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 JUL 1, 2012 , and ending JUN 30, 2013

Name of foundation: RICHMOND MEMORIAL HEALTH FOUNDATION

A Employer identification number: 51-0211020

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

B Telephone number: 804-282-6282

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

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 182,490,207.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	32,691.			
	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	992,528.	992,528.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,008,692.			
	b Gross sales price for all assets on line 6a 2,676,601.				
	7 Capital gain net income (from Part IV, line 2)		2,676,601.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	80,717.	211,478.	79,125.	STATEMENT 2
	12 **Total** Add lines 1 through 11	3,114,628.	3,880,607.	79,125.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	173,340.	34,668.	0.	112,671.
	14 Other employee salaries and wages	384,688.	24,981.	0.	316,458.
	15 Pension plans, employee benefits	129,707.	13,908.	0.	98,718.
	16a Legal fees STMT 3	2,030.	0.	0.	1,299.
	b Accounting fees STMT 4	84,477.	8,448.	0.	54,065.
	c Other professional fees STMT 5	774,010.	536,853.	0.	204,326.
	17 Interest				
	18 Taxes STMT 6	59,713.	0.	0.	667.
	19 Depreciation and depletion				
	20 Occupancy	80,384.	8,038.	0.	51,446.
	21 Travel, conferences, and meetings	40,534.	4,053.	0.	25,942.
	22 Printing and publications				
	23 Other expenses STMT 7	237,366.	59,992.	0.	191,918.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,966,249.	690,941.	0.	1,057,510.
	25 Contributions, gifts, grants paid	2,182,756.			2,220,292.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,149,005.	690,941.	0.	3,277,802.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,034,377.>			
	b **Net investment income** (if negative, enter -0-)		3,189,666.		
	c **Adjusted net income** (if negative, enter -0-)			79,125.	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	341,729.	671,221.	671,221.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable	25,000.		
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	12,737.	17,528.	17,528.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	17,856,419.	19,634,012.	19,634,012.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	50,137,243.	53,067,446.	53,067,446.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	103,057,915.	109,100,000.	109,100,000.
	16 **Total assets** (to be completed by all filers)	171,431,043.	182,490,207.	182,490,207.
Liabilities	17 Accounts payable and accrued expenses	72,961.	178,847.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	72,961.	178,847.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	166,272,919.	177,370,908.	
	25 Temporarily restricted	133,901.	37,631.	
	26 Permanently restricted	4,951,262.	4,902,821.	
	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**	171,358,082.	182,311,360.	
	31 **Total liabilities and net assets/fund balances**	171,431,043.	182,490,207.	

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	171,358,082.
2 Enter amount from Part I, line 27a	2	<1,034,377.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	11,987,655.
4 Add lines 1, 2, and 3	4	182,311,360.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	182,311,360.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,008,697.			2,008,697.
b	667,904.			667,904.
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				2,008,697.
b				667,904.
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	2,676,601.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	2,676,601.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,727,668.	65,316,374.	.041761
2010	2,047,719.	62,995,760.	.032506
2009	2,363,416.	58,315,527.	.040528
2008			
2007			

2	Total of line 1, column (d)	2	.114795
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	.038265
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	70,165,572.
5	Multiply line 4 by line 3	5	2,684,886.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	31,897.
7	Add lines 5 and 6	7	2,716,783.
8	Enter qualifying distributions from Part XII, line 4	8	3,277,802.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	31,897.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	31,897.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	31,897.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 13,873.		
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	13,873.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	13.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	18,037.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ THE ORGANIZATION Telephone no. ▶ 804-282-6282

Located at ▶ 1801 BAYBERRY COURT, SUITE 104, RICHMOND, VA ZIP+4 ▶ 23226

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	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 instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b: No X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		173,340.	33,050.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN H. ESTES - 1801 BAYBERRY COURT, SUITE 104, RICHMOND, VA 23226	DIRECTOR OF PROGRAMS 40.00	126,625.	12,666.	0.
DENISE DALY KONRAD - 1801 BAYBERRY COURT, SUITE 104, RICHMOND, VA 23226	DIRECTOR, NURSE LEADERSHIP INSTIT. 40.00	89,925.	13,419.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
MANGHAM ASSOCIATES, INC. - 630 PETER JEFFERSON PKWY, CHARLOTTESVILLE, VA 22911	INVESTMENT CONSULTANT	109,750.
NEATHAWK DUBUQUE & PACKETT ONE EAST CARY STREET, RICHMOND, VA 23219	COMMUNICATIONS CONSULTANT	87,151.
WARREN WHITNEY - 7231 FOREST AVENUE, SUITE 203, RICHMOND, VA 23226	ACCOUNTING & PERSONNEL CONSULTANT	56,734.
COMMUNITY HEALTH SOLUTIONS, INC. - 9063 GASKINS RD., STE. 201, RICHMOND, VA 23238	PROGRAM CONSULTANT	52,117.

Total number of others receiving over $50,000 for professional services ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NURSE LEADERSHIP INSTITUTE OF VIRGINIA - SEE ATTACHED	253,519.
2 THE GREATER RICHMOND PATIENT CENTERED MEDICAL HOME INITIATIVE - SEE ATTACHED	247,893.
3 PARTNERSHIPS FOR PROGRESSION: INSPIRATION FOR ASPIRATIONS - SEE ATTACHED.	49,770.
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 SEE STATEMENT 13	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	69,981,989.
b	Average of monthly cash balances	1b	1,252,094.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	71,234,083.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	71,234,083.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,068,511.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	70,165,572.
6	**Minimum investment return**. Enter 5% of line 5	6	3,508,279.

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

1	Minimum investment return from Part X, line 6	1	3,508,279.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 31,897.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	31,897.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,476,382.
4	Recoveries of amounts treated as qualifying distributions	4	37,536.
5	Add lines 3 and 4	5	3,513,918.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,513,918.

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	3,277,802.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,277,802.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	31,897.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	3,245,905.

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				3,513,918.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,119,624.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 3,277,802.				
a Applied to 2011, but not more than line 2a			2,119,624.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,158,178.
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		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				2,355,740.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 14

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
ACCESS NOW 2201 WEST BROAD STREET, SUITE 205 RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CARE COORDINATION PROGRAM	60,000.
ALZHEIMER'S ASSOCIATION 4600 COX ROAD, SUITE 130 RICHMOND, VA 23060	N/A	N/A	PROGRAM SUPPORT RESPITE ASSISTANCE FOR CAREGIVERS OF PERSONS WITH ALZHEIMERS	30,000.
CHALLENGE DISCOVERY PROJECTS 1503 SANTA ROSA ROAD, SUITE 211 RICHMOND, VA 23229	N/A	PUBLIC CHARITY	PROGRAM SUPPORT VA HEALTH CTR SATELLITE COUNSELING LOCATION PROGRAM	15,000.
CHIP OF GREATER RICHMOND 2922 WEST MARSHALL STREET RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT ENHANCED CARE COORDINATION PROG.	65,000.
COMMUNITIES IN SCHOOLS OF RICHMOND 2922 WEST MARSHALL STREET RICHMOND, VA 23230	N/A	N/A	PROGRAM SUPPORT RICHMOND PROMISE NEIGHBORHOOD	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,220,292.
b Approved for future payment				
ALZHEIMER'S ASSOCIATION- GREATER RICHMOND 4600 COX ROAD, SUITE 130 RICHMOND, VA 23060	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CARE CONSULTATIONS FOR CAREGIVERS OF LOVED ONES WITH DEMENTIA	30,000.
A GRACE PLACE ADULT CARE CENTER 8030 STAPLES MILL ROAD RICHMOND, VA 23228	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MY LIFE - AN EVIDENCE BASED FITNESS PROGRAM	90,500.
BON SECOURS RICHMOND HEALTH SYSTEM MEDICAL OFFICE SOUTH, SUITE 710, 5875 BREMO RD., RICHMOND, VA 23226	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RESIDENTIAL COMMUNITY HOSPICE HOUSE	500,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	2,711,000.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a NURSE LEADERSHIP					
b INSTITUTE - TUITION					79,125.
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	992,528.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					1,592.
8 Gain or (loss) from sales of assets other than inventory			18	2,008,692.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,001,220.	80,717.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,081,937.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Signature of officer or trustee: [signature] Date: 11/7/2013 Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN E. KENT	[signature]	11/7/13		P01076641

Firm's name ▶ KEITER,STEPHENS,HURST,GARY & SHREAVES,P Firm's EIN ▶ 54-1631262

Firm's address ▶ P.O. BOX 32066 RICHMOND, VA 23294-2066 Phone no. (804)747-0000

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

Schedule of Contributors

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

OMB No 1545-0047

2012

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

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PARTNERS INVESTING IN NURSING'S FUTURE (PIN GRANT) 221 NW SECOND AVE., SUITE 300 PORTLAND, OR 97209	$ 20,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	MEDICAL COLLEGE OF VIRGINIA FOUNDATION (PIN GRANT) P.O. BOX 980234 RICHMOND, VA 23298-0234	$ 12,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: RICHMOND MEMORIAL HEALTH FOUNDATION

Employer identification number: 51-0211020

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

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

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

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

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

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

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

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

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CROSSOVER MINISTRY 108 COWARDIN AVENUE RICHMOND, VA 23224	N/A	PUBLIC CHARITY	PROGRAM SUPPORT WOMEN'S HEALTH - SINGLE MOTHER'S HEALTH PROGRAM	75,000.
DAILY PLANET 517 WEST GRACE STREET RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CAPACITY BUILDING THROUGH NURSING STAFF EXPANSION	50,000.
EAST DISTRICT FAMILY RESOURCE CENTER 2405 JEFFERSON AVENUE RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT 7TH DIST.HEALTH & WELLNESS INITIATIVE	110,100.
FAN FREE CLINIC 1010 N. THOMPSON STREET RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT DIABETES WELLNESS PROJECT-PHASE 2	64,500.
FAN FREE CLINIC 1010 N. THOMPSON STREET RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT EMERGENCY BRIDGE FUND	250,000.
FREE CLINIC OF POWHATAN 3908 OLD BUCKINGHAM ROAD POWHATAN, VA 23139	N/A	PUBLIC CHARITY	PROGRAM SUPPORT IMPROVING PATIENT CARE DELIVERY PROG.	56,250.
FRIENDS ASSOCIATION FOR CHILDREN 1004 SAINT JOHN STREET RICHMOND, VA 23222	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SCHOOL-AGE HEALTH EDUCATION PROGRAM	15,000.
GOOCHLAND FREE CLINIC AND FAMILY SERVICES PO BOX 116 GOOCHLAND, VA 23063	N/A	PUBLIC CHARITY	PROGRAM SUPPORT HEALTH CARE SVCS PROGRAM	81,000.
GREATER RICHMOND AQUATICS PARTNERSHIP 2001 MAYWILL STREET RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT AQUATICS FOR LOW-INCOME SENIORS PROGRAM	30,000.
GREATER RICHMOND FIT4KIDS 501 EAST FRANKLIN ST., SUITE 418 RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SCHOOL WELLNESS INTEGRATION PROGRAM	17,500.
Total from continuation sheets				2,025,292.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREATER RICHMOND STOP CHILD ABUSE NOW 103 EAST GRACE STREET RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CIRCLE PRESCHOOL PROGRAM	50,000.
JOHN TYLER COMMUNITY COLLEGE FOUNDATION 800 CHARTER COLONY PARKWAY MIDLOTHIAN, VA 23114	N/A	PUBLIC CHARITY	PROGRAM SUPPORT NURSING EDUCATION PIPELINE	40,000.
LUCY CORR FOUNDATION 6800 LUCY CORR BOULEVARD, PO DRAWER 170 CHESTERFIELD, VA 23832	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MODERNIZATION OF THE DENTAL CLINIC PROGRAM	11,750.
MEDICAL COLLEGE OF VIRGINIA FOUNDATION P. O. BOX 980234 RICHMOND, VA 23298-0234	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CHILDREN'S MENTAL HEALTH RESOURCE CENTER PROGRAM	170,000.
METROPOLITAN RICHMOND SPORTS BACKERS 100 AVENUE OF CHAMPIONS, SUITE 300 RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT BIKE WALK RVA PROGRAM	50,000.
PARTNERSHIP FOR NONPROFIT EXCELLENCE 7501 BOULDERS VIEW DRIVE, SUITE 110 RICHMOND, VA 23225	N/A	PUBLIC CHARITY	PROGRAM SUPPORT STRENGTHEN THE NONPROFIT SECTOR	75,000.
RICHMOND CITY HEALTH DISTRICT 400 EAST CARY STREET RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT COMMUNITY ADVOCATES:THE USE OF LOCAL HEALTH WORKERS IN NEIGHBORHOOD	73,000.
RICHMOND AREA HIGH BLOOD PRESSURE CENTER 1200 WEST CARY ST. RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CHBP CAPACITY BUILDING	27,500.
RX PARTNERSHIP 2924 EMERYWOOD PKWY., SUITE 300 RICHMOND, VA 23294	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RXPARTNERSHIP SUPPORT & EXPANSION PROG	10,000.
SAFE HARBOR P.O. BOX 17996 RICHMOND, VA 23226	N/A	PUBLIC CHARITY	PROGRAM SUPPORT COMMUNITY BASED TRAUMA RESPONSE SERVICES PROGRAM	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SENIOR CONNECTIONS 24 EAST CARY ST RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT PUBLIC GUARDIANSHIP PROGRAM	25,000.
SENIORNAVIGATOR 7501 BOULDERS VIEW DR., SUITE 110 RICHMOND, VA 23225	N/A	PUBLIC CHARITY	PROGRAM SUPPORT AFFORDABLE & ACCESSIBLE HEALTH CARE SOLUTION CTR PROGRAM	54,200.
THE COMMUNITY FOUNDATION SERVING RICHMOND & CENTRAL VIRGINIA 7501 BOULDERS VIEW DRIVE, SUITE 110 RICHMOND, VA 23225-4047	N/A	PUBLIC CHARITY	PROGRAM SUPPORT GIVERICHMOND	10,000.
VIRGINIA ASSOCIATION OF FREE AND CHARITABLE CLINICS 711 MOORELAND PARK DRIVE CHESTERFIELD, VA 23235	N/A	PUBLIC CHARITY	PROGRAM SUPPORT ROAD TO REFORM PROGRAM	47,500.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 HAMILTON STREET RICHMOND, VA 23221	N/A	PUBLIC CHARITY	PROGRAM SUPPORT PATIENT NAVIGATOR PROGRAM	23,250.
VIRGINIA NETWORK FOR GEOSPATIAL HEALTH RESEARCH (VANGHR) 1217 LORRAINE AVENUE RICHMOND, VA 23227	N/A	PUBLIC CHARITY	PROGAM SUPPORT ENHANCED VA ATLAS OF COMMUNITY HEALTH PROJECT	200,000.
VIRGINIA SUPPORTIVE HOUSING P. O. BOX 8585 RICHMOND, VA 23226	N/A	PUBLIC CHARITY	PROGRAM SUPPORT A PLACE TO START PROGRAM	25,000.
YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER RICHMOND 2 WEST FRANKLIN STREET RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT DIABETES PREVENTION	48,500.
EAST DISTRICT FAMILY RESOURCE CENTER 2405 JEFFERSON AVENUE RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT YOUTH HEALTH EQUITY LEADERSHIP INSTITUTE PROGRAM	20,000.
CAPITAL AREA HEALTH NETWORK 2025 EAST MAIN STREET, SUITE 100 RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	33,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDSAVERS 200 NORTH 22ND STREET RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT TRANSITION TO ELECTRONIC HEALTH RECORDS PROGRAM	15,000.
CROSSOVER MINISTRY 108 COWARDIN AVENUE RICHMOND, VA 23224	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	33,000.
DAILY PLANET 517 WEST GRACE ST. RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	33,000.
FAN FREE CLINIC 1010 N. THOMPSON STREET RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	33,000.
GOOCHLAND FREE CLINIC AND FAMILY SERVICES PO BOX 116 GOOCHLAND, VA 23063	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	33,000.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 HAMILTON ST. RICHMOND, VA 23221	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	33,000.
FAN FREE CLINIC 1010 N. THOMPSON STREET RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT WELLNESS IN BLOOM SPONSORSHIP	350.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES ST., NW, SUITE 404 WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	1,830.
GRANTMAKERS IN AGING 2001 JEFFERSON DAVIS HWY, STE. 504 ARLINGTON, VA 22202	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	1,400.
GRANTMAKERS IN HEALTH 1100 CONNECTICUT AVE., NW, SUITE 1200 WASHINGTON, DC 20036-4110	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	4,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MCV FOUNDATION 1100 EAST LEIGH STREET RICHMOND, VA 23298	N/A	PUBLIC CHARITY	PROGRAM SUPPORT VCU NURSING GALA	1,000.
RAMPS 1114 WESTBRIAR DRIVE, SUITE D RICHMOND, VA 23238	N/A	PUBLIC CHARITY	PROGRAM SUPPORT WHEELCHAIR RAMP BUILDING PROGRAM	11,500.
RICHMOND PUBLIC SCHOOLS EDUC. FOUNDATION 310 NORTH NINTH STREET, 17TH FLOOR RICHMOND, VA 23219-1927	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RICHMOND COMMUNITY OF CARING PROGRAM	21,281.
RIVERSIDE HEALTH SYSTEM FOUNDATION 701 TOWN CENTER DRIVE, SUITE 1000 NEWPORT NEWS, VA 23606-4287	N/A	PUBLIC CHARITY	PROGRAM SUPPORT VA CONSORTIUM ON HEALTH PHILANTHROPY MEMBER SUPPORT	150.
ROSMY P.O. BOX 5542 RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SUICIDE PREVENTION PROGRAM COMMUNITY BENEFIT AWARD	1,500.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE 350 ATLANTA, GA 30303	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	17,150.
VIRGINIA COMMONWEALTH UNIVERSITY - GRANTS & CONTRACTS ACCOUNTING P. O. BOX 843039 RICHMOND, VA 23284-3039	N/A	UNIVERSITY TAX EXEMPT	PROGRAM SUPPORT THE COMMUNITY VOICE PROJECT	11,935.
VIRGINIA COMMONWELATH UNIVERSITY - COLLEGE OF HUMANITIES AND SCIENCES P. O. BOX 842028 RICHMOND, VA 23284-2028	N/A	UNIVERSITY TAX EXEMPT	PROGRAM SUPPORT HISPANIC/LATINO ACCESS TO CARE STUDY - PCMH	18,646.
VA CONSORTIUM FOR HEALTH PHILANTHROPY 5308 DISCOVERY PARK BLVD, SUITE 10 WILLIAMSBURG, VA 23188		PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	500.
VIRGINIA PUBLIC HEALTH ASSOCIATION 2415B WESTWOOD AVENUE RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CAREER AND INTERNSHIP FAIR	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHALLENGE DISCOVERY PROJECTS 1503 SANTA ROSA RD, SUITE 211 RICHMOND, VA 23229	N/A	PUBLIC CHARITY	PROGRAM SUPPORT VA HEALTH CTR SATELLITE COUNSELING LOCATION PROGRAM	30,000.
COMMUNITIES IN SCHOOLS OF RICHMOND 2922 W. MARSHALL ST., SUITE 2 RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RICHMOND PROMISE NEIGHBORHOODS	50,000.
EAST DISTRICT FAMILY RESOURCE CENTER 2405 JEFFERSON AVE. RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT 7TH DISTRICT HEALTH & WELLNESS INITIATIVE	22,200.
EAST DISTRICT FAMILY RESOURCE CENTER 2405 JEFFERSON AVE. RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT YOUTH HEALTH EQUITY LEADERSHIP INSTITUTE PROGRAM	140,000.
FAMILY LIFELINE 2325 WEST BROAD STREET RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CLINICAL EXPANSION PROGRAM	400,000.
GREATER RICHMOND FIT4KIDS 501 EAST FRANKLIN ST., SUITE 418 RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SCHOOL WELLNESS INTEGRATION PROGRAM	85,000.
JOHN TYLER COMMUNITY COLLEGE FOUNDATION 800 CHARTER COLONY PARKWAY MIDLOTHIAN, VA 23114	N/A	PUBLIC CHARITY	PROGRAM SUPPORT NURSE EDUCATION PIPELINE - HIGH SCHOOL THROUGH BSN	80,000.
MEDICAL COLLEGE OF VIRGINIA FOUNDATION P.O. BOX 980234 RICHMOND, VA 23298-0234	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CHILDREN'S MENTAL HEALTH RESOURCES CENTER PROG.	91,700.
MEDICAL COLLEGE OF VIRGINIA FOUNDATION P.O. BOX 980234 RICHMOND, VA 23298-0234	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CLINICAL SCHOLARS PROGRAM	100,000.
MEDICAL COLLEGE OF VIRGINIA FOUNDATION P.O. BOX 980234 RICHMOND, VA 23298-0234	N/A	PUBLIC CHARITY	PROGRAM SUPPORT INJURY & VIOLENCE PREVENTION - PROJECT EMPOWER INITIATIVE	124,000.
Total from continuation sheets				2,090,500.

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05-01-12

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
METROPOLITAN RICHMOND SPORTS BACKERS 100 AVENUE OF CHAMPIONS, SUITE 300 RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT BIKE WALK RVA PROGRAM	250,000.
PARTNERSHIP FOR NONPROFIT EXCELLENCE 7501 BOULDERS VIEW DR., SUITE 110 RICHMOND, VA 23225	N/A	PUBLIC CHARITY	PROGRAM SUPPORT HELPING TO STRENGTHEN THE HEALTH & HUMAN RESOURCES SECTOR	75,000.
RICHMOND HIGH BLOOD PRESSURE CENTER 1200 WEST CARY ST. RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PUBLIC SUPPORT CHBP CAPACITY BUILDING	27,500.
ROSMY P.O. BOX 5542 RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SUICIDE PREVENTION PROGRAM FOR LGBTQ YOUTH IN CENTRAL VA	97,600.
RX DRUG ACCESS PARTNERSHIP 2924 EMERYWOOD PKWY., SUITE 300 RICHMOND, VA 23294	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RX PARTNERSHIP SUPPORT AND EXPANSION	20,000.
SAFE HARBOR P.O. BOX 17996 RICHMOND, VA 23226	N/A	PUBLIC CHARITY	PROGRAM SUPPORT COMMUNITY BASED TRAUMA RESPONSE SERVICES PROGRAM	30,000.
SENIOR CONNECTIONS 24 EAST CARY ST RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT GREATER RICHMOND AGE WAVE INITIATIVE	112,500.
SOUTH RICHMOND ADULT DAY CARE CENTER 1500 HULL STREET RICHMOND, VA 23224	N/A	PUBLIC CHARITY	PROGRAM SUPPORT ADULT DAY HEALTH CARE PROGRAM	60,000.
THE DAILY PLANET 517 WEST GRACE ST. RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CAPACITY BUILDING THROUGH NURSING STAFF EXPANSION	100,000.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 HAMILTON ST. RICHMOND, VA 23221	N/A	PUBLIC CHARITY	PROGRAM SUPPORT PATIENT NAVIGATOR PROGRAM	46,500.
Total from continuation sheets				

223635
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VIRGINIA SUPPORTIVE HOUSING P.O. BOX 8585 RICHMOND, VA 23226	N/A	PUBLIC CHARITY	PROGRAM SUPPORT A PLACE TO START PROGRAM	100,000.
YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER RICHMOND 2 WEST FRANKLIN STREET RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT DIABETES PREVENTION IN URBAN YMCAS PROGRAM	48,500.
Total from continuation sheets				

223635
05-01-12

Part XV **Supplementary Information**

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

NAME OF RECIPIENT - RICHMOND CITY HEALTH DISTRICT

PROGRAM SUPPORT

COMMUNITY ADVOCATES:THE USE OF LOCAL HEALTH WORKERS IN NEIGHBORHOOD

RESOURCE CENTER

RMHF
The foundation for better health℠

RESPONSIVE GRANT GUIDELINES

OUR APPROACH: Guided by our Vision, Mission and Values, the Richmond Memorial Health Foundation adopted multiple priorities and strategies for working with and through grantees, the nonprofit sector, civic and community leaders, and health and healthcare leaders to improve health and healthcare. We promise to:

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

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

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

OUR BELIEFS: As *The foundation for better health*℠, we invest financial, intellectual and social capital through grant making, strategic initiatives and partnerships with others to create a healthier community.

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

- *Leadership:* The Foundation strives to provide *Leadership* in the community by partnering with others sharing RMHF's vision and mission to create healthier communities.
- *Heritage:* The Foundation's *Heritage* is vital to a legacy of community centered care. Trustees and Staff are stewards of the financial and social capital invested to create our legacy institution, Richmond Memorial Hospital.
- *Responsiveness:* The Foundation is committed to being *Responsive* to our community by identifying, exploring and responding to needs and opportunities, investing alone or in partnership with others.

- *Relationship Driven:* The Foundation invests time, talent and resources in order to develop meaningful *Relationships* with grantees, the nonprofit sector, civic and community leaders, government, the private sector, health and healthcare leaders, academic professionals and other foundations.
- *Impact:* The Foundation strives for community *Impact,* which may occur through evidence based programmatic services, innovations or direct investments in one or more organizations or community initiatives. We recognize that achieving and sustaining *Impact* requires time as well as financial and other resources.
- *Commitment:* Foundation Trustees and Staff share a Commitment to community services. Together, we bring diverse experiences, expertise and expectations to bear on a single goal: creating a healthier community.

OUR FUNDING PRIORITIES:

The Foundation sustains its commitment to its priorities for Responsive Grant Making, Program Related Investments, Foundation Initiatives, and Community Investments to improve health and healthcare in the communities we serve.

RESPONSIVE GRANT MAKING PRIORITIES:

The Foundation considers funding requests that achieve measurable results that address programmatic, operating or capital needs; planning and/or strategic development requirements; nonprofit infrastructure investments; and advocacy and awareness initiatives in the following *Areas of Emphasis*:

- ***Access and Quality of Care***: RMHF seeks to support access and quality of care for vulnerable populations (uninsured and underinsured - including medical, dental and behavioral health); strengthen the healthcare safety net; advance the patient centered medical home model of care; invest in preventative care; investigate or plan for new strategies for addressing unmet community health needs.
- ***Healthcare Workforce Education and Development:*** RMHF seeks to support expansion or reform of educational opportunities; articulation through degree programs or across institutions; leadership development; career ladder progression; employment readiness and retention efforts; workforce supply and demand; workforce policy issues.
- ***Aging Services Planning and Delivery:*** RMHF seeks to promote policies and practices advancing aging services, adult day services, caregiver support, care coordination; advance heath and healthcare-related age wave planning activities. In addition to direct service delivery and in order to encourage evidence based practices or innovation, RMHF may consider demographic or other age wave studies.

PROGRAM RELATED INVESTMENTS:

During 1996-98, the Richmond Memorial Health Foundation and Bon Secours Health Systems, Inc. joint ventured to create the Bon Secours Richmond Health System. The Foundation's member interest in the Bon Secours Richmond Health System is recognized as a "Program Related Investment". The Foundation values this investment and seeks opportunities to collaborate, partner and co-invest with the Bon Secours Richmond Health System to address unmet needs of vulnerable populations in our communities.

The Foundation may consider other Program Related Investments on a case by case basis.

FOUNDATION INITIATIVES:
Initiatives serve to enhance expertise in one or more of RMHF's priorities and provide a lens for investing in community health improvement. Initiatives serve to engage the broader community, may be sustained as an RMHF core program, be funded in collaboration with others, or be managed internally as a benefit to the broader community.

COMMUNITY INVESTMENTS:
The Foundation collaborates, partners or strategically aligns Foundation resources with others sharing the Foundation's commitment to improving health and healthcare in the community or where improving health and healthcare complements other initiatives strengthening the community.

OUR GEOGRAPHIC AREA:
The Foundation primarily serves Richmond and Central Virginia. However, we may invest beyond our primary region when doing so provides opportunities to inform or influence health and healthcare priorities in our region.

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

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

THE FOUNDATION DOES NOT FUND:

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

HOW TO APPLY:

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

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

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

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

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

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

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

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

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

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

RICHMOND MEMORIAL HEALTH FOUNDATION MAY ALSO CONSIDER:

- Participation by other partners, such as nonprofit organizations, foundations, government, businesses and academic institutions, and/or the inclusion of matching funds.

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

OTHER INSTRUCTIONS, POLICIES AND INFORMATION:

- Please be sure that all requested information and attachments are included at the time Concept Proposals and Grant Applications are submitted.
- The Foundation will not consider proposals and applications that are incomplete and that do not meet the Foundation's guidelines.
- Organizations must submit one hard copy and one electronic copy of the completed Concept Proposals and/or Grant Applications to the Foundation by hand delivery or by posted mail. E-mailed proposals and applications will be considered on a case by case basis.
- Concept Proposals and Grant Applications must be submitted by the stated deadlines.
- Concept Proposals and Grant Applications that are received after the stated deadlines will be deferred to the next funding cycle.
- The Foundation will acknowledge the receipt of Concept Proposals or Grant Applications.
- The Foundation will not return any material submitted.

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

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

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

<u>Summer Grant Cycle</u>

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

<u>Winter Grant Cycle</u>

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

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

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

FUNDING RIGHTS: The Richmond Memorial Health Foundation reserves the right to amend, modify or waive grant guidelines if the Foundation deems it appropriate or necessary to do so.

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

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

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

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENTS	992,528.	0.	992,528.
TOTAL TO FM 990-PF, PART I, LN 4	992,528.	0.	992,528.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	1,592.	1,592.	0.
INCOME FROM PARTNERSHIP	0.	209,886.	0.
NURSE LEADERSHIP INSTITUTE - TUITION	79,125.	0.	79,125.
TOTAL TO FORM 990-PF, PART I, LINE 11	80,717.	211,478.	79,125.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,030.	0.	0.	1,299.
TO FM 990-PF, PG 1, LN 16A	2,030.	0.	0.	1,299.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDITING AND TAX COMPLIANCE	19,158.	1,916.	0.	12,261.
ACCOUNTING SERVICES	65,319.	6,532.	0.	41,804.
TO FORM 990-PF, PG 1, LN 16B	84,477.	8,448.	0.	54,065.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	426,853.	426,853.	0.	0.
INVESTMENT CONSULTANT	110,000.	110,000.	0.	0.
COMMUNICATIONS CONSULTANT	89,299.	0.	0.	57,152.
PROGRAM CONSULTANTS	145,958.	0.	0.	145,958.
EMPLOYEE BENEFITS CONSULTANT	1,900.	0.	0.	1,216.
TO FORM 990-PF, PG 1, LN 16C	774,010.	536,853.	0.	204,326.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	47,000.	0.	0.	0.
BUSINESS PERSONAL PROPERTY TAX	1,042.	0.	0.	667.
EXEMPT ORG BUSINESS INC TAX	7,064.	0.	0.	0.
VIRGINIA CORPORATION INCOME TAX	4,607.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	59,713.	0.	0.	667.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DCA-NURSE LEADERSHIP INSTITUTE	66,929.	0.	0.	66,929.
DCA-PATIENT CENTERED MEDICAL HOME	5,893.	0.	0.	5,893.
DCA-PARTNERSHIPS FOR PROGRESSION: INSPIRATION FOR ASPIRATIONS	42,270.	0.	0.	42,270.
DIRECT GRANT ADMINISTRATIVE EXPENSES	8,290.	0.	0.	8,290.

DIRECT INVESTMENT ADMINISTRATIVE EXPENSE	6,898.	6,898.	0.	0.
EQUIP. LEASES, SVC CONTRACTS, MAINTENANCE	7,689.	769.	0.	4,921.
INFORMATION TECHNOLOGY	11,233.	1,123.	0.	7,189.
INSURANCE	5,101.	510.	0.	3,265.
INTERNET ACCESS	1,055.	106.	0.	675.
SUPPLIES AND MATERIALS	5,428.	543.	0.	3,474.
MEMBERSHIPS	149.	15.	0.	95.
BANK SERVICE FEES	1,736.	174.	0.	1,111.
RECOGNITIONS AND GIFTS	11,179.	0.	0.	7,155.
POSTAGE	1,390.	139.	0.	889.
FURNISHINGS AND EQUIPMENT	11,677.	1,168.	0.	7,473.
SUBSCRIPTIONS	954.	0.	0.	610.
COPORATE FILINGS	150.	15.	0.	96.
OTHER MISCELLANEOUS EXPENSES	904.	91.	0.	581.
BAD DEBT EXPENSE	48,441.	48,441.	0.	31,002.
TO FORM 990-PF, PG 1, LN 23	237,366.	59,992.	0.	191,918.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSS ON INVESTMENTS	5,051,655.
CHANGE IN EQUITY INTEREST OF PROGRAM RELATED INVESTMENT	6,936,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	11,987,655.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS	19,634,012.	19,634,012.
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,634,012.	19,634,012.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	19,833,254.	19,833,254.
PARTNERSHIPS	COST	33,234,192.	33,234,192.
TOTAL TO FORM 990-PF, PART II, LINE 13		53,067,446.	53,067,446.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CONTRIBUTIONS RECEIVABLE	893,915.	0.	0.
PROGRAM-RELATED INVESTMENTIN BONSECOURS RICHMOND HEALTH SYSTEM	102,164,000.	109,100,000.	109,100,000.
TO FORM 990-PF, PART II, LINE 15	103,057,915.	109,100,000.	109,100,000.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEFFREY S. CRIBBS, SR. 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	PRESIDENT & CEO 40.00	173,340.	33,050.	0.
SHERYL L. GARLAND 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
MICHELE A.W. MCKINNON, ESQUIRE 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	CHAIR 2.00	0.	0.	0.
CLAUDIA N. MACSWAIN 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	SECRETARY 2.00	0.	0.	0.
HARRY A. TURTON, JR. 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TREASURER 2.00	0.	0.	0.
CHRISTOPHER M. CARNEY 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
REGINALD E. GORDON, ESQUIRE 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
ALEXANDER M. MACAULAY, ESQUIRE 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
JOHN W. MARTIN 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
MICHAEL B. MATTHEWS 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
WILLIAM R. NELSON, MD, MPH 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.

DELORES A. REMO 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	VICE CHAIR 2.00	0.	0.	0.
THOMAS A. SILVESTRI 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
ROBERT L. THALHIMER 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
DEBORAH L. ULMER, RN, PHD 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		173,340.	33,050.	0.

FORM 990-PF SUMMARY OF PROGRAM-RELATED INVESTMENTS STATEMENT 13

DESCRIPTION

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

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

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

804-282-6282

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES.

ANY SUBMISSION DEADLINES

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES.