFFOLK, VA 23434				

Form 990PF Part XV Line 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				
Access Partnership P O Box 41093 Norfolk,VA 23451		501(c)(3) Pub Charit	To provide low-income, uninsured residents in Western Tidewater with expanded access to diagnostic and specialty medical services	26,047
Albemarle Health 1144 North Road Elizabeth City,NC 27909		501(c)(3) Pub Charit	To acquire and implement an Electronic Health Record and Payment Management system to improve clinical quality and safety of patients	35,551
Albemarle Health 1144 North Road Elizabeth City,NC 27909		501(c)(3) Pub Charit	To conduct a school-based healthy lifestyle program based on exercise and nutrition education for Gates County students and school employees	35,957
Albemarle Regional Health Services P O Box 189 Elizabeth City,NC 27909		501(c)(3) Pub Charit	To implement a comprehensive diabetes plan in Gates County, North Carolina	22,500
American Diabetes Association 870 Greenbrier Circle Suite 404 Chesapeake,VA 23320		501(c)(3) Pub Charit	To train ambassadors in African American congregations to raise awareness of diabetes and stress the importance of early detection, disease management, and health risk factors	13,856
American Diabetes Association 870 Greenbrier Circle Suite 404 Chesapeake,VA 23320		501(c)(3) Pub Charit	To train ambassadors in high health-risk congregations to raise awareness of diabetes and stress the importance of early detection, disease management and health risk factors	10,500
American Diabetes Association 870 Greenbrier Circle Suite 404 Chesapeake,VA 23320		501(c)(3) Pub Charit	Sponsorship of the Cuisine for the Cure and the Tour de Cure both of which raise crucial funds for the American Diabetes Association and promote awareness for this potentially deadly disease	5,000
Association of Fundraising Professionals VA Hampt P O Box 2338 Norfolk,VA 23502		501(c)(3) Pub Charit	To sponsor the Hampton Roads Chapter 2012 National Philanthropy Day awards luncheon recognizing excellence in philanthropy	500
Bon Secours Maryview Foundation 100 Kingsley Lane Suite 204 Norfolk,VA 23505		501(c)(3) Pub Charit	To provide consistent, free, primary healthcare to the medically underserved patients using the mobile Care-A-Van	75,000
Bon Secours Maryview Foundation 100 Kingsley Lane Suite 204 Norfolk,VA 23505		501(c)(3) Pub Charit	To provide free, mobile medical services to medically underserved in Western Tidewater	56,250
ACCESS AIDS 222 West 21st St Suite F-308 Norfolk,VA 23517		501(c)(3) Pub Charit	To expand rapid-HIV testing and education to Suffolk, Franklin and Isle of Wight County residents	20,039
Voices for Kids CASA Program P O Box 80 Isle of Wight,VA 23397		501(c)(3) Pub Charit	For program expansion to serve and advocate for children involved in Suffolk juvenile courts due to neglect and abuse	38,642
Catholic Charities of Eastern Virginia 5361 Virginia Beach Blvd Virginia Beach,VA 23462		501(c)(3) Pub Charit	To enroll uninsured pregnant women, and families of children who do not have health insurance in FAMIS	8,695
Catholic Charities of Eastern Virginia 5361 Virginia Beach Blvd Virginia Beach,VA 23462		501(c)(3) Pub Charit	To provide Life Coaches in Sentara Obici Hospital's Emergency Room to help uninsured or underinsured patients secure primary care services and other resources	30,469
Catholic Charities of Eastern Virginia 5361 Virginia Beach Blvd Virginia Beach,VA 23462		501(c)(3) Pub Charit	To provide Life Coaches in Sentara Obici Hospital's Emergency Room to help uninsured or underinsured patients secure primary care services or other resources	17,854

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Cerebral Palsy of Virginia 5825 Arrowhead Drive Suite 201 Virginia Beach, VA 23462		501(c)(3) Pub Charit	To provide support so that primary caregivers may enjoy a meal, entertainment and time away from the daily stress of caring for family member(s) with disabilities	3,000
The Children's Center 700 Campbell Ave Franklin, VA 23851		501(c)(3) Pub Charit	To renovate and expand the current Suffolk facility to allow an increase in the number of children served	25,000
The Children's Center 700 Campbell Ave Franklin, VA 23851		501(c)(3) Pub Charit	Grantee staff training for three classes	205
The Children's Center 700 Campbell Ave Franklin, VA 23851		501(c)(3) Pub Charit	To purchase a passenger van to transport special needs children and for in-home therapy visits	40,000
The Children's Center 700 Campbell Ave Franklin, VA 23851		501(c)(3) Pub Charit	To support the purchase of a building for the Head Start program in Suffolk	50,000
The Children's Center 700 Campbell Ave Franklin, VA 23851		501(c)(3) Pub Charit	To support renovation in Courtland for the Head Start program	50,000
CHKD 601 Childrens Lane Norfolk, VA 23507		501(c)(3) Pub Charit	To implement a clinical approach to reduce obesity among Western Tidewater and Gates County children who have been diagnosed with obesity and another chronic diseases	3,271
Chuckatuck Volunteer Fire Department Inc 300 Kings Highway Suffolk, VA 23432		501(c)(3) Pub Charit	To purchase TIC (thermal imagine camera) equipment for the new Chuckatuck Volunteer Fire Department engine	1,500
City of Suffolk PO Box 1858 Suffolk, VA 23439		501(c)(3) Pub Charit	To provide adults and youth with increased physical activity and better nutrition using the Get Up and Get Out program	12,717
City of Suffolk PO Box 1858 Suffolk, VA 23439		501(c)(3) Pub Charit	To purchase state of the art cardio and strenth training equipment for the Whaleyville Community Center where citizens in both southern Suffolk and Gates County, NC, may have access for health improvement through fitness and exercise	250,000
Sentara Louise Obici Memorial Hospital 2800 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	To develop and implement a hospital-based, universal risk screening during pregnancy or at birth that connects new parents with appropriate community resources	54,913
Sentara Louise Obici Memorial Hospital 2800 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	To provide uninsured patients with case management services that improve self care disease management skills from the hospital to home	37,500
Sentara Louise Obici Memorial Hospital 2800 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	To provide uninsured patients with case management services that improve self-care disease management skills from hospital to home	28,125
Sentara Louise Obici Memorial Hospital 2800 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	Bravo Breakfast award for the Community Outreach Program	5,000
Cover 3 Foundation P O Box 456 Franklin, VA 23851		501(c)(3) Pub Charit	To support an after-school and summer feeding program for at-risk and low-income children	7,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Cover 3 Foundation P O Box 456 Franklin, VA 23851		501(c)(3) Pub Charit	To purchase a refrigerated van which will allow for increased meal delivery to further distances in a safe manner	35,000
Eastern Virginia Medical School PO Box 1980 Norfolk, VA 235011980		501(c)(3) Pub Charit	To raise awareness and reduce the risk of diabetes by educating physicians, conducting screenings and implementing a telephonic care management plan to patients referred	5,457
Eastern Virginia Medical School PO Box 1980 Norfolk, VA 235011980		501(c)(3) Pub Charit	To increase the number of medical encounters at the Western Tidewater Free Clinic by scheduling family medicine residents, third-year medical students and an attending physician	54,666
Eastern Virginia Medical School PO Box 1980 Norfolk, VA 235011980		501(c)(3) Pub Charit	To raise awareness and reduce the risk of diabetes by educating physicians, conducting screenings and implementing a telephonic care management plan	119,259
Eastern Virginia Medical School Foundation PO Box 5 Norfolk, VA 23501		501(c)(3) Pub Charit	To provide loan forgiveness for two underrepresented minority physicians who will work in the Foundation's service area	25,000
Foodbank of Southeastern Virginia PO Box 1940 Norfolk, VA 23501		501(c)(3) Pub Charit	To renovate and expand the storage facility to increase food distribution	12,500
Foodbank of Southeastern Virginia PO Box 1940 Norfolk, VA 23501		501(c)(3) Pub Charit	To provide free food with high nutritional value from the Foodbank's Suffolk Mobile Pantry for diabetic clients	25,000
ForKids Inc PO Box 6044 Norfolk, VA 23508		501(c)(3) Pub Charit	To offer behavioral health screenings, referral to care, and transportation to services for newly id entified homeless adults and children	3,355
ForKids Inc PO Box 6044 Norfolk, VA 23508		501(c)(3) Pub Charit	To connect homeless families with emergency shelter, rapid re-housing, insurance and healthcare services	37,500
ForKids Inc PO Box 6044 Norfolk, VA 23508		501(c)(3) Pub Charit	To expand homeless prevention and permanent supportive housing programming in Western Tidewater and to provide medical case management services	12,500
ForKids Inc PO Box 6044 Norfolk, VA 23508		501(c)(3) Pub Charit	To assist families needing short-term shelter in western Tidewater	5,000
ForKids Inc PO Box 6044 Norfolk, VA 23508		501(c)(3) Pub Charit	To improve access to medical and mental health services for homeless families	28,125
Franklin-Southampton Area United Way P O Box 366 Franklin, VA 23851		501(c)(3) Pub Charit	To support agencies providing community services to individuals during the winter holidays	500
The Genieve Shelter 157 N Main St 2nd Floor Ste R3 Suffolk, VA 23434		501(c)(3) Pub Charit	To support the "Ride Against Domestic Violence" Fundraising event	500
Girl Scout Council of the Colonial Coast 912 Cedar Rd Chesapeake, VA 23322		501(c)(3) Pub Charit	To celebrate the Girl Scouts' 100th anniversary Funds awarded will be used to update the outdoor ad venture activities	5,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Girls on the Run of South Hampton Roads 4101 Granby Street 208 Norfolk, VA 23504		501(c)(3) Pub Charit	To support the "Girls on the Run" program and cuiculum which helps to fight obesity in young girls ages 8 - 12 in Suffolk elementary schools	5,000
Isle of Wight Christian Outreach Program P O Box 253 Smithfield, VA 23431		501(c)(3) Pub Charit	To provide basic dental healthcare access to the uninsured elderly in the Isle of Wight area, most of whom are at or below the poverty level	13,950
Isle of Wight Parks and Recreation 13036 Nike Park Rd Carrollton, VA 23314		501(c)(3) Pub Charit	For placement of directional and informational signs, as part of Isle of Wight County's Bike and Pedestrian Master Plan, at Great Springs, Waterworks, Orbit, Turner Drive and Mill Swamp Roads	3,943
James L Camp Jr Family YMCA 300 Crescent Dr Franklin, VA 23851		501(c)(3) Pub Charit	For an ADA compliant portable pool lift which will provide pool access for disabled residents in need of aqua therapy	10,000
Lions Club International District 24-D 2357 Haversham Close Virginia Beach, VA 23454		501(c)(3) Pub Charit	Funds to expand the children's vision screening program in Western Tidewater	14,000
Mother Seton House Inc 3333 Virginia Beach Blvd Ste 28 Virginia Beach, VA 23452		501(c)(3) Pub Charit	To develop a plan for housing and supportive services for youth who have no resources through family or extended family	7,500
Nansemond-Suffolk Academy 3373 Pruden Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	To develop a "kid-to-kid" social marketing obesity prevention awareness campaign	24,764
Norfolk State University Office of Sponsored Progr 700 Park Avenue Norfolk, VA 235048060		501(c)(3) Pub Charit	For a program to educate and prevent pediatric obesity through interaction with parents, grandparents and caretakers of children	10,000
North Gates United Methodist Charge Mobile Food Pa P O Box 38 Gates, NC 27937		501(c)(3) Pub Charit	To support the Mobile Food Pantry distribution of an estimated 5,000 pounds of food to the hungry residents of Gates County on the third Thursday of each month	2,000
Obici Cardiac Nurses' Walking Club 2800 Godwin Boulevard Suffolk, VA 23434		501(c)(3) Pub Charit	To support the Suffolk Heart Walk and Health Fair, coordinated by the Sentara Cardiac Nurses' Walking Club at the Suffolk YMCA	500
Patient Advocate Foundation 421 Butler Farm Road Hampton, VA 23666		501(c)(3) Pub Charit	To increase access to healthcare through patient education and healthcare assistance resources	8,365
Paul D Camp Community College PO Box 737 Franklin, VA 23851		501(c)(3) Pub Charit	To expand laboratory training equipment in the Nursing and Allied Health Program (Suffolk campus) and increase the number of students graduating	55,293
Paul D Camp Community College PO Box 737 Franklin, VA 23851		501(c)(3) Pub Charit	To support the required immunizations and screenings for health care students who cannot afford to pay These immunizations are required for students to have clinical experiences at the agencies and meet course requirements	5,000
Peninsula Institute for Community Health 1033 28th St 2nd Floor Newport News, VA 23607		501(c)(3) Pub Charit	To provide basic dental services for children and adults	15,000
Peninsula Institute for Community Health 1033 28th St 2nd Floor Newport News, VA 23607		501(c)(3) Pub Charit	To screen and identify undiagnosed diabetics and provide clinical learning groups that help patients treat and manage the disease	10,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Peninsula Institute for Community Health 1033 28th St 2nd Floor Newport News,VA 23607		501(c)(3) Pub Charit	To provide access to clinical intervention/ primary care services for the diagnosis and management of diabetes and oral health	225,000
The Planning Council 5365 Robin Hood Road Suite 700 Norfolk,VA 23513		501(c)(3) Pub Charit	To prevent and address obesity among children with in private childcare settings and before/after school programs across Western Tidewater	76,643
The Planning Council 5365 Robin Hood Road Suite 700 Norfolk,VA 23513		501(c)(3) Pub Charit	To coordinate the homelessness continuum of care process, which includes the management of housing, healthcare and support services	8,024
Recovery for LifeRecovery for the City Internati 3419 B6 Virginia Beach Blvd Virginia Beach,VA 23452		501(c)(3) Pub Charit	To fund faith based meetings that provide substance abuse education and prevention	5,000
The Rensselaerville Institute 2 Oakwood Place Delmar,NY 12054		501(c)(3) Pub Charit	To define, track, achieve, communicate and improve results over the life of the Healthy people/Healthy Suffolk initiative	67,500
Roanoke Chowan Community Health Center 113 B Hertford County High Rd Ahoskie,NC 27910		501(c)(3) Pub Charit	Bravo Breakfast award for the Telehealth program	5,000
RX Partnership 2924 Emerywood Pkwy Suite 300 Richmond,VA 23294		501(c)(3) Pub Charit	To provide free prescription medication and low- cost supplies to low-income, uninsured residents served by the Western Tidewater Free Clinic	7,500
RX Partnership 2924 Emerywood Pkwy Suite 300 Richmond,VA 23294		501(c)(3) Pub Charit	To provide free prescription medication and low- cost supplies to low-income, uninsured residents served by Western Tidewater Free Clinic	7,500
Senior Services of Southeastern Virginia 6350 Center Dr Suite 101 Norfolk,VA 23502		501(c)(3) Pub Charit	To provide community education, counseling and assistance to enroll seniors in Medicare and Medicaid benefits and other community resources for healthcare and prescription drug coverage	10,001
Senior Services of Southeastern Virginia 6350 Center Dr Suite 101 Norfolk,VA 23502		501(c)(3) Pub Charit	To conduct a Transportation Needs Assessment and develop a Public Transportation Plan for (WHO?) in the Cities of Suffolk and Franklin and the Counties of Isle of Wight and Southampton	44,643
Senior Services of Southeastern Virginia 6350 Center Dr Suite 101 Norfolk,VA 23502		501(c)(3) Pub Charit	To expand the MedCare Access program by training volunteer benefit counselors	67,509
Senior Services of Southeastern Virginia 6350 Center Dr Suite 101 Norfolk,VA 23502		501(c)(3) Pub Charit	Support of the I-Ride program which includes service for seniors and persons with disabilities to access healthcare, legal services, employment and grocery shopping	22,329
Smart Beginnings Western Tidewater 601 North Mechanic Street Suite 20 Franklin,VA 23851		501(c)(3) Pub Charit	To increase the number of Western Tidewater children enrolled in FAMIS	16,000
Smart Beginnings Western Tidewater 601 North Mechanic Street Suite 20 Franklin,VA 23851		501(c)(3) Pub Charit	To increase the number of Western Tidewater children enrolled in FAMIS	16,000
Suffolk Department of Social Services 135 Hall Avenue Suffolk,VA 23434		501(c)(3) Pub Charit	To increase the enrollment of children and families in Medicaid and FAMIS	13,960

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Suffolk Department of Social Services 135 Hall Avenue Suffolk, VA 23434		501(c)(3) Pub Charit	To increase the number of children and families enrolled in Medicaid and FAMIS	23,008
Suffolk Family YMCA 2769 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	To increase cardiovascular fitness, physical strength, and life skills for youth participating in an after-school jump rope program	37,500
Suffolk Family YMCA 2769 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	To increase cardiovascular fitness, physical strength and life skills for youth participating in an after-school jump rope program	20,625
Suffolk Family YMCA 2769 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	Bravo Breakfast award for the Y-Change program	5,000
Suffolk Meals on Wheels 2800 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	To provide nutritious meal delivery to seniors and the disabled residents who are homebound, home alone and in financial need	10,427
Suffolk Meals on Wheels 2800 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	To provide meal delivery to senior and disabled recipients who are homebound and/or home alone in Suffolk and Isle of Wight Region	69,152
Suffolk Partnership for a Healthy Community 1707 N Main Street Suffolk, VA 23434		501(c)(3) Pub Charit	To develop a 10-year community wellness plan that promotes active lifestyles, access to healthy foods, neighborhood engagement and implementation	43,800
Suffolk Partnership for a Healthy Community 1707 N Main Street Suffolk, VA 23434		501(c)(3) Pub Charit	For continued support of the Partnership and program expansion of Suffolk Community and Learning Gardens, Suffolk on the Move, and Healthy Moves for Suffolk Youth, all in an effort to reduce obesity	167,490
Suffolk Partnership for a Healthy Community 1707 N Main Street Suffolk, VA 23434		501(c)(3) Pub Charit	To implement The Positive Lifestyle Commitment Program, an individual, comprehensive wellness care management program in Suffolk	16,150
Suffolk Partnership for a Healthy Community 1707 N Main Street Suffolk, VA 23434		501(c)(3) Pub Charit	To implement an individualized, comprehensive wellness care management program in Suffolk	12,112
Suffolk Partnership for a Healthy Community 1707 N Main Street Suffolk, VA 23434		501(c)(3) Pub Charit	To develop a comprehensive plan encouraging active lifestyles for Suffolk citizens that includes community engagement, environmental change and measurable outcomes	21,900
Suffolk Project Lifesaver Search and Rescue 300 Kings Fork Road Suffolk, VA 23434		501(c)(3) Pub Charit	To fund a rescue program with the purchase of transmitters, batteries and bracelets for tracking alzheimer and autistic patients who wander	2,500
Suffolk Public Schools PO Box 1549 Suffolk, VA 23434		501(c)(3) Pub Charit	To provide a wellness coach for teachers and students to incorporate exercise and nutritional inform ation into daily core curriculum	35,118
Suffolk Public Schools PO Box 1549 Suffolk, VA 23434		501(c)(3) Pub Charit	To develop a comprehensive health plan, implement After-School Challenge Clubs focused on obesity prevention, and establish salad bars in cafeterias for better nutrition	100,877
Suffolk Public Schools PO Box 1549 Suffolk, VA 23434		501(c)(3) Pub Charit	To assist with the completion funding of the School of Licensed Practical Nursing's LPN program through February 2013	25,000

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a <i>Paid during the year</i>				
Suffolk Public Schools PO Box 1549 Suffolk, VA 23434		501(c)(3) Pub Charit	To develop and implement After-School Challenge Clubs focused on obesity prevention and to establish salad bars in cafeterias for better nutrition	75,000
Suffolk Rotary Club PO Box 1972 Suffolk, VA 23439		501(c)(3) Pub Charit	Platinum Sponsorship of the 2013 Suffolk Rotary First Citizen Reception	1,000
Suffolk Salvation Army Corps 400 Bank St Suffolk, VA 23434		501(c)(3) Pub Charit	To help build a facility where children and older adults can exercise, learn about nutrition and access other programs and resources	25,000
Suffolk Salvation Army Corps 400 Bank St Suffolk, VA 23434		501(c)(3) Pub Charit	To provide low-income persons with improved access to their doctors, hospitals and pharmacies	7,500
Surry Area Free Clinic PO Box 32 Surry, VA 23883		501(c)(3) Pub Charit	To expand services and provide new construction for the Surry Free Clinic	8,630
Town of Smithfield P O Box 246 Smithfield, VA 23431		501(c)(3) Pub Charit	To develop a community wellness plan in the Town of Smithfield to promote healthy lifestyles and encourage activities at Windsor Castle Park	7,775
Town of Smithfield P O Box 246 Smithfield, VA 23431		501(c)(3) Pub Charit	To implement the Town of Smithfield community wellness initiative, Smithfield on the Move This culture-based plan includes broad-based education, marketing, infrastructure and programs that promote healthy nutritional choices while encouraging ongoing physical activity to combat and prevent obesity in both children and adults	12,500
The Up Center 222 W 19th St Norfolk, VA 23517		501(c)(3) Pub Charit	To offer telemental health counseling services for fatherhood development, anger management and autistic children and their parents	23,250
The Up Center 222 W 19th St Norfolk, VA 23517		501(c)(3) Pub Charit	To offer telemental health counseling services for fatherhood development, anger management and autistic children and their parents	5,812
The Up Center 222 W 19th St Norfolk, VA 23517		501(c)(3) Pub Charit	To expand trauma-informed-care groups for who have experienced trauma, to implement trauma-informed groups for children and adolescents based on best-practice concepts, and to educate human service providers in Trauma-Informed-Care techniques	119,048
The Up Center 222 W 19th St Norfolk, VA 23517		501(c)(3) Pub Charit	Grantee staff training for one class	85
The Up Center 222 W 19th St Norfolk, VA 23517		501(c)(3) Pub Charit	To sponsor the Trauma Informed Care conference	5,000
Virginia Association of Free and Charitable Clinic PO Box 35720 North Chesterfield, VA 23236		501(c)(3) Pub Charit	To provide funding so that free clinics may transition into Electronic Health Records keeping	5,000
Virginia Commonwealth University PO Box 980566 Richmond, VA 23298		501(c)(3) Pub Charit	To increase the number of underrepresented minorities and low-income students working as dentists in underserved areas through health advisor workshops, a four-week summer program and a loan forgiveness program	61,201
Virginia Diabetes Council 2618 Iron Forge Road Herndon, VA 20171		501(c)(3) Pub Charit	To provide an evidence-based, self-management program for type 2 diabetics and promote healthy dining choices and active lifestyles	15,469

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a <i>Paid during the year</i>				
Virginia Diabetes Council 2618 Iron Forge Road Herndon,VA 20171		501(c)(3) Pub Charit	To provide an evidence-based, self-management program for Type 2 diabetics and promote healthy dining choices and active lifestyles	11,900
Virginia Legal Aid Society PO Box 6200 Lynchburg,VA 24505		501(c)(3) Pub Charit	To help individuals with complicated disability cases navigate the application process to secure Medicaid or Medicare	37,500
Virginia Legal Aid Society PO Box 6200 Lynchburg,VA 24505		501(c)(3) Pub Charit	To help eligible, disabled clients obtain Medicaid and/or Medicare coverage	37,500
Virginia Poverty Law Center 700 East Main Street Suite 1410 Richmond,VA 23219		501(c)(3) Pub Charit	Speaker honorarium to support the Virginia Poverty Law Center's (VPLC) coordination efforts to seek justice in civil legal matters for lower income Virginians	2,000
Virginia Supportive Housing P O Box 8585 Richmond,VA 23226		501(c)(3) Pub Charit	To provide medical and mental health services to disabled persons residing in permanent supportive housing	7,500
VOLUNTEER Hampton Roads 400 West Olney Road Suite B Norfolk,VA 23507		501(c)(3) Pub Charit	To support the Hampton Roads Institute for Nonprofit Leadership conference which brings together local nonprofits with national caliber speakers to offer information on the nonprofit sector and to assist in capacity building	2,500
VOLUNTEER Hampton Roads 400 West Olney Road Suite B Norfolk,VA 23507		501(c)(3) Pub Charit	To sponsor the Corporate Volunteer Excellence Awards event and fundraiser	2,500
Western Tidewater Community Services Board 5268 Godwin Blvd Suffolk,VA 23434		501(c)(3) Pub Charit	To establish Western Tidewater's first outpatient medical detoxification program, providing daily testing, counseling, support and referral services to substance abusers	100,000
Western Tidewater Community Services Board 5268 Godwin Blvd Suffolk,VA 23434		501(c)(3) Pub Charit	For on-site security services 6 hours per day, 7 days per week for 6 months in the Outpatient Medical Detox Program	39,312
Western Tidewater Community Services Board 5268 Godwin Blvd Suffolk,VA 23434		501(c)(3) Pub Charit	For additional weekly outpatient pediatric counseling and psychiatry in Western Tidewater	135,000
Western Tidewater Community Services Board 5268 Godwin Blvd Suffolk,VA 23434		501(c)(3) Pub Charit	For a Licensed Practical Nurse to provide medical care monitoring and intervention for participants with severe/profound intellectual disabilities and physical disabilities in the Day Support programs	36,747
Western Tidewater Community Services Board 5268 Godwin Blvd Suffolk,VA 23434		501(c)(3) Pub Charit	To establish Western Tidewater's first outpatient medical detoxification program that provides daily testing, counseling, support and referral services to substance abusers	50,000
Western Tidewater Community Services Board 5268 Godwin Blvd Suffolk,VA 23434		501(c)(3) Pub Charit	To sponsor the "Walk for Recovery" event and celebration in recognition of National Recovery Month	455
Western Tidewater Community Services Board 5268 Godwin Blvd Suffolk,VA 23434		501(c)(3) Pub Charit	Support for technology of telemedicine to link crisis services for children, adolescents and adults to local law enforcement agencies and hospitals	40,000
Western Tidewater Free Clinic 2019 Meade Parkway Suffolk,VA 23434		501(c)(3) Pub Charit	To establish an in-house pharmacy that will increase and improve access to prescription medications	4,779

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a <i>Paid during the year</i>				
Western Tidewater Free Clinic 2019 Meade Parkway Suffolk, VA 23434		501(c)(3) Pub Charit	To improve patient access to medical and dental care	25,000
Western Tidewater Free Clinic 2019 Meade Parkway Suffolk, VA 23434		501(c)(3) Pub Charit	To provide operational support for medical care and chronic disease management of uninsured patients	206,635
Western Tidewater Free Clinic 2019 Meade Parkway Suffolk, VA 23434		501(c)(3) Pub Charit	To provide operational support for medical care and chronic disease management of uninsured patients	225,000
Western Tidewater Free Clinic 2019 Meade Parkway Suffolk, VA 23434		501(c)(3) Pub Charit	To support the celebration of the clinic's fifth year anniversary and recognition event	750
Western Tidewater Free Clinic 2019 Meade Parkway Suffolk, VA 23434		501(c)(3) Pub Charit	Grantee staff training reimbursement for the Larell One-Step denture procedure class	300
Western Tidewater Free Clinic 2019 Meade Parkway Suffolk, VA 23434		501(c)(3) Pub Charit	Funding for a new computer server and medical equipment	25,000
Western Tidewater Health District 135 Hall Ave Suite A Suffolk, VA 234344654		501(c)(3) Pub Charit	To implement a national model - the Nurse Family Partnership program - to improve prenatal health, child health and development though age two in Franklin City and Isle of Wight County	19,156
Western Tidewater Health District 135 Hall Ave Suite A Suffolk, VA 234344654		501(c)(3) Pub Charit	A Dental Health Promotion Project To improve the oral health of children in Isle of Wight County, City of Franklin and Southampton County by improving the Medicaid/FAMIS utilization rate	20,798
Western Tidewater Health District 135 Hall Ave Suite A Suffolk, VA 234344654		501(c)(3) Pub Charit	To support the needed repairs for the dental van used for the promotion of oral health and preventive services in the Isle of Wight community	5,000
Western Tidewater Health District 135 Hall Ave Suite A Suffolk, VA 234344654		501(c)(3) Pub Charit	To provide underinsured and uninsured diabetics with one-on-one chronic disease case management services	20,000
YMCA of South Hampton Roads 250 W Brambleton Ave Suite 100 Norfolk, VA 23510		501(c)(3) Pub Charit	To construct a regional swimming pool that will provide children with exercise, safety training and healthy group activities at the Y's Camp Arrowhead	5,000
Total  3a				4,136,138

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Albemarle Regional Health ServicesP O Box 189 Elizabeth City, NC 27909		501(c)(3) Pub Charit	To implement a comprehensive diabetes plan in Gates County, North Carolina	2,500
American Diabetes Association870 Greenbrier Circle Suite 404 Chesapeake, VA 23320		501(c)(3) Pub Charit	To train ambassadors in high health-risk congregations to raise awareness of diabetes and stress the importance of early detection, disease management and health risk factors	10,500
Bon Secours Maryview Foundation100 Kingsley Lane Suite 204 Norfolk, VA 23505		501(c)(3) Pub Charit	To provide free, mobile medical services to medically underserved in Western Tidewater	56,250
Catholic Charities of Eastern Virginia5361 Virginia Beach Blvd Virginia Beach, VA 23462		501(c)(3) Pub Charit	To provide Life Coaches in Sentara Obici Hospitals Emergency Room to help uninsured or underinsured patients secure primary care services or other resources	17,855
City of SuffolkPO Box 1858 Suffolk, VA 23439		501(c)(3) Pub Charit	To provide adults and youth with increased physical activity and better nutrition using the Get Up and Get Out program	3,179
Cover 3 FoundationP O Box 456 Franklin, VA 23851		501(c)(3) Pub Charit	To support an after-school and summer feeding program for at-risk and low-income children	7,500
Eastern Virginia Medical SchoolPO Box 1980 Norfolk, VA 235011980		501(c)(3) Pub Charit	To increase the number of medical encounters at the Western Tidewater Free Clinic by scheduling family medicine residents, third-year medical students and an attending physician	1,584
Eastern Virginia Medical SchoolPO Box 1980 Norfolk, VA 235011980		501(c)(3) Pub Charit	To raise awareness and reduce the risk of diabetes by educating physicians, conducting screenings and implementing a telephonic care management plan	17,741
Foodbank of Southeastern VirginiaPO Box 1940 Norfolk, VA 23501		501(c)(3) Pub Charit	To provide free food with high nutritional value from the Foodbank's Suffolk Mobile Pantry for diabetic clients	25,000
ForKids IncPO Box 6044 Norfolk, VA 23508		501(c)(3) Pub Charit	To expand homeless prevention and permanent supportive housing programming in Western Tidewater and to provide medical case management services	12,500
ForKids IncPO Box 6044 Norfolk, VA 23508		501(c)(3) Pub Charit	To improve access to medical and mental health services for homeless families	28,125
Isle of Wight Christian Outreach ProgramP O Box 253 Smithfield, VA 23431		501(c)(3) Pub Charit	To provide basic dental healthcare access to the uninsured elderly in the Isle of Wight area, most of whom are at or below the poverty level	1,550
Nansemond-Suffolk Academy3373 Pruden Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	To develop a "kid-to-kid" social marketing obesity prevention awareness campaign	2,752
Norfolk State UniversityMcDemmond Center Suite 601 Norfolk, VA 235048060		501(c)(3) Pub Charit	For a program to educate and prevent pediatric obesity through interaction with parents, grandparents and caretakers of children	10,000
Peninsula Institute for Community Health1033 28th St 2nd Floor Newport News, VA 23607		501(c)(3) Pub Charit	To provide access to clinical intervention/primary care services for the diagnosis and management of diabetes and oral health	25,000
RX Partnership2924 Emerywood Pkwy Suite 300 Richmond, VA 23294		501(c)(3) Pub Charit	To provide free prescription medication and low-cost supplies to low-income, uninsured residents served by Western Tidewater Free Clinic	7,500
Senior Services of Southeastern Virginia6350 Center Dr Suite 101 Norfolk, VA 23502		501(c)(3) Pub Charit	To expand the MedCare Access program by training volunteer benefit counselors	7,501
Sentara Louise Obici Memorial Hospital2800 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	To develop and implement a hospital-based, universal risk screening during pregnancy or at birth that connects new parents with appropriate community resources	13,728
Sentara Louise Obici Memorial Hospital2800 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	To provide uninsured patients with case management services that improve self-care disease management skills from hospital to home	28,125
Smart Beginnings Western Tidewater601 North Mechanic Street Suite 20 Franklin, VA 23851		501(c)(3) Pub Charit	To increase the number of Western Tidewater children enrolled in FAMIS	16,000
Suffolk Department of Social Services135 Hall Avenue Suffolk, VA 23434		501(c)(3) Pub Charit	To increase the number of children and families enrolled in Medicaid and FAMIS	23,007
Suffolk Family YMCA2769 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	To increase cardiovascular fitness, physical strength and life skills for youth participating in an after-school jump rope program	20,625
Suffolk Meals on Wheels2800 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	To provide meal delivery to senior and disabled recipients who are homebound and/or home alone in Suffolk and Isle of Wight Region	7,684
Suffolk Partnership for a Healthy Community1707 N Main Street Suffolk, VA 23434		501(c)(3) Pub Charit	For continued support of the Partnership and program expansion of Suffolk Community and Learning Gardens, Suffolk on the Move, and Healthy Moves for Suffolk Youth, all in an effort to reduce obesity	18,610
Suffolk Partnership for a Healthy Community1707 N Main Street Suffolk, VA 23434		501(c)(3) Pub Charit	To implement an individualized, comprehensive wellness care management program in Suffolk	12,113
Suffolk Partnership for a Healthy Community1707 N Main Street Suffolk, VA 23434		501(c)(3) Pub Charit	To develop a comprehensive plan encouraging active lifestyles for Suffolk citizens that includes community engagement, environmental change and measurable outcomes	17,520
Suffolk Partnership for a Healthy Community1707 N Main Street Suffolk, VA 23434		501(c)(3) Pub Charit	To develop a comprehensive plan encouraging active lifestyles for Suffolk citizens that includes community engagement, environmental change and measurable outcomes	4,380
Suffolk Public SchoolsPO Box 1549 Suffolk, VA 23434		501(c)(3) Pub Charit	To develop and implement After-School Challenge Clubs focused on obesity prevention and to establish salad bars in cafeterias for better nutrition	75,000
Suffolk Salvation Army Corps400 Bank St Suffolk, VA 23434		501(c)(3) Pub Charit	To provide low-income persons with improved access to their doctors, hospitals and pharmacies	7,500
The Planning Council5365 Robin Hood Road Suite 700 Norfolk, VA 23513		501(c)(3) Pub Charit	To prevent and address obesity among children within private childcare settings and before/after school programs across Western Tidewater	8,516

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b <i>Approved for future payment</i>				
The Planning Council5365 Robin Hood Road Suite 700 Norfolk, VA 23513		501(c)(3) Pub Charit	To coordinate the homelessness continuum of care process, which includes the management of housing, healthcare and support services	8,023
The Rensselaerville Institute2 Oakwood Place Delmar, NY 12054		501(c)(3) Pub Charit	To define, track, achieve, communicate and improve results over the life of the Healthy People/Healthy Suffolk initiative	7,500
The Up Center222 W 19th St Norfolk, VA 23517		501(c)(3) Pub Charit	To expand trauma-informed-care groups for adults who have experienced trauma, to implement trauma-informed groups for children and adolescents based on best-practice concepts, and to educate human service providers in Trauma-Informed-Care techniques	7,669
Town of SmithfieldP O Box 246 Smithfield, VA 23431		501(c)(3) Pub Charit	To implement the Town of Smithfield community wellness initiative, Smithfield on the Move This culture-based plan includes broad-based education, marketing, infrastructure and programs that promote healthy nutritional choices while encouraging on-going physical acctivity to combat to prevent obesity in both children and adults	12,500
Virginia Diabetes Council2618 Iron Forge Road Herndon, VA 20171		501(c)(3) Pub Charit	To provide an evidence-based, self-management program for Type 2 diabetics and promote healthy dining choices and active lifestyles	11,900
Virginia Legal Aid SocietyPO Box 6200 Lynchburg, VA 24505		501(c)(3) Pub Charit	To help eligible, disabled clients obtain Medicaid and/or Medicare coverage	37,500
Virginia Supportive HousingP O Box 8585 Richmond, VA 23226		501(c)(3) Pub Charit	To provide medical and mental health services to disabled persons residing in permanent supportive housing	7,500
Voices for Kids CASA ProgramP O Box 80 Isle of Wight, VA 23397		501(c)(3) Pub Charit	For program expansion to serve and advocate for children involved in Suffolk juvenile courts due to neglect and abuse	4,294
Western Tidewater Community Services Board5268 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	For on-site security services 6 hours per day, 7 days per week for 6 months in the Outpatient Medical Detox Program	4,368
Western Tidewater Community Services Board5268 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	For additional weekly outpatient pediatric counseling and psychiatry in Western Tidewater	15,000
Western Tidewater Community Services Board5268 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	For a Licensed Practical Nurse to provide medical care monitoring and intervention for participants with severe/profound intellectual disabilities and physical disabilities in the Day Support programs	4,083
Western Tidewater Community Services Board5268 Godwin Blvd Suffolk, VA 23434		501(c)(3) Pub Charit	To establish Western Tidewaters first outpatient medical detoxification program that provides daily testing, counseling, support and referral services to substance abusers	50,000
Western Tidewater Free Clinic2019 Meade Parkway Suffolk, VA 23434		501(c)(3) Pub Charit	To provide operational support for medical care and chronic disease management of uninsured patients	225,000
Western Tidewater Health District135 Hall Ave Suite A Suffolk, VA 234344654		501(c)(3) Pub Charit	To implement a national model - the Nurse Family Partnership program - to help improve prenatal health, child health and development through age two in Suffolk and Isle of Wight County	10,111
Western Tidewater Health District135 Hall Ave Suite A Suffolk, VA 234344654		501(c)(3) Pub Charit	To implement a national model - the Nurse Family Partnership program - to improve prenatal health, child health and development through age two in Franklin City and Isle of Wight County	28,734
Western Tidewater Health District135 Hall Ave Suite A Suffolk, VA 234344654		501(c)(3) Pub Charit	A Dental Health Promotion Project To improve the oral health of children in Isle of Wight County, City of Franklin and Southampton County by improving the Medicaid/FAMIS utilization rate	2,311
Western Tidewater Health District135 Hall Ave Suite A Suffolk, VA 234344654		501(c)(3) Pub Charit	To provide underinsured and uninsured diabetics with one-on-one chronic disease case management services	16,000
Western Tidewater Health District135 Hall Ave Suite A Suffolk, VA 234344654		501(c)(3) Pub Charit	To provide underinsured and uninsured diabetics with one-on-one chronic disease case management services	4,000
Total  3b				946,338

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No **179**

Name(s) shown on return
OBICI HEALTHCARE FOUNDATION INC

Business or activity to which this form relates
GENERAL DEPRECIATION

Identifying number

51-0249728

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$ 2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6				
6				
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ▶	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	121,700

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A			
17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	121,700
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No						24b If "Yes," is the evidence written? ☐ Yes ☐ No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2012 Accounting Fees Schedule

Name: OBICI HEALTHCARE FOUNDATION INC

EIN: 51-0249728

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX COMPLIANCE AND AUDIT SVCS	48,944			50,644

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: OBICI HEALTHCARE FOUNDATION INC
EIN: 51-0249728

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND	2010-03-01	102,507		L					
LAND-CONSTRUCTION	2010-03-01	349,632	37,999	SL		18,243			
LAND IMPR FENCE	2010-04-09	1,300	325	SL	8	163			
BRONZE SIGN	2010-04-12	3,449	459	SL	15	230			
LANDSCAPING CONTRA	2010-05-13	54,997	10,083	SL	10	5,500			
CIVIL CONSTRUCTION	2010-08-31	2,373	84	SL	45	53			
FINAL UNDERCUTTING	2010-09-01	1,524	161	SL	15	102			
REVIEW OF FINAL DR	2010-09-01	210	8	SL	45	5			
ORIGINAL CONSTRUCT	2010-03-01	1,594,184	120,737	SL		57,954			
STAIRS & CABINETS	2010-09-01	7,431	330	SL	45	165			
CONSTRUCTION ADMN	2010-09-01	4,653	163	SL	45	103			
SNOW GUARDS	2011-03-10	10,200	227	SL	45	227			
COMPUTER	2006-12-18	1,447	1,447	SL	5				
COPIER	2006-12-18	6,100	6,100	SL	5				
2 COMPUTER MONITOR	2006-12-18	3,423	3,423	SL	5				
BROTHER LASER PRIN	2006-12-18	707	707	SL	5				
COMPUTER EQUIPMENT	2006-12-18	980	980	SL	5				
3 COMPUTER MONITOR	2007-01-02	5,308	5,308	SL	5				
COMPUTER EQUIPMENT	2007-01-02	912	912	SL	5				
PHONE SYSTEM	2007-01-19	2,939	2,168	SL	7	420			
PHONES	2007-01-24	591	435	SL	7	84			
PHONE - VOICEMAIL	2007-02-14	2,601	1,921	SL	7	372			
PRINTER	2007-02-15	657	657	SL	5				
LAPTOP COMPUTER	2007-04-23	1,344	1,322	SL	5	22			
PROJECTOR	2007-04-23	1,302	1,280	SL	5	22			
GIFTS MGT SOFTWARE	2007-06-01	14,960	14,960	SL	3				
3 POWER POINT SOFT	2007-06-01	595	595	SL	3				
AVAYA PHONE- LISA	2007-07-13	435	289	SL	7	62			
2 ADOBE DREAM WEAV	2007-07-21	1,065	1,065	SL	3				
2 ADOBE CREATIVE S	2007-09-21	837	837	SL	3				

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DESKTOP COMPUTER	2008-08-06	2,066	1,549	SL	5	413			
MICROSOFT OFFICE P	2008-09-22	897	897	SL	3				
FILE ROOM SYSTEM	2008-10-03	1,300	1,300	SL	10				
DOCUMENTS MANAGER	2009-06-02	3,156	2,981	SL	3	175			
ESSENTIAL'S GIFTS	2010-01-01	13,720	10,289	SL	3	3,431			
BUILDING PROJECT	2010-03-01	52,195	13,179	SL	8	6,326			
2 HP DESKTOP COMP	2010-06-11	2,596	908	SL	5	519			
WIRELESS KEYBOARD	2010-11-05	351	99	SL	5	70			
FURNITURE	2006-12-07	5,255	4,004	SL	7	751			
CONFERENCE TABLE	2008-02-01	4,370	2,601	SL	7	624			
8 CONFERENCE CHAIR	2008-02-01	1,253	746	SL	7	179			
2 LEATHER MESH CHA	2008-08-04	713	374	SL	7	102			
DESK & FILE CABINE	2008-08-01	781	335	SL	7	112			
CONFERENCE TABLE	2010-03-01	1,750	292	SL	7	250			
DESK, FILE CABINET	2009-12-14	3,386	610	SL	7	484			
OFFICE CHAIR	2010-01-01	362	78	SL	7	52			
BUILDING PROJECT C	2010-03-01	98,435	23,446	SL	7	11,254			
SAFE	2010-07-02	582	145	SL	7	83			
OAK BASE TABLE	2010-12-20	600	107	SL	7	86			
TASK CHAIR & KEYBO	2011-01-10	543	97	SL	7	78			
LANDSCAPING-NEAR C	2011-10-03	6,008	300	SL	10	601			
LOCATION SIGN (MAI	2012-03-06	1,680	9	SL	15	112			
LANDSCAPING - MAIN	2012-03-28	4,993		SL	10	499			
CS5 SOFTWARE (3)	2011-04-06	1,832	611	SL	3	611			
HP DESKTOP COMPUTE	2011-04-20	5,291	970	SL	5	1,058			
ADOBE COTRIBUTE LI	2011-05-01	339	104	SL	3	113			
HP DESKTOP COMP	2011-08-25	1,890	221	SL	5	378			
SONIC WALL (COMPUT	2011-08-25	1,115	130	SL	5	223			
COMPUTER PROJECTOR	2011-08-26	917	107	SL	5	183			
I- PAD (& APPS)	2011-09-26	650	65	SL	5	130			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DELL DESKTOP COMPU	2012-03-26	2,800	0	SL	5	560			
COMPUTER MONITOR	2012-03-26	240	0	SL	5	48			
CHAIR (PROGRAM OFF	2011-05-12	366	48	SL	7	52			
BOOKCASE (PROGRAM	2011-07-18	224	21	SL	7	32			
TASK CHAIR (EXECUT	2011-08-01	387	37	SL	7	55			
FOUNDERS PLAQ	2011-10-01	549	39	SL	7	78			
DESK HUTCH	2012-03-19	458	0	SL	7	65			
WIRE SHELVING (3-4	2012-03-19	825	0	SL	7	118			
PRINTER STAND	2012-03-19	377	0	SL	7	54			
LATERAL FILE CABIN	2012-03-19	2,430	0	SL	7	347			
EXECUTIVE CHAIRS	2012-03-19	817	0	SL	7	117			
LANDSCAPING- CAC	2011-10-03	6,008	300	SL	10	601			
LOCATION SIGN	2012-03-06	1,680	9	SL	15	112			
LANDSCAPING-MAIN	2012-03-28	4,993		SL	10	499			
CS5 SOFTWARE (3)	2011-04-06	1,832	611	SL	3	611			
HP DESKTOP COMPUTE	2011-04-20	5,291	970	SL	5	1,058			
ADOBE COTRIBUTE LI	2011-05-01	339	104	SL	3	113			
HP DESKTOP COMPUTE	2011-08-25	1,890	221	SL	5	378			
SONIC WALL	2011-08-25	1,115	130	SL	5	223			
COMPUTER PROJECTOR	2011-08-26	917	107	SL	5	183			
I- PAD (&APPS)	2011-09-26	650	65	SL	5	130			
DELL DESKTOP COMPU	2012-03-26	2,800		SL	5	560			
COMPUTER MONITOR	2012-03-26	240		SL	5	48			
CHAIR (PROGRAM OFF	2011-05-12	366	48	SL	7	52			
BOOKCASE	2011-07-18	224	21	SL	7	32			
TASK CHAIR	2011-08-01	387	37	SL	7	55			
FOUNDERS PLAQUE	2011-10-01	549	39	SL	7	78			
DESK HUTCH	2012-03-19	458		SL	7	65			
WIRE SHELVING	2012-03-19	825		SL	7	118			
PRINTER STAND	2012-03-19	377		SL	7	54			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LATERAL FILE CABIN	2012-03-19	2,430		SL	7	347			
EXECUTIVE CHAIRS	2012-03-19	816		SL	7	117			
SOFTWARE	2007-01-02	730	730	SL	3				
SOFTWARE	2006-12-18	452	452	SL	3				
SOFTWARE	2007-03-31	849	849	DS	3				
VITEX TREES (2)	2013-01-31	680		SL	10	17			
DESK SCANNER (EXEC	2012-04-26	430		SL	5	79			
SHARP 80" TV (BOAR	2012-12-26	5,399		SL	5	270			
PRINTER, LASERJET	2013-02-05	210		SL	5	7			
ROUND TABLE (2ND F	2012-04-12	519		SL	7	74			
PADDED FOLDING CHA	2012-05-02	560		SL	7	73			
GUEST CHAIRS, ROLL	2012-05-24	2,262		SL	7	269			
GUEST CHAIRS, WOOD	2012-06-27	722		SL	7	77			
GUEST CHAIRS, WOOD	2012-05-24	2,507		SL	7	298			
CRENDENZA (ED)	2012-05-24	2,898		SL	7	345			
SOFA TABLE (PROGRA	2012-05-24	519		SL	7	62			
OPEN BOOKCASE UNIT	2012-05-24	1,031		SL	7	123			
GUEST CHAIRS, OPEN	2012-06-27	1,247		SL	7	134			
ROUND TABLE (DIREC	2012-08-29	846		SL	7	71			
RUGS, AREA	2013-02-18	7,051		SL	7	168			
SOFA TABLE (GRANTS	2013-02-01	519		SL	7	12			
LATERAL FILES, 2-D	2013-03-06	3,137		SL	7	37			

TY 2012 Investments Corporate Bonds Schedule

Name: OBICI HEALTHCARE FOUNDATION INC

EIN: 51-0249728

Name of Bond	End of Year Book Value	End of Year Fair Market Value
RIDGEWORTH FD TOTAL RETURN BD	2,120,980	2,120,980
PIMCO GLOBAL BOND FUND	1,124,443	1,124,443

TY 2012 Investments Corporate
 Stock Schedule

Name: OBICI HEALTHCARE FOUNDATION INC
 EIN: 51-0249728

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AUTOMATIC DATA PROCESSING INC	0	0
BABCOCK & WILCOX CO	451,719	451,719
CENOVUS ENERGY INC	0	0
CHECKPOINT SYS INC COM	265,771	265,771
CME GROUP INC	0	0
EXPRESS SCRIPTS INC	0	0
PHARMERICA CORP COM	117,600	117,600
DOLAN CO/THE COM	0	0
FEMALE HEALTH CO/THE COM	186,010	186,010
HALLMARK FINL SVCS INC COM	138,087	138,087
INTERACTIVE INTELLIGENCE		
GROUP COM	602,628	602,628
INTL FCSTONE INC COM	369,092	369,092
OMEGA FLEX INC COM	63,912	63,912
STAMPS COM INC COM NEW	76,408	76,408
TANDY LEATHER FACTORY INC COM	83,019	83,019
UTAH MED PRODS INC COM	141,677	141,677
WINMARK CORP COM	391,357	391,357
C H ROBINSON WORLDWIDE		
INC COM NEW	0	0
DONALDSON INC COM	0	0
EXXON MOBIL CORP COM	0	0
GEN-PROBE INC NEW COM	0	0
IDEXX LABS INC COM	0	0
INTEL CORP COM	0	0
ISHARES TR 1-3 YR TREAS		
INDEX ETF	0	0
METTLER-TOLEDO INTL INC COM	0	0
NATIONAL OILWELL VARCO INC COM	0	0
SGS SA UNSPONS ADR	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SIGMA-ALDRICH CORP COM	0	0
TECHNE CORP COM	0	0
TERADATA CORP DEL COM	0	0
VARIAN MEDICAL SYS INC COM	0	0
BARRETT BILL CORP COM	316,212	316,212
BRINKER INTL INC COM	0	0
CABOT MICROELECTRONICS		
CORP COM	211,975	211,975
CALGON CARBON CORP COM	463,360	463,360
CIRCOR INTL INC COM	119,000	119,000
EXELIS INC COM	394,218	394,218
FEDERATED INVESTORS INC		
CL B COM	262,737	262,737
GENERAC HLDGS INC COM	0	0
HANESBRANDS INC COM	369,036	369,036
JOHN BEAN TECHNOLOGIES COM	352,750	352,750
KAR AUCTION SVCS INC COM	0	0
LENDER PROCESSING SVCS		
INC COM	330,980	330,980
LIVE NATION ENTERTAINMENT		
INC COM	497,274	497,274
PENSKE AUTOMOTIVE GRP		
INC COM	406,992	406,992
PERKINELMER INC COM	299,396	299,396
RALCORP HLDGS INC COM	0	0
SOLUTIA INC COM	0	0
TIDEWATER INC COM	404,000	404,000
UNITED STATES CELLULAR		
CORP COM	0	0
VCA ANTECH INC COM	445,511	445,511

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ZEBRA TECHNOLOGIES CORP		
CORP COM CL A	183,336	183,336
NEUBERGER BERMAN EQUITY-I	0	0
PIMCO COMMODITY REALRTN		
STRATEGY-I	2,977,022	2,977,022
3M CO COM	271,091	271,091
ACCENTURE PLC CL A COM	214,615	214,615
AMERICAN EXPRESS CO COM	155,158	155,158
AMERISOURCEBERGEN CORP COM	150,491	150,491
AUTOMATIC DATA PROCESSING		
INC COM	143,066	143,066
BANK OF NEW YORK MELLON		
CORP COM	276,401	276,401
BERKSHIRE HATHAWAY INC		
CL B COM NEW	263,105	263,105
CINTAS CORP COM	137,906	137,906
COMERICA INC COM	170,762	170,762
COVIDEN PLC COM	193,344	193,344
DEVON ENERGY CORP NEW COM	173,492	173,492
DIAGEO PLC SPONS ADR	0	0
GLAXOSMITHKLINE PLC ADR	145,421	145,421
ILLINOIS TOOL WKS INC COM	179,773	179,773
INGERSOLL-RAND PLC COM	138,900	138,900
KIMBERLY CLARK CORP COM	124,924	124,924
MICROSOFT CORP COM	115,850	115,850
MONSANTO CO NEW COM	121,475	121,475
NESTLE SA SPONS ADR	152,187	152,187
OMNICOM GROUP COM	200,260	200,260
SCHLUMBERGER LTD COM	146,036	146,036
STAPLES INC COM	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SYSCO CORP COM	219,813	219,813
TE CONNECTIVITY LTD COM	214,891	214,891
TIME WARNER INC NEW COM	165,658	165,658
UNITED PARCEL SVC INC		
CL B COM	0	0
WAL-MART STORES INC COM	173,980	173,980
WILLIS GROUP HLDGS PLC		
USD.00011 COM	100,701	100,701
NEUBERGER BERMAN EQUITY INCOME	3,251,372	3,251,372
CHEROKEE INC DEL NEW COM	68,048	68,048
REIS INC COM	21,600	21,600
AXIALL CORP COM	254,856	254,856
BARNES & NOBLE INC COM	141,470	141,470
DYNEGY INC COM	486,973	486,973
GRAFTECH INTL LTD COM	168,192	168,192
ISHARES TR RUSSELL 2000 INDEX		
ETF	339,948	339,948
SAIC INC COM	92,140	92,140
WHITEWAVE FOODS CO COM-A	122,904	122,904
WPX ENERGY INC COM	432,540	432,540
DANONE SA SPONS ADR	139,247	139,247
EXPEDITORS INTL WASH INC COM	126,842	126,842
PACCAR INC COM	108,704	108,704
ACTUANT CORP CL A COM	219,147	219,147
AMERICAN PUBLIC EDUCATION COM	328,106	328,106
COLFAX CORP COM	243,823	243,823
CORPORATE EXECUTIVE BOARD CO C	284,809	284,809
INTERVAL LEISURE GROUP INC COM	89,938	89,938
MASIMO CORP COM	217,762	217,762
MIDDLEBY CORP COM	164,322	164,322

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MORNINGSTAR INC COM	112,152	112,152
REALD INC COM	312,442	312,442
TRAVELZOO INC COM	131,105	131,105
HEICO CORP NEW CL A COM	139,710	139,710
XPO LOGISTICS INC COM	134,232	134,232

TY 2012 Investments - Other Schedule**Name:** OBICI HEALTHCARE FOUNDATION INC**EIN:** 51-0249728

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HIGHCLERE INTERNATIONAL SMALL			
CO FUND		7,082,581	7,082,581
CEDAR ROCK CAPITAL			
PARTNERS LLC		11,438,530	11,438,530
1607 CAPITAL PARTNERS		6,771,961	6,771,961
BLUESTEM PARTNERS LP		8,558,743	8,558,743
WINSTON HEDGED EQUITY		0	0
ACACIA INST. PARTNERS		6,832,538	6,832,538
REDWOOD OFFSHORE FUND LTD		5,587,594	5,587,594
SANDERSON INTERNATIONAL			
VALUE FUND		6,817,338	6,817,338
KYLIN OFFSHORE LTD-CCC			
SER 1 INITIAL		330,447	330,447
MERCHANTS GATE OFFSHORE LTD			
CL B-NR1		3,468,805	3,468,805
SRS PARTNERS		3,136,521	3,136,521
REGIMENT CAPITAL SPECIAL			
SITUATIONS FD		1,140,135	1,140,135
BROADWAY GATE OFFSHORE FUND		3,559,826	3,559,826
NATAHALA CAPITAL OFFSHORE FUND		2,733,480	2,733,480
REALTY ASSOCIATES FUND X UTP			
L.P		600,000	600,000

TY 2012 Land, Etc. Schedule

Name: OBICI HEALTHCARE FOUNDATION INC
EIN: 51-0249728

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	102,507		102,507	
LAND-CONSTRUCTION	349,632	56,242	293,390	
LAND IMPR FENCE	1,300	488	812	
BRONZE SIGN	3,449	689	2,760	
LANDSCAPING CONTRA	54,997	15,583	39,414	
CIVIL CONSTRUCTION	2,373	137	2,236	
FINAL UNDERCUTTING	1,524	263	1,261	
REVIEW OF FINAL DR	210	13	197	
ORIGINAL CONSTRUCT	1,594,184	178,691	1,415,493	
STAIRS & CABINETS	7,431	495	6,936	
CONSTRUCTION ADMN	4,653	266	4,387	
SNOW GUARDS	10,200	454	9,746	
COMPUTER	1,447	1,447		
COPIER	6,100	6,100		
2 COMPUTER MONITOR	3,423	3,423		
BROTHER LASER PRIN	707	707		
COMPUTER EQUIPMENT	980	980		
3 COMPUTER MONITOR	5,308	5,308		
COMPUTER EQUIPMENT	912	912		
PHONE SYSTEM	2,939	2,588	351	
PHONES	591	519	72	
PHONE - VOICEMAIL	2,601	2,293	308	
PRINTER	657	657		
LAPTOP COMPUTER	1,344	1,344		
PROJECTOR	1,302	1,302		
GIFTS MGT SOFTWARE	14,960	14,960		
3 POWER POINT SOFT	595	595		
AVAYA PHONE- LISA	435	351	84	
2 ADOBE DREAM WEAV	1,065	1,065		
2 ADOBE CREATIVE S	837	837		

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
DESKTOP COMPUTER	2,066	1,962	104	
MICROSOFT OFFICE P	897	897		
FILE ROOM SYSTEM	1,300	1,300		
DOCUMENTS MANAGER	3,156	3,156		
ESSENTIAL'S GIFTS	13,720	13,720		
BUILDING PROJECT	52,195	19,505	32,690	
2 HP DESKTOP COMP	2,596	1,427	1,169	
WIRELESS KEYBOARD	351	169	182	
FURNITURE	5,255	4,755	500	
CONFERENCE TABLE	4,370	3,225	1,145	
8 CONFERENCE CHAIR	1,253	925	328	
2 LEATHER MESH CHA	713	476	237	
DESK & FILE CABINE	781	447	334	
CONFERENCE TABLE	1,750	542	1,208	
DESK, FILE CABINET	3,386	1,094	2,292	
OFFICE CHAIR	362	130	232	
BUILDING PROJECT C	98,435	34,700	63,735	
SAFE	582	228	354	
OAK BASE TABLE	600	193	407	
TASK CHAIR & KEYBO	543	175	368	
LANDSCAPING- CAC	6,008	901	5,107	
LOCATION SIGN	1,680	121	1,559	
LANDSCAPING-MAIN	4,993	499	4,494	
CS5 SOFTWARE (3)	1,832	1,222	610	
HP DESKTOP COMPUTE	5,291	2,028	3,263	
ADOBE COTRIBUTE LI	339	217	122	
HP DESKTOP COMPUTE	1,890	599	1,291	
SONIC WALL	1,115	353	762	
COMPUTER PROJECTOR	917	290	627	
I- PAD (&APPS)	650	195	455	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
DELL DESKTOP COMPU	2,800	560	2,240	
COMPUTER MONITOR	240	48	192	
CHAIR (PROGRAM OFF	366	100	266	
BOOKCASE	224	53	171	
TASK CHAIR	387	92	295	
FOUNDERS PLAQUE	549	117	432	
DESK HUTCH	458	65	393	
WIRE SHELVING	825	118	707	
PRINTER STAND	377	54	323	
LATERAL FILE CABIN	2,430	347	2,083	
EXECUTIVE CHAIRS	816	117	699	
SOFTWARE	730	730		
SOFTWARE	452	452		
SOFTWARE	849	849		
VITEX TREES (2)	680	17	663	
DESK SCANNER (EXEC	430	79	351	
SHARP 80" TV (BOAR	5,399	270	5,129	
PRINTER, LASERJET	210	7	203	
ROUND TABLE (2ND F	519	74	445	
PADDED FOLDING CHA	560	73	487	
GUEST CHAIRS, ROLL	2,262	269	1,993	
GUEST CHAIRS, WOOD	722	77	645	
GUEST CHAIRS, WOOD	2,507	298	2,209	
CRENDENZA (ED)	2,898	345	2,553	
SOFA TABLE (PROGRA	519	62	457	
OPEN BOOKCASE UNIT	1,031	123	908	
GUEST CHAIRS, OPEN	1,247	134	1,113	
ROUND TABLE (DIREC	846	71	775	
RUGS, AREA	7,051	168	6,883	
SOFA TABLE (GRANTS	519	12	507	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LATERAL FILES, 2-D	3,137	37	3,100	

TY 2012 Legal Fees Schedule**Name:** OBICI HEALTHCARE FOUNDATION INC**EIN:** 51-0249728

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL SERVICES - DEFENDING				
LAWSUIT	2,524			2,524
LEGAL SERVICES - REVIEW				
RETIREMENT PLAN	5,032			5,032
LEGAL SERVICES - REVIEW				
SOFTWARE CONTRACT	2,160			2,160
LEGAL SERVICES - REVIEW				
FINANCIAL ADVISOR CONTRACT	330			330

TY 2012 Other Assets Schedule**Name:** OBICI HEALTHCARE FOUNDATION INC**EIN:** 51-0249728

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ART COLLECTION	658,240	658,240	658,240
CEMETERY LOTS	24,000	24,000	24,000
ACCRUED INTEREST ON			
INVESTMENTS	37,472	22,935	22,935
DEPOSITS	100	100	100

TY 2012 Other Expenses Schedule**Name:** OBICI HEALTHCARE FOUNDATION INC**EIN:** 51-0249728

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	13,177			13,177
ADVERTISING	16,197			16,212
MAINTENANCE AGREEMENTS	41,901			42,322
INSURANCE	9,461			9,461
OFFICE EXPENSES	14,645			14,709
AMORTIZATION	2,472			
MISCELLANEOUS	2,007			1,944
MISCELLANEOUS/GRANTEE				
TRAINING ASSISTANCE	590			590

TY 2012 Other Income Schedule

Name: OBICI HEALTHCARE FOUNDATION INC

EIN: 51-0249728

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	640,148	2,636,903	
OTHER INCOME	1,200	0	

TY 2012 Other Increases Schedule

Name: OBICI HEALTHCARE FOUNDATION INC

EIN: 51-0249728

Description	Amount
PRIOR YEAR GRANTS RECOVERED	26,130
UNREALIZED GAINS IN INVESTMENTS	334,529
UNREALIZED GAINS IN PARTNERSHIPS AND	0
FOREIGN INVESTMENTS	3,358,139
ROUNDING	-2

TY 2012 Other Liabilities Schedule

Name: OBICI HEALTHCARE FOUNDATION INC

EIN: 51-0249728

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAXES PAYABLE	306,269	423,256

TY 2012 Other Professional Fees Schedule**Name:** OBICI HEALTHCARE FOUNDATION INC**EIN:** 51-0249728

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGMENT FEES	705,369	705,369		
CONSULTANT FEES	41,417			61,636

TY 2012 Taxes Schedule

Name: OBICI HEALTHCARE FOUNDATION INC

EIN: 51-0249728

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER FEES AND TAXES	501			501
FEDERAL EXCISE TAXES	174,502			