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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation NORTHERN VIRGINIA HEALTH FOUNDATION		A Employer identification number 20-4062932
Number and street (or P.O. box number if mail is not delivered to street address) 1940 DUKE STREET	Room/suite 200	B Telephone number 703-486-5691
City or town, state or province, country, and ZIP or foreign postal code ALEXANDRIA, VA 22314		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 35,794,871.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		178,196.	178,196.		STATEMENT 1
4 Dividends and interest from securities		522,988.	522,988.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		436,598.			
b Gross sales price for all assets on line 6a 12,775,342.					
7 Capital gain net income (from Part IV, line 2)			436,598.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		1,137,782.	1,137,782.		
13 Compensation of officers, directors, trustees, etc.		173,890.	6,956.		166,934.
14 Other employee salaries and wages		141,731.	0.		132,298.
15 Pension plans, employee benefits		78,693.	3,148.		74,292.
16a Legal fees					
b Accounting fees		58,504.	14,626.		43,878.
c Other professional fees		287,435.	141,252.		146,183.
17 Interest					
18 Taxes		39,669.	312.		0.
19 Depreciation and depletion		934.	0.		
20 Occupancy		90,832.	0.		90,832.
21 Travel, conferences, and meetings		23,325.	0.		23,325.
22 Printing and publications		9,017.	0.		9,017.
23 Other expenses		91,249.	0.		90,962.
24 Total operating and administrative expenses. Add lines 13 through 23		995,279.	166,294.		777,721.
25 Contributions, gifts, grants paid		861,000.			861,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,856,279.	166,294.		1,638,721.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<718,497.>			
b Net investment income (if negative, enter -0-)			971,488.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			1,650,702.	1,919,125.	1,919,125.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges			12,003.	15,644.	15,644.
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 8			9,757,084.	16,842,124.	16,842,124.
	c Investments - corporate bonds STMT 9			8,053,709.	5,972,552.	5,972,552.
	11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 10			11,883,142.	7,977,270.	10,932,948.	
14 Land, buildings, and equipment: basis ▶ 6,049.						
Less: accumulated depreciation STMT 11 ▶ 1,745.			1,104.	4,304.	4,304.	
15 Other assets (describe ▶ STATEMENT 12)			10,800.	108,174.	108,174.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			31,368,544.	32,839,193.	35,794,871.	
Liabilities	17 Accounts payable and accrued expenses			21,201.	32,174.	
	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 ▶ STATEMENT 13)			25,100.	89,776.	
	23 Total liabilities (add lines 17 through 22)			46,301.	121,950.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			31,322,243.	32,717,243.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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			31,322,243.	32,717,243.	
	31 Total liabilities and net assets/fund balances			31,368,544.	32,839,193.	

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	31,322,243.
2 Enter amount from Part I, line 27a	2	<718,497.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	2,113,497.
4 Add lines 1, 2, and 3	4	32,717,243.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,717,243.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P		
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 12,775,342.		12,338,744.	436,598.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			436,598.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	436,598.
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	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,473,739.	31,784,937.	.046366
2011	1,477,911.	31,830,429.	.046431
2010	1,900,275.	31,120,839.	.061061
2009	1,906,759.	29,658,755.	.064290
2008	2,132,397.	38,776,575.	.054992
2 Total of line 1, column (d)			2 .273140
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 .054628
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 33,626,642.
5 Multiply line 4 by line 3			5 1,836,956.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,715.
7 Add lines 5 and 6			7 1,846,671.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,642,855.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	19,430.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	19,430.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	19,430.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	23,000.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	3,000.
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	26,000.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	6,570.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 6,570. Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of THE ORGANIZATION	Telephone no.	703-486-5691	
	Located at 1940 DUKE STREET, ALEXANDRIA, VA	ZIP+4	22314	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, 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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 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 2013)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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 14		173,890.	22,392.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PATRICIA RODGERS - 1940 DUKE STREET, SUITE 200, ALEXANDRIA, VA 22314	PROGRAM OFFICER 40.00	94,093.	21,707.	0.

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SHR ASSOCIATES - 147 OLD SOLOMONS ISLAND RD. SUITE 504, ANNAPOLIS, MD 21401	TECHNICAL ASSISTANCE	65,000.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	20,945,765.
b	Average of monthly cash balances	1b	1,784,913.
c	Fair market value of all other assets	1c	11,408,045.
d	Total (add lines 1a, b, and c)	1d	34,138,723.
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	34,138,723.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	512,081.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,626,642.
6	Minimum investment return. Enter 5% of line 5	6	1,681,332.

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

1	Minimum investment return from Part X, line 6	1	1,681,332.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	19,430.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,430.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,661,902.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,661,902.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,661,902.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,638,721.
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	4,134.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,642,855.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,642,855.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,661,902.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,315,927.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,642,855.				
a Applied to 2012, but not more than line 2a			1,315,927.	
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 2013 distributable amount				326,928.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,334,974.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

Subtract line 2d from line 2c

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

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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient 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				
ALEXANDRIA NEIGHBORHOOD HEALTH SERVICE, INC 2 EAST GLEBE RD. ALEXANDRIA, VA 22305	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	80,000.
ARLINGTON FREE CLINIC 2921 11TH ST. SOUTH ARLINGTON, VA 22204	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	80,000.
ARLINGTON PEDIATRIC CENTER 601 S. CARLIN SPRINGS ARLINGTON, VA 22204	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	80,000.
COMMUNITY FOUNDATION FOR THE NATIONAL CAPITAL REGION 1201 15TH STREET, NW WASHINGTON, DC 20005	NONE	501(C)(3)	SUPPORT FOR THE GREATER WASHINGTON WORKFORCE DEV. COLLABORATIVE	25,000.
CONSUMER HEALTH FOUNDATION 1400 16TH ST., NW WASHINGTON, DC 20036	NONE	501(C)(3)	TO SUPPORT THE NORTHERN VIRGINIA HEALTH SERVICES COALITION AND THE REGIONAL PRIMARY CARE	32,500.
Total	SEE CONTINUATION SHEET(S)			861,000.
b Approved for future payment				
NONE				
Total				0.

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

- | | | | |
|--|--------------|------------|-----------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date 10/15/14

President & CEO
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

FRANK H. SMITH

Firm's name ► **RAFFA, PC**

Firm's address ► 1899 L STREET #900
WASHINGTON, DC 20036

Preparer's signature

Frank H. Smith

Date

10/13/14

Check ☐ self-employed

PTIN

P00639053

Firm's EIN ▶ 52-1511275

Phone no. 202-822-5000

Form **990-PF** (2013)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN INVESTMENTS	178,196.	178,196.	
TOTAL TO PART I, LINE 3	178,196.	178,196.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN INVESTMENTS	522,988.	0.	522,988.	522,988.	
TO PART I, LINE 4	522,988.	0.	522,988.	522,988.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	58,504.	14,626.		43,878.
TO FORM 990-PF, PG 1, LN 16B	58,504.	14,626.		43,878.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	141,252.	141,252.		0.
RETIREMENT FEES	1,128.	0.		1,128.
TECHNICAL ASSISTANCE	65,000.	0.		65,000.
CONSULTANTS	54,555.	0.		54,555.
STRATEGIC PLANNING	20,000.	0.		20,000.
GRANTS MANAGEMENT	5,500.	0.		5,500.
TO FORM 990-PF, PG 1, LN 16C	287,435.	141,252.		146,183.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	312.	312.		0.
EXCISE TAXES	39,357.	0.		0.
TO FORM 990-PF, PG 1, LN 18	39,669.	312.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	16,075.	0.		16,075.
OFFICE SUPPLIES	4,215.	0.		3,928.
TECHNOLOGY MAINTENANCE	6,642.	0.		6,642.
SUBSCRIPTIONS	1,056.	0.		1,056.
POSTAGE AND DELIVERY	1,023.	0.		1,023.
INSURANCE	1,200.	0.		1,200.
COMMUNICATIONS AND REPORTS	59,220.	0.		59,220.
PAYROLL FEES	1,793.	0.		1,793.
REGISTRATION FEES	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	91,249.	0.		90,962.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
UNREALIZED GAINS ON INVESTMENTS	2,103,997.
AUDIT ADJUSTMENT TO PY INCOME TAX PAYABLE	9,500.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,113,497.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	16,842,124.	16,842,124.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,842,124.	16,842,124.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	5,972,552.	5,972,552.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,972,552.	5,972,552.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP AND STRUCTURED INVESTMENTS	COST	7,977,270.	10,932,948.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,977,270.	10,932,948.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	4,116.	4,116.	0.
VOSTRO LAPTOP	1,317.	1,052.	265.
EQUIPMENT	597.	139.	458.
TOTAL TO FM 990-PF, PART II, LN 14	6,030.	5,307.	723.

FORM 990-PF	OTHER ASSETS	STATEMENT	12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT	10,800.	10,800.	10,800.
PREPAID INCOME AND EXCISE TAXES	0.	7,598.	7,598.
DEFERRED COMPENSATION	0.	89,776.	89,776.
TO FORM 990-PF, PART II, LINE 15	10,800.	108,174.	108,174.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
EXCISE TAX PAYABLE	25,100.	0.	
DEFERRED COMPENSATION	0.	89,776.	
TOTAL TO FORM 990-PF, PART II, LINE 22	25,100.	89,776.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
VERDIA HAYWOOD 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	CHAIRMAN 1.50	0.	0.	0.
JANE DELGADO 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	VICE CHAIR 1.00	0.	0.	0.
JEFF SCHRAGG 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	TREASURER 1.50	0.	0.	0.
MARSHA ALLGEIER 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
JEANNE FRANKLIN, ESQ. 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
LISA KAPLOWITZ, MD, MSHA 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
DAVID SPECK 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
JANE WOODS 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	DIRECTOR 1.00	0.	0.	0.
PATRICIA N. MATHEWS 1940 DUKE STREET, SUITE 200 ALEXANDRIA, VA 22314	PRES./SECR. AND CEO 40.00	173,890.	22,392.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		173,890.	22,392.	0.

PORT
FORM 990-PF PAGE 1

990-PF

[illegible]

328102
05-01-13

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Northern Virginia Health Foundation
Form 990-PF, Part II, Line 13 -- Other Investments
Year Ended December 31, 2013

20-4062931

	Book Value	Fair Market Value
Direct Investments - Hedge Funds		
Salzman Offshore, Ltd Lead Series	\$ 14,973	\$ 14,973
Private Equity/Real Estate/Exch. Funds - LLs, LLCs and Other		
AP Europe VII (APAX) Private Investors Offshore LP	400,499	520,063
BCP VI Private Investors Offshore, LP	114,336	153,263
Blackstone GSO Private Investors, LP (Offshore)	312,797	481,834
CCMP Capital Investors (Cayman) II, L.P.	203,457	515,881
Clayton, Dubilier & Rice	267,680	625,670
Global Access PE Vintage 2013LP	71,204	71,204
J C Flowers II Private Investors Offshore LP (Offshore)	147,594	147,594
JP Morgan Secondary Private Equity	172,857	388,136
Silver Lake Partners III Private Investors Offshore LP	149,340	381,759
JP Morgan Alternative Property Fund Domestic I L.P.	87,198	87,198
JPM Fleming European Property Fund (US Investor)	296,985	296,985
Direct Investments - Hedge Funds		
JP Morgan -Blackrock Opportunistic	500,000	654,470
JP Morgan- Leveraged Loans	500,000	710,164
Coatue Offshore Fund Ltd.	407,178	958,418
Gateway Fund-Y	300,000	303,665
Global Access - Macro Strategies	500,000	540,144
Gracie International Credit Opportunities Fund, LTD Class B	23,181	23,181
HB Multi-Strategy Holding LTD - Class B Series 29	26,586	26,586
Highbridge Capital Corporation	828,206	1,106,699
PIMCO Unconstrained Bond	336,936	336,936
PSAM World ARB Fund Ltd - Class D Benchmark	499,993	771,857
Private Equity/Real Estate/Exch. Funds - LLs, LLCs and Other		
GRE II Private Investors, LLD 01-2007	19,710	19,710
Hard Assets		
PIMCO Commodity	809,904	809,904
Complimentary Structured Strategies		
SG PMS 90% PPN 2/3/14	234,681	234,681
JPMORGAN CHASE FRN 3.000% 4/17/14	500,350	500,350
BARCLAYS 5 YR CPI NOTE MD 11/27/14;	251,625	251,625
Total Partnership and Structured Investment	\$ 7,977,270	\$ 10,932,948

Northern Virginia Health Foundation
Form 990-PF, Part II-Balance Sheet Investments
Year ended December 31, 2013

20-4062932

Description	Quantity	Value
DODGE & COX INTL STOCK FUND	48,330.38	\$ 2,080,140
MFS INTL VALUE-I	48,626.74	1,710,689
SPDR S&P 500 ETF TRUST	8,050.00	1,486,755
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002	51,817.76	1,437,425
ISHARES RUSSELL MIDCAP INDEX FUND	9,000.00	1,349,820
B8H CORE SELECT FUND-N	46,621.91	997,709
JPM LARGE CAP GRWTH FD - SEL FUND 3118	29,236.66	929,141
DELAWARE EMERGING MARKETS-I	52,901.64	860,710
T ROWE PRICE NEW ASIA	46,229.38	740,132
JPM EQ INC FD - SEL FUND 3128	52,271.62	682,145
ISHARES CORE S&P MID-CAP ETF	3,330.00	445,587
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6%CPN , UNCAPPED INITIAL LEVEL-09/14/12 SX5E:2594.56	325,000.00	390,280
GS MARKET PLUS SPX 03/26/14 69.5% CONTIN BARRIER- 0%CPN , UNCAPPED INITIAL LEVEL-09/21/12 SPX:1460.15	300,000.00	378,315
VANGUARD FTSE EUROPE ETF	6,000.00	352,800
JPM CHINA REGION FD - SEL FUND 3810	15,424.85	327,624
SG BREN MXEA 04/02/14 10%BUFFER-1.5 XLEV- 7%CAP 10 5%MAXTRN INITIAL LEVEL-03/15/13 MXEA 1713.66	300,000.00	322,920
SG CONT BUFF EQ SPX 09/17/14 80% CONTIN BARRIER- 0 5%CPN 15% CAP INITIAL LEVEL- 08/30/13 SPX 1632.97	300,000.00	319,800
JPM GLBL RES ENH INDEX FD - SEL FUND 3457	17,133.07	305,483
JPM REN MXASJ 03/26/14 2 XLEV- 9 75%CAP- 19 5%MAXPYMT INITIAL LEVEL-03/08/13 MXASJ:557.17	300,000.00	301,170
BOEING CO	425	58,008
CARDINAL HEALTH INC	750	50,108
JP MORGAN CHASE & CO	850	49,708
HCA HOLDINGS INC	1,000.00	47,710
BERKSHIRE HATHAWAY INC DEL CL B	400	47,424
ACTIVISION BLIZZARD INC	2,600.00	46,358
OMNICOM GROUP INC	600	44,622
SEALED AIR CORP	1,300.00	44,265
CSX CORP	1,500.00	43,155
MICROSOFT CORP	1,150.00	43,022
PFIZER INC	1,400.00	42,882
SCHLUMBERGER LTD	475	42,802
NIELSEN N V	925	42,448
HANESBRANDS INC	600	42,162
3M CO	300	42,075
CARPENTER TECHNOLOGY CORP	650	40,430
BED BATH & BEYOND INC	500	40,150
HYATT HOTELS CORP - CL A	800	39,568
APPLE INC.	70	39,271

PROCTER & GAMBLE CO	475	38,670
HERTZ GLOBAL HOLDINGS INC	1,350 00	38,637
MATTEL INC	800	38,064
RANGE RESOURCES CORP	450	37,940
CONAGRA FOODS INC	1,100 00	37,070
NATIONAL FUEL GAS CO	500	35,700
RAYTHEON CO	375	34,013
ABB LTD SPONS ADR	1,250 00	33,200
ROCKWELL AUTOMATION INC	250	29,540
HILL-ROM HOLDINGS, INC	700	28,938
CENOVUS ENERGY INC	1,000 00	28,650
COVANTA HOLDING CORP	1,600 00	28,400
MONDELEZ INTERNATIONAL-W/I	800	28,240
SCOTT'S MIRACLE-GRO COMPANY	450	27,999
HENRY SCHEIN INC	225	25,709
AETNA INC	300	20,577
SEAWORLD ENTERTAINMENT INC	700	20,139
JPM US GOVT INSTL SWEEP FD #3915 0 01%	19,493 67	19,494
METHANEX CORP	300	17,772
KRAFT FOODS GROUP INC COM	266	14,340
EBAY INC	250	13,716
DOUBLELINE TOTAL RET BD-I	93,858 23	1,011,792
JPM MTGE BACKED SEC FD - SEL FUND 1273 3 17%	65,883 11	738,550
JP MORGAN LEVERAGED LOANS, LTD LEAD SERIES 01-13	684 778	707,925
EATON VANCE FLOATING RATE-I	68,565.97	630,121
TEMPLETON GLOBAL BOND FD-AD	22,371.37	292,841
GENERAL ELEC CAP CORP MEDIUM TERM NOTES 5 5/8% SEP 15 2017 DTD 09/24/2007	75,000 00	85,129
BANK OF AMERICA CORP SR NOTES 7 5/8% JUN 01 2019 DTD 06/02/2009	55,000 00	68,163
GOLDMAN SACHS GROUP INC SR NOTES 7 1/2% FEB 15 2019 DTD 02/05/2009	49,000 00	59,686
CITIGROUP INC NOTES 6 1/8% NOV 21 2017 DTD 11/21/2007	50,000 00	57,603
MORGAN STANLEY 4 3/4% MAR 22 2017 DTD 03/22/2012	50,000 00	54,670
CREDIT SUISSE FB USA INC NOTES 4 7/8% JAN 15 2015 DTD 12/15/2004	40,000 00	41,816
INTL LEASE FINANCE CORP 8.75% MAR 15 2017 DTD 03/15/2011 STEP CPN	30,000.00	35,400
BERKSHIRE HATHAWAY FIN 5.4% MAY 15 2018 DTD 11/15/2008	25,000.00	28,724
VERIZON COMMUNICATIONS 5.55% FEB 15 2016 DTD 2/15/2006	25,000.00	27,319
BP CAPITAL MARKETS PLC 4.742% MAR 11 2021 DTD 03/11/2011	25,000 00	27,075
HSBC HOLDINGS PLC 4 875% JAN 14 2022 DTD 11/17/2011	25,000 00	26,990
BB&T CORPORATION MTN 3.2% MAR 15 2016 DTD 03/07/2011	25,000.00	26,171
BANK OF NEW YORK MELLON MTN 2 1/2% JAN 15 2016 DTD 12/09/2010	25,000 00	25,833
TOTAL CAPITAL SA 2 3% MAR 15 2016 DTD 09/15/2010	25,000 00	25,780
AMERICAN EXPRESS CREDIT MTN 2 3/8% MAR 24 2017 DTD 03/26/2012	25,000 00	25,680
MGM RESORTS INTL 11 375% MAR 01 2018 DTD 09/22/2009	20,000.00	25,600
AFLAC INC SR NOTES 8 1/2% MAY 15 2019 DTD 05/21/2009	20,000.00	25,490

BANK OF MONTREAL MTN 1.4% SEP 11 2017 DTD 09/11/2012	25,000.00	24,609
SPRINT NEXTEL CORP 9.125% 03/01/2017 DTD 03/01/2012	20,000.00	23,552
WINDSTREAM CORP 7 7/8% NOV 01 2017 DTD 10/08/2009	20,000.00	22,846
METROPICS WIRELESS INC SR NOTES 7 7/8% SEP 01 2018 DTD 09/21/2010	21,000.00	22,579
PIONEER NATURAL RESOURCE SR NOTES 5 7/8% JUL 15 2016 DTD 7/15/2004	20,000.00	21,800
ALLY FINANCIAL INC 5 1/2% FEB 15 2017 DTD 02/14/2012	20,000.00	21,567
ARCELORMITTAL 4 1/2% FEB 25 2017 DTD 02/28/2012	20,000.00	21,512
HSBC FINANCE CORP 5 000% 06/30/2015 DTD 6/27/2005	20,000.00	21,204
DISH DBS CORP 4.625% JUL 15 2017 DTD 10/09/2012	20,000.00	20,896
SIMON PROPERTY GROUP LP SR NOTES 10 35% APR 01 2019 DTD 03/25/2009	15,000.00	20,460
ROYAL BANK OF SCOT GRP PLC SUB NOTES 4 70% JUL 03 2018 DTD 7/03/2003	20,000.00	20,251
NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008	15,000.00	20,234
VODAFONE GROUP PLC 5 5/8% FEB 27 2017 DTD 02/27/2007	16,000.00	17,954
CASE NEW HOLLAND INC 7 7/8 % DEC 01 2017 DTD 06/01/2011	15,000.00	17,631
AES CORPORATION 9 3/4% APR 15 2016 DTD 04/02/2009	15,000.00	17,550
TRAVELLERS COS INC SR NOTES 5 9% JUN 02 2019 DTD 06/02/2009	15,000.00	17,480
FRONTIER COMMUNICATIONS 8 1/4% APR 15 2017 DTD 04/12/2010	15,000.00	17,369
ORACLE CORP 5 3/4% APR 15 2018 DTD 04/09/2008	15,000.00	17,349
CONOCOPHILLIPS NOTES 5 3/4% FEB 01 2019 DTD 02/03/2009	15,000.00	17,322
EOG RESOURCES INC 5 7/8% SEP 15 2017 DTD 09/10/2007	15,000.00	17,131
DEUTSCHE BANK AG LONDON 6% SEP 01 2017 DTD 08/29/2007	15,000.00	17,118
NUCOR CORPORATION NOTES 5 3/4% DEC 01 2017 DTD 12/03/2007	15,000.00	17,001
NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009	15,000.00	17,001
AMERICA MOVIL SAB DE 5.625% 11/15/17	15,000.00	16,964
BLACKROCK INC 5% DEC 10 2019 DTD 12/10/2009	15,000.00	16,944
OWENS-BROCKWAY GLASS CONTAINER INC GTD SR NT DTD 08/01/2009 7 375% DUE 05/15/2016	15,000.00	16,905
AIRCASLE LTD 6.75% APR 15 2017 DTD 06/06/2012	15,000.00	16,781
BHP BILLITON FIN USA LTD 6 1/2% APR 01 2019 DTD 03/25/2009	14,000.00	16,748
VULCAN MATERIALS 6 1/2% DEC 01 2016 DTD 06/14/2011	15,000.00	16,744
HEALTH MANAGEMENT ASSOCIATION 6 1/8% APR 15 2016 DTD 04/21/2006	15,000.00	16,650
WESTPAC BANKING CORP NOTES 4 7/8% NOV 19 2019 DTD 11/19/2009	15,000.00	16,558
CISCO SYSTEMS NOTES 5 1/2% FEB 22 2016 DTD 2/22/2006	15,000.00	16,503
AVIS BUDGET CAR RENTALL 8 1/4% 01/15/2019 DTD 01/15/2011	15,000.00	16,350
SERVICE CORP INTL 6 3/4% APR 01 2016 DTD 10/01/2004 STEP CPN	15,000.00	16,350
ROSETTA RESOURCES INC 9 1/2% APR 15 2018 DTD 04/15/2010	15,000.00	16,080
GANNETT CO INC 6 3/8% SEP 01 2015 DTD 09/27/2010	15,000.00	16,047
CELANESE US HOLDINGS LLC 6 5/8% OCT 15 2018 DTD 09/24/2010	15,000.00	15,990
IGATE CORP 9% MAY 01 2016 DTD 11/01/2011	15,000.00	15,939
CCO HLDGS LLC CAP CORP 7 1/4% OCT 30 2017 DTD 09/27/2010	15,000.00	15,883
RABOBANK NEDERLAND NOTES 4 1/2% JAN 11 2021 DTD 01/11/2011	15,000.00	15,851
TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTES 3.2% JUN 17 2015 DTD 06/17/2010	15,000.00	15,648
BELO CORP SR NOTES 8% NOV 15 2016 DTD 11/16/2009	15,000.00	15,635
TEVA PHARMACEUT FIN BV 2.4% 11/10/2016 DTD 11/10/2011	15,000.00	15,440

LOWE'S COMPANIES INC 3 8% NOV 15 2021 DTD 11/23/2011	15,000.00	15,420
RABOBANK NEDERLAND 2 1/8% OCT 13 2015 DTD 10/13/2010	15,000.00	15,393
WAL MART STORES INC SR NOTES 3 1/4% OCT 25 2020 DTD 10/25/2010	15,000 00	15,257
INTEL CORP 3.3% OCT 01 2021 DTD 09/19/2011	15,000 00	14,928
PHILIPS ELECTRONICS NV 3 3/4% MAR 15 2022 DTD 03/09/2012	15,000.00	14,916
WACHOVIA CORP FLOATING RATE NOTE OCT 15 2016 DTD 10/23/2006	15,000.00	14,882
UNITEDHEALTH GROUP INC 3 3/8% NOV 15 2021 DTD 11/10/2011	15,000 00	14,740
BANK OF NOVA SCOTIA 1.375% 12/18/2017 DTD 12/18/2012	15,000.00	14,734
EMC CORP 2 650% 06/01/2020 DTD 06/06/2013	15,000.00	14,678
JOHN DEERE CAPITAL CORP MTN 2 3/4% MAR 15 2022 DTD 02/27/2012	15,000.00	14,172
ABB FINANCE USA INC 2 875% MAY 08 2022 DTD 05/08/2012	15,000 00	14,148
AT&T INC 1 7% JUN 01 2017 DTD 06/14/2012	14,000 00	14,074
COMMERCIAL METALS CO 6 1/2% JUL 15 2017 DTD 07/17/2007	13,000 00	13,992
ROYAL BANK OF CANADA 1.2 % 09/19/17	14,000.00	13,925
LENNAR CORP 12 1/4% JUN 01 2017 DTD 04/30/2009	10,000.00	13,000
RIO TINTO FIN USA LTD 9% MAY 01 2019 DTD 04/17/2009	10,000 00	12,920
PIONEER DRILLING COMPANY 9 7/8% MAR 15 2018 DTD 09/15/2010	12,000.00	12,720
CATERPILLAR FINACIAL SE MEDIUM TERM NOTE 7.15% FEB 15 2019 DTD 02/12/2009	10,000.00	12,294
TRANS - CANADA PIPELINES 7 1/8% JAN 15 2019 DTD 01/09/2009	10,000 00	12,104
MERRILL LYNCH & CO NOTES 6 7/8% NOV 15 2018 DTD 11/24/98	10,000 00	12,011
EATON CORP 6 95% MAR 20 2019 DTD 3/16/2009	10,000 00	11,917
TRANS-CANADA PIPELINES SR NOTES 6 1/2% AUG 15 2018 DTD 08/11/2008	10,000 00	11,789
ACE INA HOLDINGS 5.9% JUN 15 2019 DTD 06/08/2009	10,000 00	11,675
E.I. DU PONT DE NEMOURS SR NOTES 6% JUL 15 2018 DTD 07/28/2008	10,000.00	11,629
KIMBERLY CLARK NOTES 6 1/8% AUG 01 2017 DTD 07/30/2007	10,000.00	11,575
TD AMERITRADE HOLDING CO 5.6% DEC 01 2019 DTD 11/25/2009	10,000.00	11,506
CSC HOLDINGS INC 7 5/8% JUL 15 2018 DTD 7/21/1998	10,000.00	11,440
DIAGEO CAPITAL PLC NOTES 5 3/4% OCT 23 2017 DTD 10/26/2007	10,000.00	11,430
CONSTELLATION BRANDS INC SR NOTES 7 1/4% SEP 01 2016 DTD 08/15/2006	10,000 00	11,400
JABIL CIRCUIT INC SR NOTES 7 3/4% JUL 15 2016 DTD 08/11/2009	10,000.00	11,348
ROYAL CARIBBEAN CRUISES SR NOTES 7 1/4% JUN 15 2016 DTD 6/12/2006	10,000.00	11,250
COSTCO WHOLESALE CORP SR NOTES 5 1/2% MAR 15 2017 DTD 2/20/2007	10,000 00	11,235
ALLY FINANCIAL INC 6 1/4% DEC 01 2017 DTD 06/01/2011	10,000 00	11,225
PEABODY ENERGY CORP SR NOTES 7 3/8% NOV 1 2016 DTD 10/12/2006	10,000 00	11,225
HONEYWELL INTL INC SR NT DTD 03/15/2007 5 30% DUE 03/15/2017	10,000.00	11,126
BURGER KING CORP 9 7/8% OCT 15 2018 DTD 10/19/2010	10,000.00	11,088
DINEEQUITY INC 9 500% 10/30/2018 DTD 04/30/2011	10,000 00	11,072
GREIF INC 6 3/4% FEB 01 2017 DTD 02/09/2007	10,000 00	11,050
HOSPIRA INC 6.05% MAR 30 2017 DTD 03/23/2007	10,000.00	11,025
DEAN FOODS CO 7% JUN 1 2016 DTD 5/17/2006	10,000.00	11,025
ANHEUSER BUSCH INBEV WOR 6 7/8% NOV 15 2019 DTD 11/15/2010	9,000 00	10,999
NIELSEN FINANCE LLC/CO 7 3/4% OCT 15 2018 DTD 04/15/2011	10,000.00	10,817
GCB INTELSAT JACKSON HLDG 7 1/4% APR 01 2019 DTD 10/01/2011	10,000 00	10,804

ISLE OF CAPRI CASINOS 7 3/4% MAR 15 2019 DTD 03/07/2011	10,000.00	10,800
CIT GROUP INC SR NOTES 5% MAY 15 2017 DTD 05/04/2012	10,000.00	10,725
TRANSDIGM INC 7 3/4% DEC 15 2018 DTD 06/15/2011	10,000 00	10,699
FELCOR LODGING LP 6 3/4% JUN 01 2019 DTD 05/10/2011	10,000.00	10,688
CLEARWATER PAPER CORP 7 1/8% NOV 01 2018 DTD 05/01/2011	10,000.00	10,685
PRINCIPAL LIFE INC FDG MEDIUM TERM NOTE 5 55% APR 27 2015 DTD 04/25/2008	10,000 00	10,662
ALLBRITTON COMMUNICATION 8% MAY 15 2018 DTD 04/30/2010	10,000.00	10,626
BANK OF AMERICA CORP 3 3/4% JUL 12 2016 DTD 07/12/2011	10,000.00	10,606
CONSOL ENERGY INC 8% APR 01 2017 DTD 10/01/2010	10,000.00	10,563
DAVITA INC 6 3/8% NOV 01 2018 DTD 10/20/2010	10,000.00	10,500
OCCIDENTAL PETROLEUM COR 4.1% FEB 01 2021 DTD 12/16/2010	10,000 00	10,498
NATIONAL CITY CORP 4 9% JAN 15 2015 DTD 01/12/2005	10,000 00	10,438
HARRAHS OPERATING CO INC 11 1/4% JUN 01 2017 DTD 12/01/2009	10,000 00	10,250
TOYOTA MOTOR CREDIT CORP MTN 2.05% JAN 12 2017 DTD 01/12/2012	10,000 00	10,219
EBAY INC 3 1/4% OCT 15 2020 DTD 10/28/2010	10,000.00	10,159
WYETH 5 45% APR 01 2017 DTD 03/27/2007	9,000.00	10,112
ANHEUSER BUSCH INBEV WOR 7 3/4% JAN 15 2019 DTD 01/15/2011	8,000 00	9,991
NYSE EURONEXT 2% OCT 05 2017 DTD 10/05/2012	10,000 00	9,982
AMERIPRISE FINANCIAL INC 7 3% JUN 28 2019 DTD 06/08/2009	8,000.00	9,808
ADT CORP 2 250% 07/15/2017 DTD 01/15/2013	10,000.00	9,776
HALLIBURTON COMPANY NOTES 6 15% SEP 15 2019 DTD 3/13/2009	8,000 00	9,502
US BANCORP MTN 2 95% JUL 15 2022 DTD 07/23/2012	10,000 00	9,260
THERMADYNE HOLDINGS CORP 9% DEC 15 2017 DTD 06/15/2011	7,000 00	7,476
SWIFT ENERGY CO SR NOTES 7 1/8% JUN 01 2017 DTD 06/01/2007	7,000 00	7,140
AT&T INC 5 1/2% FEB 01 2018 DTD 02/01/2008	6,000 00	6,760
ATOMS ENERGY CORP 8 1/2% MAR 15 2019 DTD 03/26/2009	5,000.00	6,389
LIMITED BRANDS INC 8 1/2% JUN 15 2019 DTD 12/15/2009	5,000 00	6,013
MERRILL LYNCH & CO MEDIUM TERM NOTES 6 7/8% APR 25 2018 DTD 04/25/2008	5,000 00	5,922
UNITED TECHNOLOGIES CORP 6 1/8% FEB 01 2019 DTD 12/18/2008	5,000 00	5,889
PIONEER NATURAL RESOURCE 6 7/8% MAY 01 2018 DTD 05/01/2006	5,000 00	5,845
CHARLES SCHWAB CORP MTN 6.375% 09/01/2017 DTD 09/14/2007	5,000 00	5,780
GENERAL MOTORS FINL CO 6.750% 06/01/2018 DTD 12/01/2011	5,000.00	5,671
EL PASO CORPORATION 7% JUN 15 2017 DTD 06/18/2007	5,000 00	5,650
NRG ENERGY INC 7 5/8% JAN 15 2018 DTD 07/15/2011	5,000.00	5,638
SPX CORP 6 7/8% SEP 01 2017 DTD 08/16/2010	5,000.00	5,625
VERIZON COMMUNICATIONS 5 1/2% APR 01 2017 DTD 04/03/2007	5,000.00	5,617
CABLEVISION SYSTEMS CORP SR NOTES 7 3/4% APR 15 2018 DTD 04/15/2010	5,000 00	5,581
CDW LLC/CDW FINANCE 8 1/2% APR 01 2019 DTD 10/01/2011	5,000.00	5,563
RRI ENERGY INC 7 7/8% JUN 15 2017 DTD 06/13/2007	5,000.00	5,538
CCO HLDGS LLC CAP CORP 8 1/8% APR 30 2020 DTD 10/30/2010	5,000 00	5,413
STATE STREET CORP 4 3/8% MAR 07 2021 DTD 03/07/2011	5,000 00	5,384
SPECTRUM BRANDS INC 144A 6.750% 03/15/2020 DTD 03/20/2012	5,000 00	5,381
POTASH CORP-SASKATCHEWAN 4.875% 03/30/2020 DTD 09/28/2009	5,000 00	5,374

US STEEL CORP 6.05% JUN 01 2017 DTD 05/21/2007	5,000.00	5,364
ENDO PHARMACEUT HLDGS IN 7% JUL 15 2019 DTD 06/08/2011	5,000.00	5,359
NOVELIS INC 8 3/8% DEC 15 2017 DTD 12/17/2010	5,000.00	5,344
CB UNITED RENTALS NORT 5 75% 07/15/2018 DTD 01/09/2013	5,000.00	5,335
WPX ENERGY INC 5 25% JAN 15 2017 DTD 06/25/2012	5,000.00	5,325
GRIFFON CORPORATION 7 1/8% APR 01 2018 DTD 03/17/2011	5,000.00	5,325
E*TRADE FINANCIAL CORP 6 000% 11/15/2017 DTD 11/14/2012	5,000.00	5,314
NBCUNIVERSAL MEDIA LLC 4 3/8% APR 01 2021 DTD 04/01/2011	5,000.00	5,298
DELPHI CORP 5 875% 05/15/2019 DTD 11/15/2011	5,000.00	5,268
BNP PARIBAS 3.6% FEB 23 2016 DTD 02/23/2011	5,000.00	5,246
D.R. HORTON INC 5 1/4% FEB 15 2015 DTD 02/11/2005	5,000.00	5,190
CGG VERITAS 7 3/4% MAY 15 2017 DTD 02/09/2007	5,000.00	5,113
US BANCORP SR NOTES MTN 1.65% MAY 15 2017 DTD 05/08/2012	5,000.00	5,027
UNITED PARCEL SERVICE 3 1/8% JAN 15 2021 DTD 11/12/2010	5,000.00	5,014
BNP PARIBAS MTN 2 400% 12/12/2018 DTD 12/12/2013	5,000.00	5,002
PACCAR FINANCIAL CORP MTN 1 6% MAR 15 2017 DTD 03/06/2012	5,000.00	4,967
CONTINENTAL AIRLINES INC 7 7/8% JUL 02 2018 DTD 12/10/2003	4,349.47	4,692
LEAR CORP 7 7/8% MAR 15 2018 DTD 03/26/2010	4,000.00	4,190
ENTERGY ARKANSAS INC 3 050% 06/01/2023 DTD 05/30/2013	4,000.00	3,755
AES CORPORATION 8% OCT 15 2017 DTD 10/15/2007	3,000.00	3,533
PACIFIC GAS & ELECTRIC 3 850% 11/15/2023 DTD 11/12/2013	3,000.00	2,980
ALABAMA POWER CO 3 550% 12/01/2023 DTD 12/06/2013	3,000.00	2,980
COMMERCIAL METALS CO NOTE 7 35% AUG 15 2018 DTD 08/04/2008	2,000.00	2,265
SEAGATE TECHNOLOGY HDD H SR NOTES 6 80% OCT 1 2016 DTD 9/20/2006	2,000.00	2,259
INTERCONTINENTALEXCHANGE 2 500% 10/15/2018 DTD 10/08/2013	2,000.00	2,014
STATE STREET CORP 3 100% 05/15/2023 DTD 05/15/2013	2,000.00	1,856
PRINCIPAL FINANCIAL GROU 3 125% 05/15/2023 DTD 11/16/2012	2,000.00	1,852
D R HORTON INC 6 1/2% APR 15 2016 DTD 04/17/2006	1,000.00	1,098
STATOIL ASA 2 900% 11/08/2020 DTD 11/08/2013	1,000.00	992
Adjustment		118,170

\$ 22,814,676

TOTAL EQUITIES AND FIXED INCOME

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
GR. PRINCE WILLIAM COMM. HEALTH CTR. 4379 RIDGEWOOD CTR. DR. WOODBIDGE, VA 22192	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	80,000.
HEALTHWORKS FOR NORTHERN VIRGINIA 163 FORT EVANS RD. NE LEESBURG, VA 20176	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	80,000.
NORTHERN VIRGINIA COMMUNITY COLLEGE DENTAL CLINIC 6699 SPRINGFIELD CENTER DR. SPRINGFIELD, VA 22150	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
NORTHERN VIRGINIA DENTAL CLINIC 5827 COLUMBIA PIKE FALLS CHURCH, VA 22041	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	80,000.
NORTHERN VIRGINIA FAMILY SERVICES-MULTICULTURAL HUMAN SVC. PROGRAM 10455 WHITE GRANITE DR. OAKTON, VA 22124	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	180,000.
NOVA SCRIPTSCENTRAL, INC. 6400 ARLINGTON BLVD. FALLS CHURCH, VA 22042	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
VIRGINIA ORAL HEALTH COALITION 4200 INNSTAKE DR. SUITE 103 GLENN ALLEN, VA 23060	NONE	501(C)(3)	REAFFIRM STRATEGIC PARTNERSHIP	6,000.
WASHINGTON REGIONAL ASSOC. OF GRANTMAKERS 1400 16TH ST., NW WASHINGTON, DC 20036	NONE	501(C)(3)	SUPPORT FOR THE WORK OF HEALTH WORKING GROUP	12,500.
Total from continuation sheets				563,500.

Part XV Supplementary Information

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

NAME OF RECIPIENT - CONSUMER HEALTH FOUNDATION

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