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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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 11-01-2013 , and ending 10-31-2014

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 or province, country, and ZIP or foreign postal 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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 103,420,799

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	100			
	2 Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	457	457		
	4 Dividends and interest from securities	4,506,808	4,641,872		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,998,779			
	b Gross sales price for all assets on line 6a 24,506,912				
	7 Capital gain net income (from Part IV, line 2)		2,046,949		
	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	6,506,144	6,689,278		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	103,885	11,687		92,198
	14 Other employee salaries and wages	141,198	3,730		137,468
	15 Pension plans, employee benefits	49,773	3,238		46,534
	16a Legal fees (attach schedule)	100	0		100
	b Accounting fees (attach schedule)	37,605	0		37,010
	c Other professional fees (attach schedule)	389,555	389,045		510
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	60,984	0		0
	19 Depreciation (attach schedule) and depletion	5,944	0		
	20 Occupancy	34,832	0		0
	21 Travel, conferences, and meetings	10,004	0		11,165
	22 Printing and publications				
	23 Other expenses (attach schedule)	30,329	34,319		14,385
	24 **Total operating and administrative expenses.** Add lines 13 through 23	864,209	442,019		339,370
	25 Contributions, gifts, grants paid	4,800,435			4,395,810
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,664,644	442,019		4,735,180
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	841,500			
	b **Net investment income** (if negative, enter -0-)		6,247,259		
	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			
	2	Savings and temporary cash investments	247,722	337,890	337,890
	3	Accounts receivable ▶ 31,648			
		Less allowance for doubtful accounts ▶	54,843	31,648	31,648
	4	Pledges receivable ▶ 447,367			
		Less allowance for doubtful accounts ▶	532,816	447,367	447,367
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	25,548	6,417	6,417
	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)	100,443,660	102,569,934	102,569,934
	14	Land, buildings, and equipment basis ▶ 33,563			
		Less accumulated depreciation (attach schedule) ▶ 23,014	16,493	10,549	10,549
	15	Other assets (describe ▶)	0	16,994	16,994
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	101,321,082	103,420,799	103,420,799
Liabilities	17	Accounts payable and accrued expenses	117,848	130,098	
	18	Grants payable	987,370	1,391,995	
	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 ▶)	113,343	113,598	
	23	**Total liabilities** (add lines 17 through 22)	1,218,561	1,635,691	
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	100,102,521	101,785,108	
	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)	100,102,521	101,785,108	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	101,321,082	103,420,799	

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	100,102,521
2	Enter amount from Part I, line 27a	2	841,500
3	Other increases not included in line 2 (itemize) ▶	3	841,087
4	Add lines 1, 2, and 3	4	101,785,108
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	101,785,108

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	PUBLICLY TRADED SECURITIES			
b	SEI CORE PROPERTY FUND, LP			
c	SEI CORE PROPERTY FUND, LP			
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	24,506,912		22,508,133	1,998,779
b				26,177
c				21,993
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				1,998,779
b				26,177
c				21,993
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	2,046,949
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))
2012	4,370,054	95,756,146	0 045637
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			

2	**Total** of line 1, column (d)	2	0 138291
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 034573
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	100,774,355
5	Multiply line 4 by line 3	5	3,484,072
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	62,473
7	Add lines 5 and 6	7	3,546,545
8	Enter qualifying distributions from Part XII, line 4	8	4,735,180

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	62,473
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	62,473
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	62,473
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 66,000		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	66,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid.** ▶	10	3,527
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 3,527 **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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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 ▶ SUSIE LEE 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 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? See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶	16		No

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 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.)*	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 2013?	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
SUSIE LEE 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	DIRECTOR OF GRANT PR 40 00	99,465	18,747	1,158

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	389,045
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	101,908,022
b	Average of monthly cash balances	1b	400,968
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	102,308,990
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	102,308,990
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,534,635
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	100,774,355
6	**Minimum investment return.** Enter 5% of line 5	6	5,038,718

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	5,038,718
2a	Tax on investment income for 2013 from Part VI, line 5	2a	62,473		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	62,473
3	Distributable amount before adjustments Subtract line 2c from line 1			3	4,976,245
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	4,976,245
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	4,976,245

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	4,735,180
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,735,180
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	62,473
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,672,707

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				4,976,245
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			4,618,696	
b Total for prior years 20___, 20___, 20___		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 ▶ $ 4,735,180				
a Applied to 2012, but not more than line 2a			4,618,696	
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				116,484
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013	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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				4,859,761
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 2008 not applied on line 5 or line 7 (see instructions)	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				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address of the person to whom applications should be addressed

SUSIE LEE EXECUTIVE DIRECTOR
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 COUNTY, NORTH STAFFORD COUNTY, AND LORTON, ALL OF VIRGINIA PROJECTS MUST BE HEALTH RELATED, PROMOTING ACCESS TO CARE, PREVENTION, AND INNOVATION 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 HOW TO 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**				4,395,816
b *Approved for future payment* See Additional Data Table				
Total . . . . . ▶ **3b**				1,391,995

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	457	
4 Dividends and interest from securities			14	4,506,808	
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	1,998,779	
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		6,506,044	0
13 **Total.** Add line 12, columns (b), (d), and (e)					13 6,506,044

(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

****** | 2015-03-09 | ******

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
MELISSA LAFFERTY				P01222987

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	103,885	22,140	700
CAROL S SHAPIRO MD 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	VICE-CHAIR 3 00	0	0	0
R MICHAEL SORENSEN 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	TREASURER 2 50	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 3 00	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	NONE	PC	ACTS HELPLINE ASSISTANCE AND OUTREACH PROJECT	14,060
ACTION IN COMMUNITY THROUGH SERVICE 3900 ACTS LANE DUMFRIES,VA 22026	NONE	PC	HELPLINE ASSISTANCE AND OUTREACH PROJECT & MEDICAL CAREGIVER PRGM	36,000
ACTION IN COMMUNITY THROUGH SERVICE 3900 ACTS LANE DUMFRIES,VA 22026	NONE	PC	HELPLINE ASSISTANCE AND OUTREACH PROJECT	119,385
ACTION IN COMMUNITY THROUGH SERVICE 3900 ACTS LANE DUMFRIES,VA 22026	NONE	PC	ACTS MEDICAL CAREGIVERS TRAINING PROGRAM	15,408
ACTION IN COMMUNITY THROUGH SERVICE 3900 ACTS LANE DUMFRIES,VA 22026	NONE	PC	MEDICAL CAREGIVERS TRAINING PROGRAM	124,830
ACTIONINCOMMUNITYTHROUGHSERVICE 3900 ACTS LANE DUMFRIES,VA 22026	NONE	PC	SUPPORTIVE AFTER CARE WELLNESS PROGRAM FOR HOMELESS INDIVIDUALS	18,164
AMERICAN HEART ASSOCIATION 4301 FAIRFAX DRIVE SUITE 530 ARLINGTON,VA 22203	NONE	PC	CPR ANYTIME	30,240
ASPIRA ASSOCIATION INC 1444 I STREET NW SUITE 800 WASHINGTON,DC 20005	NONE	PC	PROMOTING HEALTH AND WELLNESS BY EMPOWERING LATINO YOUTH AND COMMUNITY	54,205
BRAIN INJURY SERVICES 8136 OLD KEENE MILL ROAD SPRINGFIELD,VA 22152	NONE	PC	AN INNOVATIVE APPROACH TO NEUROBEHAVIORAL TREATMENT FOR BRAIN INJURY IN EASTERN PRINCE WILLIAM COUNTY	13,884
BRAIN INJURY SERVICES 8136 OLD KEENE MILL ROAD SPRINGFIELD,VA 22152	NONE	PC	NEUROBEHAVIORAL TREATMENT FOR BRAIN INJURY IN EASTERN PRINCE WILLIAM COUNTY	187,040
BRAIN INJURY SERVICES 8136 OLD KEENE MILL ROAD SPRINGFIELD,VA 22152	NONE	PC	NEUROBEHAVIORAL TREATMENT FOR BRAIN INJURY	8,520
CHANGE IN ACTION INC 128884 HARBOR DRIVE SUITE 203 WOODBRIDGE,VA 22192	NONE	PC	BEHAVIORAL MANAGEMENT FOR HEALTHY RELATIONSHIPS	94,578
CHANGEINACTIONINC 128884 HARBOR DRIVE SUITE 203 WOODBRIDGE,VA 22192	NONE	PC	BEHAVIORAL MANAGEMENT FOR HEALTH RELATIONSHIPS EDUCATION AND THERAPY FOR INDIVIDUALS TO MANAGE ANGER, REDUCE STRESS	50,406
EMPLOYMENT SOLUTIONS FOR DEAF AND HARD OF HEARING 1984 OPTIZ BLVD WOODBRIDGE,VA 22191	NONE	PC	HELPING ACCESS HEALTHCARE FOR THE DEAF COMMUNITY	39,128
EMPLOYMENT SOLUTIONS FOR DEAF AND HARD OF HEARING 1984 OPTIZ BLVD WOODBRIDGE,VA 22191	NONE	PC	CAPACITY BUILDING GRANT FOR DEVELOPING EXECUTIVE STAFF AND BOARD OF AGENCY	22,500
Total . . . . . ▶ **3a**				4,395,816

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*				
EMPLOYMENT SOLUTIONS FOR DEAF AND HARD OF HEARING 1984 OPTIZ BLVD WOODBRIDGE,VA 22191	NONE	PC	PROVIDING ACCESS TO HEALTHCARE FOR THE DEAF COMMUNITY (PAH!)	4,348
GEORGE MASON UNIVERSITY 10900 UNIVERSITY BLVD MS 4E5 MANASSAS,VA 20110	NONE	PC	THE ACHIEVES PROJECT (ADVANCING HEALTHCARE INITIATIVES FOR UNDERSERVED STUDENTS)	38,008
GEORGE MASON UNIVERSITY 10900 UNIVERSITY BLVD MS 4E5 MANASSAS,VA 20110	NONE	PC	CONCUSSION PREVENTION AND EDUCATION FOR MIDDLE AND HIGH SCHOOL STUDENTS	267,006
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192	NONE	PC	MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION/ INTEGRATED & COORDINATED HEALTH CARE HOME	18,793
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192	NONE	PC	EXPANDING ACCESS TO DENTAL SERVICES IN PRINCE WILLIAM COUNTY	42,306
GREATER PW COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192	NONE	PC	DENTAL SERVICES TO ADULTS AND CHILDREN IN PRINCE WILLIAM COUNTY	28,204
GREATER PW COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192	NONE	PC	INTEGRATED & COORDINATED HEALTH CARE AHOME	135,000
GREATER PW COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192	NONE	PC	GANG RESPONSE INTERVENTION TEAM	15,461
LAKE RIDGE LIONS CLUB CHARITIES 3688 RUSSELL ROAD LAKE RIDGE,VA 22192	NONE	PC	REGION V LIONS CLUBS EARLY CHILDHOOD EYE SCREENING PROJECT	4,500
LLOYD F MOSS FREE CLINIC 1301 SAM PERRY BLVD FREDERICKSBURG,VA 22401	NONE	PC	GENERAL OPERATING FUNDS	17,723
LLOYD F MOSS FREE CLINIC 1301 SAM PERRY BLVD FREDERICKSBURG,VA 22401	NONE	PC	GENERAL OPERATING FUNDS	135,000
MANASSAS MIDWIFERY 9171 KEY COMMONS COURT MANASSAS,VA 20110	NONE	PC	CENTERING PREGNANCY AND CENTERING PARENTING PROGRAM	28,944
MANASSAS MIDWIFERY 9171 KEY COMMONS COURT MANASSAS,VA 20110	NONE	PC	IMPROVING BIRTH & EARLY CHILDHOOD OUTCOMES	22,500
MATTHEW'S CENTER 10651 LOMOND DRIVE MANASSAS,VA 20109	NONE	PC	SCHOOL FOR CHILDREN WITH AUTISM	5,914
MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION 1616 ANDERSON ROAD MCLEAN,VA 22102	NONE	PC	MCCP FOUNDATION PROJECT PEARLY WHITES - LORTON	25,204
Total . . . . . ▶ **3a**				4,395,816

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	NONE	PC	MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION	28,295
MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION 1616 ANDERSON ROAD MCLEAN,VA 22102	NONE	PC	PEARLY WHITES - LORTON	17,292
MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION 1616 ANDERSON ROAD MCLEAN,VA 22102	NONE	PC	ENROLLING CHILDREN INTO PROGRAM TO PROVIDE THEM A MEDICAL HOME	16,153
NATIONAL CAPITAL POISON CENTER 3201 NEW MEXICO AVENUE SUITE 310 WASHINGTON,DC 20016	NONE	PC	POISON CONTROL SERVICES AND HOTLINE FOR INDIVIDUALS IN POTOMAC HEALTH FOUNDATION SERVICE AREA	123,001
NAT'L COALITION OF 100 BLACK WOMEN - PWC CHAPTER PO BOX 1166 DUMFRIES,VA 22026	NONE	PC	EDUCATING BLACK WOMEN AGAINST TRIPLE-NEGATIVE BC	23,400
NO VA RESOURCE CENTER FOR DEAF AND HARD OF HEARING PERSONS 3951 PENDER DRIVE SUITE 130 FAIRFAX,VA 22042	NONE	PC	HEARING, EDUCATION, ACCESS AND RESOURCES - PRINCE WILLIAM COUNTY (HEAR - PWC)	1,500
NORTHERN VIRGINIA FAMILY SERVICE 10455 WHITE GRANITE DRIVE SUITE 100 OAKTON,VA 22124	NONE	PC	PRINCE WILLIAM HEALTHLINK	41,896
NOVA SCRIPTSCENTRAL INC 6400 ARLINGTON BLVD SUITE 120 FALLS CHURCH,VA 22042	NONE	PC	IMPROVING HEALTH ACCESS IN PRINCE WILLIAM, STAFFORD AND LORTON PRESCRIPTION MEDICATIONS FOR THE LOW-INCOME UNISURED	22,942
NOVA SCRIPTSCENTRAL INC 6400 ARLINGTON BLVD SUITE 120 FALLS CHURCH,VA 22042	NONE	PC	HSN - RX MEDICATIONS FOR LOW INCOME	180,000
NUEVA VIDA INC 5225 WISCONSIN AVE NW SUITE 503 WASHINGTON,DC 20015	NONE	PC	REDUCING FRAGMENTATION & IMPROVING CONTINUITY OF CARE ACROSS THE BC CONTINUUM	26,398
NUEVA VIDA INC 5225 WISCONSIN AVE NW SUITE 503 WASHINGTON,DC 20015	NONE	PC	REDUCING FRAGMENTATION AND IMPROVING CONTINUITY OF CARE ACROSS THE BREAST CANCER CONTINUUM	54,646
PEDIATRIC PRIMARY CARE PROJECT (NVFS) 10455 WHITE GRANITE DRIVE SUITE 100 OAKTON,VA 22124	NONE	PC	KIDS CONNECT	3,310
PEDIATRIC PRIMARY CARE PROJECT (NVFS) 10455 WHITE GRANITE DRIVE SUITE 100 OAKTON,VA 22124	NONE	PC	KIDS CONNECT	36,000
POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION 14700 POTOMAC MILLS ROAD WOODBRIDGE,VA 22192	NONE	PC	TRANSPORTATION VOUCHER PROGRAM TO FACILITATE ACCESS TO HEALTH CARE NEEDS	149,139
POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION 14700 POTOMAC MILLS ROAD WOODBRIDGE,VA 22192	NONE	PC	TRANSPORTATION FOR MEDICAL SERVICES FOR SENIORS, INDIVIDUALS WITH DISABILITIES, AND LOW INCOME	13,182
Total . . . . . ▶ **3a**				4,395,816

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 AREA FREE CLINIC 13900 CHURCH HILL DRIVE WOODBRIDGE,VA 22191	NONE	PC	MEDICATION ACCESS CASE MANAGEMENT	13,097
PRINCE WILLIAM AREA FREE CLINIC 13900 CHURCH HILL DRIVE WOODBRIDGE,VA 22191	NONE	PC	MEDICATION ACCESS CASE MANAGEMENT	77,747
PRINCE WILLIAM AREA FREE CLINIC 13900 CHURCH HILL DRIVE WOODBRIDGE,VA 22191	NONE	PC	UNIFIED HEALTH CENTER	101,571
PRINCE WILLIAM COUNTY DEPT OF SOCIAL SERVICES 15941 DONALD CURTIS DRIVE SUITE 180 WOODBRIDGE,VA 22191	NONE	PC	CASE COORDINATOR FOR HEALTH AND SUPPORTING SERVICES ACCESS FOR THE MOST VULNERABLE HOMELESS ADULTS	17,994
PRINCE WILLIAM COUNTY DEPT OF SOCIAL SERVICES 15941 DONALD CURTIS DRIVE SUITE 180 WOODBRIDGE,VA 22191	NONE	PC	CASE MANAGEMENT FOR HEALTH FOR VULNERABLE HOMELESS ADULTS	11,960
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASSAS,VA 20112	NONE	PC	PRINCE WILLIAM COUNTY SCHOOL OF PRACTICAL NURSING	16,051
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASSAS,VA 20112	NONE	PC	COORDINATED MENTAL HEALTH SUPPORT FOR AT-RISK YOUTH	51,742
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASSAS,VA 20112	NONE	PC	HUMAN TRAFFICKING PREVENTION, IDENTIFICATION, AND REFERRAL	25,978
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASSAS,VA 20112	NONE	PC	PRINCE WILLIAM COUNTY SCHOOL OF PRACTICAL NURSING	18,900
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASSAS,VA 20112	NONE	PC	HUMAN TRAFFICKING	9,971
PRINCE WILLIAM HEALTH DISTRICT 9301 LEE AVENUE MANASSAS,VA 20110	NONE	PC	BEAT CANCER BREAST EDUCATION AWARENESS & TREATMENT	28,075
PRINCE WILLIAM HEALTH DISTRICT 9301 LEE AVENUE MANASSAS,VA 20110	NONE	PC	BEAT CANCER	24,432
PRINCE WILLIAM HEALTH PARTNERSHIP 2296 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	HEAL	11,500
PRINCE WILLIAM HEALTH PARTNERSHIP 2296 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	HEAL	45,000
PRINCE WILLIAM HEALTH PARTNERSHIP 2296 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	LIVE WELL! EMPLOYEE WELLNESS PROGRAM	4,500
Total . . . . . ▶ **3a**				4,395,816

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 SOCCER INC 14716 MINNIEVILLE RD WOODBRIDGE,VA 22193	NONE	PC	THE COURAGE F U N PROJECT	15,466
PROJECT MEND-A-HOUSE INC 9500 TECHNOLOGY DRIVE SUITE 101 MANASSAS,VA 20110	NONE	PC	PREVENTING FALLS FOR SENIORS AND PERSONS WITH DISABILITIES	59,500
PROJECT MEND-A-HOUSE INC 9500 TECHNOLOGY DRIVE SUITE 101 MANASSAS,VA 20110	NONE	PC	FALL PREVENTION PROGRAM FOR SENIORS AND OTHER AT RISK PROGRAMS HOME REPAIRS AND SCREENINGS	17,000
RAINBOW CENTER 5605 ANTIOCH RD HAYMARKET,VA 20169	NONE	PC	THE MANE EXPERIENCE	6,504
RAINBOW CENTER 5605 ANTIOCH RD HAYMARKET,VA 20169	NONE	PC	THE MANE EXPERIENCE	63,549
RAPPAHANNOCK AREA AGENCY ON AGING 460 LENDALL LANE FREDERICKSBURG,VA 22405	NONE	PC	RAAA AQUIA GARRISONVILLE HEALTHCARE PROJECT	3,000
RAPPAHANNOCK AREA AGENCY ON AGING 460 LENDALL LANE FREDERICKSBURG,VA 22405	NONE	PC	THE RAAA AQUIA GARRISONVILLE HEATHCARE PROJECT	10,369
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY SUITE 300 RICHMOND,VA 23294	NONE	PC	MEDICATION ACCESS FOR THE UNINSURED	2,000
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY SUITE 300 RICHMOND,VA 23294	NONE	PC	MEDICATION ACCESS FOR THE UNINSURED	22,500
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	RETURN OF GRANT FUNDS	-101,955
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	EVERY BABY, EVERY TIME!	10,684
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	EVERY BABY, EVERY TIME!	110,147
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	FAMILY HEALTH CONNECTION MOBILE VANS	19,575
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	CHF CARE TRANSITIONS	75,000
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	FAMILY HEALTH CONNECTION OUTREACH WORKER	15,220
Total . . . . . ▶ **3a**				4,395,816

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*				
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	FAMILY HEALTH CONNECTION MOBILE VANS	135,000
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	HISPANIC DIABETES OUTREACH PROGRAM	36,388
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	SENTARA POTOMAC WOMEN'S HEALTH MAMMOVAN	168,357
SENTARA POTOMAC HOSPITAL 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	CARE COORDINATION FOR LOW INCOME, UNINSURED PATIENTS FROM SENTARA TO REFER THEM TO A MEDICAL HOME	10,227
SENTARA POTOMAC HOSPITAL 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	DIABETES EDUCATION PROGRAM THROUGH INDIVIDUAL AND GROUP EDUCATION SESSIONS	12,937
SENTARA POTOMAC HOSPITAL 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	SUPPORT FOR MAMMOGRAPHY VAN PROVISION OF MAMMOGRAPHIES AND FOLLOW UP CARE FOR LOW INCOME, UNINSURED WOMEN	119,462
SIDS MID-ATLANTIC PO BOX 799 HAYMARKET,VA 20168	NONE	PC	CRIBS FOR KIDS	1,500
STREET LIGHT COMMUNITY OUTREACH MINISTRIES 1550 PRINCE WILLIAM PKWY SUITE B WOODBRIDGE,VA 22191	NONE	PC	PERMANENT SUPPORTED HOUSING & RESPITE CARE FOR MEDICALLY FRAGILE HOMELESS ADULT	19,500
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC 13505 HILLENDALE DRIVE DALE CITY,VA 22193	NONE	PC	MEDICAL CASE MANAGEMENT	44,800
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC 13505 HILLENDALE DRIVE DALE CITY,VA 22193	NONE	PC	EQUIPMENT & SUPPLIES FOR MEDICAL & THERAPEUTIC SVCS	8,000
THE HOUSE INC STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE,VA 22193	NONE	PC	FITTING IN	11,400
THE HOUSE INC STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE,VA 22193	NONE	PC	FITTING IN	94,500
THE HOUSE INC STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE,VA 22193	NONE	PC	FITTING IN	10,800
THE HOUSE INC STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE,VA 22193	NONE	PC	THE HOUSE, INC 'S EMPOWERMENT CENTER	95,400
THE HOUSE INC STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE,VA 22193	NONE	PC	MENTAL HEALTH SERVICES FOR UNDERSERVED YOUTH	50,970
Total . . . . . ▶ **3a**				4,395,816

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*				
VA FDN FOR COMMUNITY COLLEGE EDUCATION 101 N 14TH ST RICHMOND,VA 23219	NONE	SO III FI	FELLOWS PROGRAM	75,000
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW,VA 22136	NONE	PC	YOUTH FOR TOMORROW CRISIS INTERVENTION COUNSELING PROGRAM	14,058
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW,VA 22136	NONE	PC	YOUTH FOR TOMORROW CRISIS INTERVENTION COUNSELING PROGRAM	155,340
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW,VA 22136	NONE	PC	YFT DIAGNOSTIC AND ASSESSMENT CENTER	127,874
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW,VA 22136	NONE	PC	ACCESS TO DIAGNOSTIC AND ASSESSMENT SERVICES FOR CHILDREN, YOUTH, AND FAMILIES	62,813
Total . . . . . ▶ **3a**				4,395,816

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TY 2013 Accounting Fees Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	37,605	0		37,010

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TY 2013 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 1,279,256.134 SHARES	FMV	13,534,532	13,534,532
SEI SPECIAL SITUATIONS FUND LTD 2,903.787 SHARES	FMV	3,851,128	3,851,128
SEI SMALL CAP FUND (SLPAX) 164,674.78 SHARES	FMV	3,062,951	3,062,951
SEI INSTITUTIONAL INVESTMENT TRUST 307,131.879 SHARES	FMV	2,988,393	2,988,393
SIIT EMERGING MARKETS DEBT FUND SEDAX 484,173.825 SHARES	FMV	4,962,782	4,962,782
SIIT ULTRA SHORT DURATION BOND FUND 815,792.132 SHARES	FMV	8,174,237	8,174,237
SEI CORE PROPERTY FUND 7,875.893 SHARES	FMV	12,120,461	12,120,461
SEI US MANAGED VOL FUND 280,043.855 SHARES	FMV	4,332,278	4,332,278
SIIT MULTI ASSET REAL RETURN FUND 775,881.785 SHARES	FMV	7,013,971	7,013,971
GLOBAL MANAGED VOL FUND (SVTAX) 644,560.532 SHARES	FMV	7,554,249	7,554,249
SEI LARGE CAP FUND (SLCAX) 715,312.62 SHARES	FMV	16,967,215	16,967,215
SEI SIIT OPPORTUNISTIC INCOME FD-A 624,165.876 SHARES	FMV	5,149,368	5,149,368
SEI WORLD EQUITY EX-US FUND (WEUSX) 796,509.739 SHARES	FMV	9,900,616	9,900,616
SEI OFFSHORE OPP II CLASS F ESCROW 449,864.730 SHARES	FMV	0	0
EMERGING MARKETS EQUITY FUND (SIEMX) 271,852.311 SHARES	FMV	2,957,753	2,957,753

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TY 2013 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	23,014	10,549	10,549

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TY 2013 Legal Fees Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	100	0		100

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TY 2013 Other Assets Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
EXCISE TAX OVERPAYMENT	0	16,994	16,994

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TY 2013 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	10,795	0		19,101
TECH EXPENSE	13,541	0		14,941
OTHER EXPENSE	3,859	0		-21,791
INSURANCE	2,134	0		2,134
SEI CORE PROPERTY FUND, LP OTHER DEDUCTIONS	0	34,319		0

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TY 2013 Other Increases Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Description	Amount
UNREALIZED GAIN	841,087

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TY 2013 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	13,769	10,621
DEFERRED TAX LIABILITY	99,574	102,977

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TY 2013 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	389,045	389,045		0
CONSULTANT FEES	510	0		510

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TY 2013 Taxes Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	60,984	0		0