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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 11-01-2012 , and ending 10-31-2013

Name of foundation
POTOMAC HEALTH FOUNDATION

A Employer identification number
52-1340920

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

Room/suite

B Telephone number (see instructions)
(703) 523-0620

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

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 ☑ 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)* ▶$ 101,321,082

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	403	403		
	4	Dividends and interest from securities	2,803,478	2,882,575		
	5a	Gross rents				
	b	Net rental income or (loss) _____				
	6a	Net gain or (loss) from sale of assets not on line 10	4,084,605			
	b	Gross sales price for all assets on line 6a 59,823,693				
	7	Capital gain net income (from Part IV, line 2)		4,109,272		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	6,888,486	6,992,250		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	126,698	3,717		122,981
	14	Other employee salaries and wages	106,852	0		106,852
	15	Pension plans, employee benefits	51,626	0		51,626
	16a	Legal fees (attach schedule)	3,478	0		1,570
	b	Accounting fees (attach schedule)	28,851	0		44,379
	c	Other professional fees (attach schedule)	355,681	350,408		5,273
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	65,354	0		0
	19	Depreciation (attach schedule) and depletion	7,602	0		
	20	Occupancy	33,817	0		0
	21	Travel, conferences, and meetings	14,356	0		14,725
	22	Printing and publications				
	23	Other expenses (attach schedule)	28,891	29,351		24,481
	24	**Total operating and administrative expenses.** Add lines 13 through 23	823,206	383,476		371,887
	25	Contributions, gifts, grants paid	2,001,191			4,046,570
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,824,397	383,476		4,418,457
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	4,064,089			
	b	**Net investment income** (if negative, enter -0-)		6,608,774		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	123,621	247,722	247,722
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 532,816			
	Less allowance for doubtful accounts ▶	609,807	532,816	532,816
	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) ▶ 54,843			
	Less allowance for doubtful accounts ▶ 0	92,520	54,843	54,843
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	7,185	25,548	25,548
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	94,534,121	100,443,660	100,443,660
	14 Land, buildings, and equipment basis ▶ 33,563			
	Less accumulated depreciation (attach schedule) ▶ 17,070	13,628	16,493	16,493
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	95,380,882	101,321,082	101,321,082
Liabilities	17 Accounts payable and accrued expenses	115,138	117,848	
	18 Grants payable	3,005,290	987,370	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)	123,628	113,343	
	23 **Total liabilities** (add lines 17 through 22)	3,244,056	1,218,561	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	92,136,826	100,102,521	
	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)	92,136,826	100,102,521	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	95,380,882	101,321,082	

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	92,136,826
2	Enter amount from Part I, line 27a	2	4,064,089
3	Other increases not included in line 2 (itemize) ▶	3	3,901,606
4	Add lines 1, 2, and 3	4	100,102,521
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	100,102,521

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	INVESTMENT SALES		2010-07-01	2013-07-01
b	SEI CORE PROPERTY FUND, LP		2013-07-01	2013-07-01
c	SEI CORE PROPERTY FUND, LP		2013-07-01	2013-07-01
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	59,823,693		55,739,088	4,084,605
b				19,716
c				4,951
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				4,084,605
b				19,716
c				4,951
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	4,109,272
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	3,863,779	90,901,681	0 042505
2010	4,515,859	92,210,303	0 048973
2009	99,713	84,790,383	0 001176
2008			
2007			

2	**Total** of line 1, column (d)	2	0 092654
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 030885
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	95,756,146
5	Multiply line 4 by line 3	5	2,957,429
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	66,088
7	Add lines 5 and 6	7	3,023,517
8	Enter qualifying distributions from Part XII, line 4	8	4,428,924

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 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	66,088
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	66,088
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	66,088
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 67,513		
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	67,513
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	90
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	1,335
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,335 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b		No
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ▶ WWW POTOMACHEALTHFOUNDATION ORG

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

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

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

16 At any time during calendar year 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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	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
SHERI WARREN 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR OF GRANT PR 40 00	71,463	15,967	988

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
SEI GLOBAL INSTITUTIONAL GROUP 1 FREEDOM VALLEY DRIVE OAKS,PA 19456	INVESTMENT MANAGEMENT	350,408

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. . . . . ▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	96,703,906
b	Average of monthly cash balances		1b	510,455
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	97,214,361
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	97,214,361
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,458,215
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	95,756,146
6	**Minimum investment return.** Enter 5% of line 5		6	4,787,807

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	4,787,807
2a	Tax on investment income for 2012 from Part VI, line 5	2a 66,088		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	66,088
3	Distributable amount before adjustments Subtract line 2c from line 1		3	4,721,719
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	4,721,719
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	4,721,719

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	4,418,457
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	10,467
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	4,428,924
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	66,088
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,362,836

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				4,721,719
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			4,333,119	
b Total for prior years 20___, 20___, 20___		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 ▶ $ 4,428,924				
a Applied to 2011, but not more than line 2a			4,333,119	
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				95,805
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012	0			0
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				4,625,914
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	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)

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)

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

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

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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

SUSIE LEE DIRECTOR OF GRANT PROGRAM
2296 OPITZ BLVD STE 200
WOODBRIDGE, VA 22191
(703) 523-0630
SUSIE@POTOMACHEALTHFOUNDATION ORG

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

THE REQUEST FOR FUNDING OCCURS IN TWO STEPS THE FIRST STEP ISTHE INITIAL APPLICATION, KNOWN AS THE LETTER OF INTENT (LOI), HIGHLIGHTING THE PURPOSE AND OBJECTIVES OF THE PROJECT PROGRESSION TO THE SECOND STEP OF THE APPLICATION PROCESS, KNOWN AS THEFORMAL PROPOSAL, IS BY INVITATION ONLY THE INITIAL APPLICATION IS SUBMITTED ONLINE AT WWW CTKODM COM/POTOMACHEALTHFOUNDATION

c Any submission deadlines

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

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

THE FOUNDATION AWARDS GRANTS TO TAX-EXEMPT ORGANIZATIONS THAT SERVE PERSONS IN EASTERN PRINCE WILLIAM, NORTH STAFFORD AND SOUTHEAST FAIRFAX COUNTIES IN VIRGINIA PROJECTS MUST BE HEALTH RELATED AND ADDRESS FOUNDATION FOCUS AREAS PROJECTS ARE FUNDED FOR PERIOD OF 12-MONTHS THE FOUNDATION DOES NOT FUND SPONSORSHIPS, INCLUDING FUNDRAISING EVENTS, ENDOWMENTS, LOBBYING, DIRECT SUPPORT TO INDIVIDUALS, PROGRAMS OF RELIGIOUS, FRATERNAL, ATHLETIC, OR VETERANS GROUPS WHEN THE PRIMARY BENEFICIARIES OF SUCH UNDERTAKINGS WOULD BE THEIR MEMBERS EXCLUSIVELY, GRANTS TO RETIRE ANY FORM OF DEBT, SCIENTIFIC RESEARCH GRANTS, AND INDIRECT COST PERCENTAGES FOR DETAILS ON HOWTO APPLY, COMMUNITIES SERVED, FUNDING PRIORITIES AND OTHER FAQ, GO TO THE FOUNDATION WEBSITE WWW POTOMACHEALTHFOUNDATION ORG

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . . ▶ **3a**				4,046,570
b *Approved for future payment* See Additional Data Table				
Total . . . . . ▶ **3b**				987,370

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	403	
4 Dividends and interest from securities			14	2,803,478	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,084,605	
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		6,888,486	0
13 **Total.** Add line 12, columns (b), (d), and (e)					13 6,888,486

(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) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-03-07 | ******

Signature of officer or trustee | 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
KAREN GRIES	KAREN GRIES			P00078514

Firm's name ▶ CLIFTONLARSONALLEN LLP

Firm's EIN ▶ 41-0746749

Firm's address ▶ 4250 N FAIRFAX DRIVE SUITE 1020 ARLINGTON, VA 22203

Phone no (571) 227-9500

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
STEPHEN V BATSCHE 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	EXECUTIVE DIRECTOR 40 00	126,698	27,874	1,200
CAROL S SHAPIRO MD 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	VICE-CHAIR 2 00	0	0	0
R MICHAEL SORENSEN 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	TREASURER 2 00	0	0	0
WAYNE MALLARD 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	SECRETARY 1 50	0	0	0
MARION M WALL 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	CHAIR 2 50	0	0	0
HOWARD L GREENHOUSE 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 00	0	0	0
DONNIE HYLTON 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 00	0	0	0
DEBORAH JOHNSON 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 00	0	0	0
SARAH PITKIN PHD 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 00	0	0	0
WILLIAM M MOSS 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 00	0	0	0
CARLOS CASTRO 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 00	0	0	0
SAM HILL EDD 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 00	0	0	0
MEGAN PERRY 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ACTION IN COMMUNITY THROUGH SERVICE 3900 ACTS LANE DUMFRIES,VA 22026		501 (C) (3)	HELPLINE ASSISTANCE AND OUTREACH PROJECT	98,418
ACTION IN COMMUNITY THROUGH SERVICE 3900 ACTS LANE DUMFRIES,VA 22026		501 (C) (3)	MEDICAL CAREGIVERS TRAINING PROGRAM	107,856
ACTION IN COMMUNITY THROUGH SERVICE 3900 ACTS LANE DUMFRIES,VA 22026		501 (C) (3)	SUPPORTIVE AFTER CARE WELLNESS PROGRAM	36,329
ACTION IN COMMUNITY THROUGH SERVICE 3900 ACTS LANE DUMFRIES,VA 22026		501 (C) (3)	PHOENIX FAMILY COUNSELING FAMILY LIFE PROGRAM	25,202
BRAIN INJURY SERVICES 8136 OLD KEENE MILL ROAD SPRINGFIELD,VA 22152		501 (C) (3)	NEUROBEHAVIORAL TREATMENT FOR BRAIN INJURY	97,188
CHANGE IN ACTION INC 12884 HARBOR DRIVE SUITE 203 WOODBRIDGE,VA 22192		501 (C) (3)	BEHAVIORAL MANAGEMENT FOR HEALTHY RELATIONSHIPS	156,622
GEORGE MASON UNIVERSITY 4400 UNIVERSITY DRIVE MS 4C6 FAIRFAX,VA 22030		501 (C) (3)	THE ACHIEVES PROJECT	266,058
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192		501 (C) (3)	GANG PREVENTION AND INTERVENTION HEALTH SUPPORT SERVICES	36,074
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192		501 (C) (3)	INTEGRATED AND COORDINATED HEALTH CARE HOME	131,552
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192		501 (C) (3)	EXPANDING ACCESS TO DENTAL SERVICES	107,782
INDEPENDENCE EMPOWERMENT CENTER 8409 DORSEY CIRCLE SUITE 101 MANASSAS,VA 20110		501 (C) (3)	PROVIDING ACCESS TO HEALTHCARE FOR THE DEAF COMMUNITY (PAHI)	30,433
LAKE RIDGE LIONS CLUB CHARITIES 3688 RUSSELL ROAD WOODBRIDGE,VA 22912		501 (C) (3)	REGION V EARLY CHILDHOOD EYE SCREENING PROJECT	31,500
LLOYD F MOSS FREE CLINIC 1301 SAM PERRY BLVD FREDERICKSBURG,VA 22401		501 (C) (3)	GENERAL OPERATING FUNDS	124,058
MANASSAS MIDWIFERY 8425 DORSEY CIRCLE STE 102 MANASSAS,VA 20110		501 (C) (3)	IMPROVING BIRTH AND EARLY CHILDHOOD OUTCOMES	126,252
MATTHEW'S CENTER 10651 LOMOND DRIVE MANASSAS,VA 20109		501 (C) (3)	EXPANSION OF AUTISM SERVICES	240,108

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION 1616 ANDERSON ROAD MCLEAN,VA 22102		501 (C) (3)	MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION	63,785
MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION 1616 ANDERSON ROAD MCLEAN,VA 22102		501 (C) (3)	PROJECT PEARLY WHITES - LORTON	40,348
NATIONAL CAPITAL POISON CENTER 3201 NEW MEXICO AVENUE SUITE 310 WASHINGTON,DC 20016		501 (C) (3)	POISON CONTROL SERVICES	140,242
NATIONAL COALITION OF 100 BLACK WOMEN PRINCE WILLIAM COUNTY CHAPTER PO BOX 1166 DUMFRIES,VA 22026		501 (C) (3)	TRIPLE NEGATIVE BREAST CANCER EDUCATION AND SCREENING	54,600
NORTHER VIRGINIA RESOURCE CENTER FOR DEAF AND HARD OF HEARING PERSONS 3951 PENDER DRIVE SUITE 130 FAIRFAX,VA 22030		501 (C) (3)	HEARING, EDUCATION, ACCESS AND RESOURCES	10,500
NORTHERN VIRGINIA AIDS MINISTRY PO BOX 963 FALLS CHUCH,VA 22040		501 (C) (3)	HIV/AIDS PREVENTION EDUCATION, COMMUNITY OUTREACH & TESTING	15,212
NOVA SCRIPTSCENTRAL INC 6400 ARLINGTON BLVD SUITE 120 FALLS CHURCH,VA 22042		501 (C) (3)	PRESCRIPTION MEDICATIONS FOR THE LOW-INCOME UNISURED	160,597
NUEVA VIDA INC 5225 WISCONSIN AVE NW SUITE 503 WASHINGTON,DC 20015		501 (C) (3)	REDUCING FRAGMENTATION AND IMPROVING CONTINUITY OF CARE	61,594
PEDIATRIC PRIMARY CARE PROJECT FERLAZZO BUILDING 15941 CURTIS DRIVE SUITE 180 WOODBRIDGE,VA 22191		501 (C) (3)	KIDS CONNECT	29,790
POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION 14700 POTOMAC MILLS ROAD WOODBRIDGE,VA 22192		501 (C) (3)	TRANSPORTATION VOUCHER PROGRAM	139,560
PRINCE WILLIAM AREA FREE CLINIC 13900 CHURCH HILL DRIVE WOODBRIDGE,VA 22191		501 (C) (3)	MEDICATION ACCESS CASE MANAGEMENT	91,679
PRINCE WILLIAM AREA FREE CLINIC 13900 CHURCH HILL DRIVE WOODBRIDGE,VA 22191		501 (C) (3)	UNIFIED HEALTH CENTER	265,278
PRINCE WILLIAM COUNTY DEPT OF SOCIAL SERVICES 15941 DONALD CURTIS DRIVE SUITE 180 WOODBRIDGE,VA 22191		501 (C) (3)	CASE COORDINATOR FOR HEALTH AND SUPPORTING SERVICES	38,665
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASSAS,VA 20112		501 (C) (3)	PRINCE WILLIAM COUNTY SCHOOL OF PRACTICAL NURSING	32,265
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASSAS,VA 20112		501 (C) (3)	HUMAN TRAFFICKING PREVENTION, IDENTIFICATION, AND REFERRAL	37,452

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PRINCE WILLIAM HEALTH DISTRICT 9301 LEE AVENUE MANASSAS,VA 20110		501 (C) (3)	BEAT CANCER-BREAST EDUCATION AWARENESS & TREATMENT	57,007
PRINCE WILLIAM HEALTH PARTNERSHIP 2296 OPITZ BOULEVARD SUITE 200 WOODBRIDGE,VA 22191		501 (C) (3)	HEAL SUSTAINABILITY AND EXPANSION PROGRAM	31,500
PROJECT MEND-A-HOUSE INC 5 COUNTY COMPLEX COURT SUITE 285/DS985 WOODBRIDGE,VA 22192		501 (C) (3)	PREVENTING FALLS FOR SENIORS AND PERSONS WITH DISABILITIES	82,000
RAINBOW CENTER 5605 ANTIOCH RD HAYMARKET,VA 20169		501 (C) (3)	THE MANE EXPERIENCE	45,527
RAPPAHANNOCK AREA AGENCY ON AGING 460 LENDALL LANE FREDERICKSBURG,VA 22405		501 (C) (3)	AQUIA GARRISONVILLE HEATHCARE PROJECT	27,000
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY SUITE 300 RICHMOND,VA 23294		501 (C) (3)	MEDICATION ACCESS FOR THE UNINSURED	14,000
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501 (C) (3)	EVERY BABY, EVERY TIME!	74,786
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501 (C) (3)	FAMILY HEALTH CONNECTION MOBILE CLINIC	137,024
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501 (C) (3)	EMS TO HOSPITAL EKG TRANSMISSION	24,108
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501 (C) (3)	FAMILY HEALTH CONNECTION OUTREACH WORKER	35,843
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501 (C) (3)	HISPANIC DIABETES OUTREACH PROGRAM	41,561
SIDS MID-ATLANTIC PO BOX 799 HAYMARKET,VA 20168		501 (C) (3)	CRIBS FOR KIDS	10,500
STREETLIGHT COMMUNITY OUTREACH MINISTRIES 1550 PRINCE WILLIAM PKWY STE B WOODBRIDGE,VA 22191		501 (C) (3)	PERMANENT SUPPORTED HOUSING & RESPITE CARE FOR MEDICALLY FRAGILE HOMELESS ADULTS	45,500
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC 13505 HILLENDALE DRIVE CALE CITY,VA 22193		501 (C) (3)	PROMOTING BETTER HEALTH FOR ADULTS WITH DEVELOPMENTAL DISABILITIES	20,000
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC 13505 HILLENDALE DRIVE CALE CITY,VA 22193		501 (C) (3)	EQUIPMENT AND SUPPLIES FOR MEDICAL AND THERAPEUTIC SERVICES	28,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE HOUSE INC STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE,VA 22193		501 (C) (3)	FITTING IN	79,800
THE HOUSE INC STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE,VA 22193		501 (C) (3)	EMPOWERMENT CENTER	154,630
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW,VA 22136		501 (C) (3)	CRISIS INTERVENTION COUNSELING PROGRAM	98,402
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW,VA 22136		501 (C) (3)	DIAGNOSTIC AND ASSESSMENT CENTER	242,383
Total . . . . . ▶ **3a**				4,046,570

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b *Approved for future payment*				
ACTION IN COMMUNITY THROUGH SERVICE3900 ACTS LANE DUMFRIES,VA 22026		501 (C) (3)	SUPPORTIVE AFTER CARE WELLNESS PROGRAM	18,164
ACTION IN COMMUNITY THROUGH SERVICE3900 ACTS LANE DUMFRIES,VA 22026		501 (C) (3)	HELPLINE ASSISTANCE AND OUTREACH PROJECT	14,060
ACTION IN COMMUNITY THROUGH SERVICE3900 ACTS LANE DUMFRIES,VA 22026		501 (C) (3)	MEDICAL CAREGIVERS TRAINING PROGRAM	15,408
BRAIN INJURY SERVICES8136 OLD KEENE MILL ROAD SPRINGFIELD,VA 22152		501 (C) (3)	AN INNOVATIVE APPROACH TO NEUROBEHAVIORAL TREATMENT FOR BRAIN INJURY	13,884
CHANGE IN ACTIONINC12884 HARBOR DRIVE SUITE 203 WOODBRIDGE,VA 22192		501 (C) (3)	BEHAVIORAL MANAGEMENT FOR HEALTHY RELATIONSHIPS	50,406
GEORGE MASON UNIVERSITY4400 UNIVERSITY DRIVE MS 4C6 FAIRFAX,VA 22030		501 (C) (3)	ACHIEVES PROJECT (ADVANCING HEALTHCARE INITIATIVES FOR UNDERSERVED STUDENTS)	38,008
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192		501 (C) (3)	INTEGRATED & COORDINATED HEALTH CARE HOME	18,793
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192		501 (C) (3)	GANG RESPONSE INTERVENTION TEAM	15,461
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER4379 RIDGEWOOD CENTER DRIVE SUITE		501 (C) (3)	EXPANDING ACCESS TO DENTAL SERVICES IN PRINCE WILLIAM COUNTY	28,204
INDEPENDENCE EMPOWERMENT CENTER8409 DORSEY CIRCLE SUITE 101 MANASSAS,VA 20110		501 (C) (3)	PROVIDING ACCESS TO HEALTHCARE FOR THE DEAF COMMUNITY (PAHI)	4,348
LAKE RIDGE LIONS CLUB CHARITIES3688 RUSSELL ROAD WOODBRIDGE,VA 22912		501 (C) (3)	REGION V LIONS CLUBS EARLY CHILDHOOD EYE SCREENING PROJECT	4,500
LLOYD F MOSS FREE CLINIC1301 SAM PERRY BLVD FREDERICKSBURG,VA 22401		501 (C) (3)	GENERAL OPERATING SUPPORT	17,723
MANASSASMIDWIFERY8425 DORSEY CIRCLE STE 102 MANASSAS,VA 20110		501 (C) (3)	IMPROVING BIRTH AND EARLY CHILDHOOD OUTCOMES THORUGH CENTERING HEALTH CARE	28,944
MATTHEW'SCENTER10651 LOMOND DRIVE MANASSAS,VA 20109		501 (C) (3)	EXPANSION OF AUTISM SERVICES	65,120
MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION1616 ANDERSON ROAD MCLEAN,VA 22102		501 (C) (3)	PEARLY WHITES - LORTON	17,292
MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION1616 ANDERSON ROAD MCLEAN,VA 22102		501 (C) (3)	MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION	16,153
NATIONAL CAPITAL POISON CENTER3201 NEW MEXICO AVENUE SUITE 310 WASHINGTON,DC 20016		501 (C) (3)	POISON CONTROL SERVICES	38,248
NATIONAL COALITION OF 100 BLACK WOMEN PRINCE WILLIAM COUNTY CHAPTERPO BOX 1166 DUMFRIES,VA 22026		501 (C) (3)	TRIPLE NEGATIVE BREAST CANCER EDUCATION AND SCREENING	23,400
NORTHERN VIRGINIA RESOURCE CENTER FOR DEAF AND HARD OF HEARING PERSONS3951 PENDER DRIVE SUITE 130 FAIRFAX,VA 22030		501 (C) (3)	HEARING, EDUCATION, ACCESS AND RESOURCES - PRINCE WILLIAM COUNTY	1,500
NOVA SCRIPTSCENTRAL INC6400 ARLINGTON BLVD SUITE 120 FALLS CHURCH,VA 22042		501 (C) (3)	PRESCRIPTION MEDICATIONS FOR THE LOW-INCOME UNISURED	22,942
NUEVA VIDA INC5225 WISCONSIN AVE NW SUITE 503 WASHINGTON,DC 20015		501 (C) (3)	REDUCING FRAGMENTATION & IMPROVING CONTINUITY OF CARE ACROSS THE BREAST CANCER CONTINUUM	26,398
PEDIATRIC PRIMARY CARE PROJECTFERLAZZO BUILDING 15941 CURTIS DRIVE SUITE 180 WOODBRIDGE,VA 22191		501 (C) (3)	KIDS CONNECT	3,310
PRINCE WILLIAM AREA FREE CLINIC13900 CHURCH HILL DRIVE WOODBRIDGE,VA 22191		501 (C) (3)	MEDICATION ACCESS CASE MANAGEMENT	13,097
PRINCE WILLIAM AREA FREE CLINIC13900 CHURCH HILL DRIVE WOODBRIDGE,VA 22191		501 (C) (3)	UNIFIED HEALTH CENTER	29,784
PRINCE WILLIAM COUNTY DEPT OF SOCIAL SERVICES15941 DONALD CURTIS DRIVE SUITE 180 WOODBRIDGE,VA 22191		501 (C) (3)	CASE COORDINATOR FOR HEALTH AND SUPPORTING SERVICES FOR VULNERABLE HOMELESS ADULTS	11,960
PRINCE WILLIAM HEALTH DISTRICT9301 LEE AVENUE MANASSAS,VA 20110		501 (C) (3)	BEAT CANCER	24,432
PRINCE WILLIAM HEALTH PARTNERSHIP2296 OPITZ BOULEVARD SUITE 200 WOODBRIDGE,VA 22191		501 (C) (3)	HEAL (HEALTHY EATING AND ACTIVE LIVING) SUSTAINABILITY AND EXPANSION PROGRAM	4,500
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS14715 BRISTOW ROAD MANASSAS,VA 20112		501 (C) (3)	HUMAN TRAFFICKING PREVENTION, IDENTIFICATION AND REFERRAL	16,051
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS14715 BRISTOW ROAD MANASSAS,VA 20112		501 (C) (3)	SCHOOL OF PRACTICAL NURSING	9,971
PROJECT MEND-A-HOUSEINC5 COUNTY COMPLEX COURT SUITE 285/DS985 WOODBRIDGE,VA 22192		501 (C) (3)	PREVENTING FALLS FOR SENIORS AND PERSONS WITH DISABILITIES	25,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b *Approved for future payment*				
POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION 14700 POTOMAC MILLS ROAD WOODBRIDGE,VA 22192		501 (C) (3)	TRANSPORTATION VOUCHER PROGRAM	13,182
RAINBOW CENTER5605 ANTIOCH RD HAYMARKET,VA 20169		501 (C) (3)	THE MANE EXPERIENCE	6,504
RAPPAHANNOCK AREA AGENCY ON AGING460 LENDALL LANE FREDERICKSBURG,VA 22405		501 (C) (3)	AQUIA GARRISONVILLE HEALTHCARE PROJECT	3,000
RX PARTNERSHIP2924 EMERYWOOD PARKWAY SUITE 300 RICHMOND,VA 23294		501 (C) (3)	MEDICATION ACCESS FOR THE UNINSURED	2,000
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501 (C) (3)	EVERY BABY, EVERY TIME!	10,684
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501 (C) (3)	FAMILY HEALTH CONNECTION MOBILE VANS	19,574
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501 (C) (3)	SENTARA POTOMAC WOMEN'S HEALTH MAMMOVAN	119,462
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501 (C) (3)	FAMILY HEALTH CONNECTION OUTREACH COORDINATOR	10,227
SENTARA NORTHERN VIRGINIA MEDICAL CENTER2300 OPITZ BOULEVARD WOODBRIDGE,VA 22191		501 (C) (3)	HISPANIC DIABETES OUTREACH PROGRAM	12,937
SIDS MID-ATLANTICPO BOX 799 HAYMARKET,VA 20168		501 (C) (3)	CRIBS FOR KIDS	1,500
STREET LIGHT COMMUNITY OUTREACH MINISTRIES1550 PRINCE WILLIAM PKWY STE B WOODBRIDGE,VA 22191		501 (C) (3)	PERMANENT SUPPORTED HOUSING & RESPITE CARE FOR MEDICALLY FRAGILE HOMELESS ADULTS	19,500
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC13505 HILLENDALE DRIVE CALE CITY,VA 22193		501 (C) (3)	EQUIPMENT & SUPPLIES FOR MEDICAL & THERAPEUTIC SERVICES	12,000
THE HOUSE INC STUDENT LEADERSHIP CENTER14001 CROWN COURT WOODBRIDGE,VA 22193		501 (C) (3)	FITTING IN	11,400
THE HOUSE INC STUDENT LEADERSHIP CENTER14001 CROWN COURT WOODBRIDGE,VA 22193		501 (C) (3)	EMPOWERMENT CENTER	50,970
YOUTH FOR TOMORROW11835 HAZEL CIRCLE DRIVE BRISTOW,VA 22136		501 (C) (3)	CRISIS INTERVENTION COUNSELING PROGRAM	14,057
YOUTH FOR TOMORROW11835 HAZEL CIRCLE DRIVE BRISTOW,VA 22136		501 (C) (3)	DIAGNOSTIC AND ASSESSMENT CENTER	62,812
Total . . . . . ▶ **3b**				987,370

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TY 2012 Accounting Fees Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT/TAX	28,851	0		44,379

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TY 2012 Explanation of Non-Filing with Attorney General Statement

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

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

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TY 2012 Investments - Other Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SEI CORE FIXED INCOME FUND 1,243,812.149 SHARES	FMV	12,923,208	12,923,208
SEI SPECIAL SITUATIONS FUND LTD 2,903.787 SHARES	FMV	3,601,420	3,601,420
SEI OFFSHORE OPPORTUNITY II 0 SHARES	FMV	0	0
SEI SMALL CAP FUND 214,614.128 SHARES	FMV	3,734,286	3,734,286
SEI INSTITUTIONAL INVESTMENT TRUST 413,260.497 SHARES	FMV	4,103,677	4,103,677
SIIT EMERGING MARKETS DEBT FUND SEDAX 272,948.556 SHARES	FMV	2,882,337	2,882,337
SIIT ULTRA SHORT DURATION BOND FUND 678,551.487 SHARES	FMV	6,799,086	6,799,086
SEI CORE PROPERTY FUND 7,875.893 SHARES	FMV	10,825,058	10,825,058
PRIME OBLIGATION FUND 0 SHARES	FMV	0	0
SEI US MANAGED VOL FUND 466,899.197 SHARES	FMV	6,784,045	6,784,045
SIIT MULTI ASSET REAL RETURN FUND 796,090.909 SHARES	FMV	7,252,388	7,252,388
SIIT ENHANCED LIBOR OPPORTUNITIES FD ENIAX 0 SHARES	FMV	0	0
GLOBAL MANAGED VOL FUND (SVTAX) 862,761.061 SHARES	FMV	9,844,104	9,844,104
SEI LARGE CAP FUND (SLCAX) 680,211.805 SHARES	FMV	15,549,642	15,549,642
SEI SIIT OPPORTUNISTIC INCOME FD-A 603,298.290 SHARES	FMV	4,977,211	4,977,211
SEI WORLD EQUITY EX-US FUND (WEUSX) 860,139.116 SHARES	FMV	10,717,333	10,717,333
SEI OFFSHORE OPP II CLASS F ESCROW 449,864.730 SHARES	FMV	449,865	449,865

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TY 2012 Land, Etc. Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE & EQUIPMENT	33,563	17,070	16,493	16,493

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TY 2012 Legal Fees Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	3,478	0		1,570

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TY 2012 Other Expenses Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL DEVELOPMENT	9,985	0		13,295
TECH EXPENSE	11,059	0		10,799
OTHER EXPENSE	5,713	0		-1,747
INSURANCE	2,134	0		2,134
SEI CORE PROPERTY FUND, LP OTHER DEDUCTIONS	0	29,351		0

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TY 2012 Other Increases Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Description	Amount
UNREALIZED GAIN	3,901,606

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TY 2012 Other Liabilities Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO RELATED PARTY	21,245	13,769
DEFERRED TAX LIABILITY	102,383	99,574

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TY 2012 Other Professional Fees Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	350,408	350,408		0
CONSULTANT FEES	5,273	0		5,273

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TY 2012 Taxes Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	65,354	0		0