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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 instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 11-01-2014 , and ending 10-31-2015

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)* ▶$ 99,842,007

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)	0			
	2 Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	315	315		
	4 Dividends and interest from securities	4,627,319	4,876,513		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-14,012			
	b Gross sales price for all assets on line 6a 17,708,825				
	7 Capital gain net income (from Part IV, line 2)		1,534		
	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)	105,336	0		
	12 **Total.** Add lines 1 through 11	4,718,958	4,878,362		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	134,172	20,126		114,046
	14 Other employee salaries and wages	106,457	0		106,457
	15 Pension plans, employee benefits	43,899	4,226		39,673
	16a Legal fees (attach schedule)	100	0		100
	b Accounting fees (attach schedule)	47,482	0		64,390
	c Other professional fees (attach schedule)	438,423	397,084		41,339
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	41,922	0		0
	19 Depreciation (attach schedule) and depletion	5,223	0		
	20 Occupancy	29,764	0		0
	21 Travel, conferences, and meetings	10,507	0		11,568
	22 Printing and publications				
	23 Other expenses (attach schedule)	42,868	40,352		42,412
	24 **Total operating and administrative expenses.** Add lines 13 through 23	900,817	461,788		419,985
	25 Contributions, gifts, grants paid	5,052,658			4,604,441
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,953,475	461,788		5,024,426
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,234,517			
	b **Net investment income** (if negative, enter -0-)		4,416,574		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	337,890	155,096	155,096
	3 Accounts receivable ▶ 46,835			
	Less allowance for doubtful accounts ▶	31,648	46,835	46,835
	4 Pledges receivable ▶ 396,770			
	Less allowance for doubtful accounts ▶	447,367	396,770	396,770
	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	6,417	26,500	26,500
	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)	102,569,934	99,208,896	99,208,896
	14 Land, buildings, and equipment basis ▶ 36,148			
	Less accumulated depreciation (attach schedule) ▶ 28,238	10,549	7,910	7,910
	15 Other assets (describe ▶)	16,994	0	0
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	103,420,799	99,842,007	99,842,007
Liabilities	17 Accounts payable and accrued expenses	130,098	138,361	
	18 Grants payable	1,391,995	1,840,212	
	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 ▶)	113,598	98,154	
	23 **Total liabilities** (add lines 17 through 22)	1,635,691	2,076,727	
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	101,785,108	97,765,280	
	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 instructions)	101,785,108	97,765,280	
	31 **Total liabilities and net assets/fund balances** (see instructions)	103,420,799	99,842,007	

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	101,785,108
2	Enter amount from Part I, line 27a	2	-1,234,517
3	Other increases not included in line 2 (itemize) ▶	3	46,570
4	Add lines 1, 2, and 3	4	100,597,161
5	Decreases not included in line 2 (itemize) ▶	5	2,831,881
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	97,765,280

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, LLC			
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	17,708,825		17,722,837	-14,012
b				15,546
c				
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				-14,012
b				15,546
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	1,534
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 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))
2013	4,672,707	100,774,355	0 046368
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

2	**Total** of line 1, column (d)	2	0 184659
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 036932
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	100,254,131
5	Multiply line 4 by line 3	5	3,702,586
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	44,166
7	Add lines 5 and 6	7	3,746,752
8	Enter qualifying distributions from Part XII, line 4	8	5,024,426

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	44,166
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	44,166
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	44,166
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 53,238		
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	53,238
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	9,072
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 9,072 **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 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 2014 or the taxable year beginning in 2014 (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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.)*	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 2014?	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 4945(d)(4)(A)? (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
TIMOTHY MCCUE 2296 OPITZ BLVD SUITE 200 WOODBRIDGE,VA 22191	DIRECTOR OF GRANTS P 40 00	52,404	11,756	0

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

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

3 Five highest-paid independent contractors for professional services (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	397,084
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 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	101,485,462
b	Average of monthly cash balances		1b	295,382
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	101,780,844
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	101,780,844
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,526,713
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	100,254,131
6	**Minimum investment return.** Enter 5% of line 5		6	5,012,707

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	5,012,707
2a	Tax on investment income for 2014 from Part VI, line 5	2a 44,166		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	44,166
3	Distributable amount before adjustments Subtract line 2c from line 1		3	4,968,541
4	Recoveries of amounts treated as qualifying distributions		4	105,336
5	Add lines 3 and 4		5	5,073,877
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	5,073,877

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes			
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26		1a	5,024,426
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	5,024,426
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	44,166
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4		6	4,980,260

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				5,073,877
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			4,859,761	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 5,024,426				
a Applied to 2013, but not more than line 2a			4,859,761	
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 2014 distributable amount				164,665
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014	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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				4,909,212
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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

TIMOTHY MCCUE
2296 OPITZ BLVD STE 200
WOODBRIDGE, VA 22191
(703) 523-0630
TIMOTHY@POTOMACHEALTHFOUNDATION ORG

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

LETTER OF INTENT TO INCLUDE NARRATIVE AND BUDGET PLAN, COMPLETED AND SUBMITTED ONLINE

c Any submission deadlines

JANUARY 24, 2015

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**				4,604,442
b *Approved for future payment* See Additional Data Table				
Total . . . . . ▶ **3b**				1,840,212

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	315	
4 Dividends and interest from securities			14	4,627,319	
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	-14,012	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a RETURNED PAYMENTS					105,336
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		4,613,622	105,336
13 **Total.** Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)				13	4,718,958

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)
11	AMOUNTS PAID FOR GRANTS IN PRIOR YEAR AND RETURNED IN THE CURRENT YEAR

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) is based on all information of which preparer has any knowledge

******	2016-03-07	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
DAVID TRIMNER				P00444822

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
SUSIE LEE 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	EXECUTIVE DIRECTOR 40 00	134,172	28,176	1,000
CAROL S SHAPIRO MD 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	VICE-CHAIR 4 00	0	0	0
R MICHAEL SORENSEN 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	TREASURER 3 00	0	0	0
WAYNE MALLARD 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	SECRETARY 2 00	0	0	0
MARION M WALL 2296 OPITZ BLVD 200 WOODBRIDGE,VA 22191	CHAIR 4 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	15 MAP CAPACITY BUILDING AND ACCOUNTING SOFTWARE	22,500
ACTION IN COMMUNITY THROUGH SERVICE 3900 ACTS LANE DUMFRIES,VA 22026	NONE	PC	14 MAP HELPLINE ASSISTANCE AND OUTREACH PROJECT & MEDICAL CAREGIVER PRGM	4,000
ACTION IN COMMUNITY THROUGH SERVICE 3900 ACTS LANE DUMFRIES,VA 22026	NONE	PC	YEAR 3 HELPLINE ASSISTANCE AND OUTREACH PROJECT	13,265
ACTION IN COMMUNITY THROUGH SERVICE 3900 ACTS LANE DUMFRIES,VA 22026	NONE	PC	YEAR 3 MEDICAL CAREGIVERS TRAINING PROGRAM	13,870
AMERICAN HEART ASSOCIATION 4301 FAIRFAX DRIVE SUITE 530 ARLINGTON,VA 22203	NONE	PC	YR1 CPR ANYTIME	20,160
AMERICAN HEART ASSOCIATION 4301 FAIRFAX DRIVE SUITE 530 ARLINGTON,VA 22203	NONE	PC	YR 2 CPR ANYTIME	55,737
ASPIRA ASSOCIATION INC 1444 I STREET NW SUITE 800 WASHINGTON,DC 20005	NONE	PC	YR1 PROMOTING HEALTH AND WELLNESS BY EMPOWERING LATINO YOUTH AND COMMUNITY	36,137
ASPIRA ASSOCIATION INC 1444 I STREET NW SUITE 800 WASHINGTON,DC 20005	NONE	PC	YR 2PROMOTING HEALTH AND WELLNESS BY EMPOWERING LATINO YOUTH AND COMMUNITY	54,204
BRAIN INJURY SERVICES 8136 OLD KEENE MILL ROAD SPRINGFIELD,VA 22152	NONE	PC	YEAR 3 NEUROBEHAVIORAL TREATMENT FOR BRAIN INJURY IN EASTERN PRINCE WILLIAM COUNTY	8,949
BRAIN INJURY SERVICES 8136 OLD KEENE MILL ROAD SPRINGFIELD,VA 22152	NONE	PC	MAP NEUROBEHAVIORAL TREATMENT FOR BRAIN INJURY	12,780
BRAIN INJURY SERVICES 8136 OLD KEENE MILL ROAD SPRINGFIELD,VA 22152	NONE	PC	CREST COLLABORATIVE REHABILITATION TO ENHANCE STROKE TREATMENT	101,316
CHANGE IN ACTION INC 128884 HARBOR DRIVE SUITE 203 WOODBRIDGE,VA 22192	NONE	PC	BEHAVIORAL MANAGEMENT FOR TRAUMATIC EXPOSURE	111,952
CHANGEINACTIONINC 128884 HARBOR DRIVE SUITE 203 WOODBRIDGE,VA 22192	NONE	PC	YR3 BEHAVIORAL MANAGEMENT FOR HEALTHY RELATIONSHIPS	72,725
CHANGEINACTIONINC 128884 HARBOR DRIVE SUITE 204 WOODBRIDGE,VA 22193	NONE	PC	15 MAP	16,542
EMPLOYMENT SOLUTIONS FOR DEAF AND HARD OF HEARING 1984 OPTIZ BLVD WOODBRIDGE,VA 22191	NONE	PC	YEAR 3 PAH	4,348
Total . . . . . ▶ **3a**				4,604,442

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	MAP PAH	1,366
EMPOWERHOUSE PO BOX 1007 FREDRICKSBURG,VA 22402	NONE	PC	INTERPERSONAL VIOLENCE HEALTHCARE PARTNERSHIP PROGRAM	45,602
GEORGE MASON UNIVERSITY 10900 UNIVERSITY BLVD MS 4E5 MANASSAS,VA 20110	NONE	PC	YEAR 3 ACHIEVES	114,431
GEORGE MASON UNIVERSITY 10900 UNIVERSITY BLVD MS 4E5 MANASSAS,VA 20110	NONE	PC	MIDDLE SCHOOL ACHIEVES	150,000
GEORGE MASON UNIVERSITY 10901 UNIVERSITY BLVD MS 4E5 MANASSAS,VA 20111	NONE	PC	POISED (PRECISION OUTREACH INTERVENTION , SCREENING SURVEILLANCE & EXERCISE FOR FALLS PREVENTION/ PRINCE WILLIAM	148,800
GEORGE WASHINGTON REGIONAL COMMISSIONTHE FARMER'S MARKET 406 PRINCESS ANNE ST FREDRICKSBURG,VA 22402	NONE	PC	FRESH FOOD ACCESS FOR COMMUNITY HEALTH	31,116
GANG RESPONSE INTERVENTION TEAM 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192	NONE	PC	MAC TATTOO REMOVAL PROGRAM (GRIT)	9,689
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192	NONE	PC	YR3 EXPANDING ACCESS TO DENTAL SERVICES IN PRINCE WILLIAM COUNTY	28,204
GREATER PW COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192	NONE	PC	15 MAP	15,000
GREATER PW COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192	NONE	PC	14 HSN INTEGRATED & COORDINATED HEALTH CARE AHOME	15,000
GREATER PW COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE,VA 22192	NONE	PC	15 HSN - INTEGRATED AND COORDINATED HEALTH CARE HOME	135,000
LLOYD F MOSS FREE CLINIC 1301 SAM PERRY BLVD FREDERICKSBURG,VA 22401	NONE	PC	15 MAP	22,464
LLOYD F MOSS FREE CLINIC 1301 SAM PERRY BLVD FREDERICKSBURG,VA 22401	NONE	PC	15 HSN - GENERAL OPERATING FUNDS	135,864
LLOYD F MOSS FREE CLINIC 1301 SAM PERRY BLVD FREDERICKSBURG,VA 22401	NONE	PC	14 HSN GEN OPERATING FUNDS	15,000
MANASSAS MIDWIFERY 9171 KEY COMMONS COURT MANASSAS,VA 20110	NONE	PC	14 HSN IMPROVING BIRTH & EARLY CHILDHOOD OUTCOMES	2,500
Total . . . . . ▶ **3a**				4,604,442

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	YR2 MCCP FOUNDATION PROJECT PEARLY WHITES - LORTON	16,803
MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION 1616 ANDERSON ROAD MCLEAN,VA 22102	NONE	PC	YR3 MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION	18,863
MEDICAL CARE FOR CHILDREN PARTNERSHIP FOUNDATION 1616 ANDERSON ROAD MCLEAN,VA 22102	NONE	PC	YR 3 MCCP FOUNDATION PROJECT PEARLY WHITES - LORTON	24,435
NATIONAL CAPITAL POISON CENTER 3201 NEW MEXICO AVENUE SUITE 310 WASHINGTON,DC 20016	NONE	PC	WEB POISON CONTROL	150,000
NATIONAL CAPITAL POISON CENTER 3201 NEW MEXICO AVENUE SUITE 310 WASHINGTON,DC 20016	NONE	PC	15 HSN POISON CTRL SVCS TO THE FDN'S SVC AREA	148,500
NATIONAL CAPITAL POISON CENTER 3201 NEW MEXICO AVENUE SUITE 310 WASHINGTON,DC 20016	NONE	PC	14 HSN POISON CTRL SVCS TO THE FDN'S SVC AREA	16,500
NAT'L COALITION OF 100 BLACK WOMEN - PWC CHAPTER PO BOX 1166 DUMFRIES,VA 22026	NONE	PC	INCREASE AWARENESS ON PREVENTION, EARLY DETECTION, TREATMENT PROSTATE CANCER	58,800
NORTHERN VIRGINIA FAMILY SERVICE 10455 WHITE GRANITE DRIVE SUITE 100 OAKTON,VA 22124	NONE	PC	PEDIATRIC PRIMARY CARE PROJECT	3,500
NORTHERN VIRGINIA FAMILY SERVICE 10455 WHITE GRANITE DRIVE SUITE 100 OAKTON,VA 22124	NONE	PC	YR1 PRINCE WILLIAM HEALTHLINK	27,931
NORTHERN VIRGINIA FAMILY SERVICE 10455 WHITE GRANITE DRIVE SUITE 100 OAKTON,VA 22124	NONE	PC	15 HSN KIDS CONNECT	31,500
NORTHERN VIRGINIA FAMILY SERVICE 10455 WHITE GRANITE DRIVE SUITE 100 OAKTON,VA 22124	NONE	PC	IMPROVING NUTRITION FOR LOW-INCOME FAMILIES	109,800
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	15 MAP	4,200
NOVA SCRIPTSCENTRAL INC 6400 ARLINGTON BLVD SUITE 120 FALLS CHURCH,VA 22042	NONE	PC	15 HSN - IMPROVING HLTH ACCESS IN PW, STAFFORD & LORTON	199,269
NOVA SCRIPTSCENTRAL INC 6400 ARLINGTON BLVD SUITE 120 FALLS CHURCH,VA 22042	NONE	PC	14 HSN - RX MEDICATIONS FOR LOW INCOME	20,000
Total . . . . . ▶ **3a**				4,604,442

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*				
NUEVA VIDA INC 5225 WISCONSIN AVE NW SUITE 503 WASHINGTON,DC 20015	NONE	PC	YR2 REDUCING FRAGMENTATION AND IMPROVING CONTINUITY OF CARE ACROSS THE BREAST CANCER CONTINUUM	36,430
NUEVA VIDA INC 5225 WISCONSIN AVE NW SUITE 503 WASHINGTON,DC 20015	NONE	PC	YR3 REDUCING FRAGMENTATION AND IMPROVING CONTINUITY OF CARE ACROSS THE BREAST CANCER CONTINUUM	56,831
PATHWAY HOMES 10201 FAIRFAX BLVD FAIRFAX,VA 22030	NONE	PC	PERMANENT SUPORTIVE HOUSING FOR FORMERLY HOMELESS W/SERIOUS MENTAL ILLNESS	36,000
POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION 14700 POTOMAC MILLS ROAD WOODBRIDGE,VA 22192	NONE	PC	YR3 TRANSPORTATION VOUCHER PROGRAM TO FACILITATE ACCESS TO HEALTH CARE NEEDS	157,635
PRINCE WILLIAM AREA FREE CLINIC 13900 CHURCH HILL DRIVE WOODBRIDGE,VA 22191	NONE	PC	15 HSN UNIFIED HLTH CENTER	163,438
PRINCE WILLIAM AREA FREE CLINIC 13900 CHURCH HILL DRIVE WOODBRIDGE,VA 22191	NONE	PC	YR 3 MEDICATION ACCESS CASE MANAGEMENT	8,639
PRINCE WILLIAM AREA FREE CLINIC 13900 CHURCH HILL DRIVE WOODBRIDGE,VA 22191	NONE	PC	PRINCE WILLIAM AREA FREE CLINIC NAVIGATION	28,354
PRINCE WILLIAM AREA FREE CLINIC 13901 CHURCH HILL DRIVE WOODBRIDGE,VA 22192	NONE	PC	14 HSN UNIFIED HEALTH CENTER	13,492
PRINCE WILLIAM COUNTY DEPT OF SOCIAL SERVICES 15941 DONALD CURTIS DRIVE SUITE 180 WOODBRIDGE,VA 22191	NONE	PC	YR3 CASE COORDINATOR FOR HEALTH AND SUPPORTING SERVICES ACCESS FOR THE MOST VULNERABLE HOMELESS ADULTS	11,996
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASSAS,VA 20112	NONE	PC	BIOMEDICAL SCIENCE/PROJECT LEAD THE WAY	34,560
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASSAS,VA 20112	NONE	PC	YR1 COORDINATED MENTAL HEALTH SUPPORT FOR AT-RISK YOUTH	33,385
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASSAS,VA 20112	NONE	PC	YR2 HUMAN TRAFFICKING PREVENTION, IDENTIFICATION, AND REFERRAL	37,217
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASSAS,VA 20112	NONE	PC	YR3 PRINCE WILLIAM COUNTY SCHOOL OF PRACTICAL NURSING	12,600
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASSAS,VA 20112	NONE	PC	YR3 HUMAN TRAFFICKING PREVENTION, IDENTIFICATION, AND REFERRAL	41,096
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS 14716 BRISTOW ROAD MANASSAS,VA 20113	NONE	PC	YR2 COORDINATED MENTAL HEALTH SUPPORT FOR AT-RISK YOUTH	48,291
Total . . . . . ▶ **3a**				4,604,442

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PRINCE WILLIAM HEALTH DISTRICT 9301 LEE AVENUE MANASSAS,VA 20110	NONE	PC	YR3 BEAT CANCER BREAST EDUCATION AWARENESS & TREATMENT	37,075
PRINCE WILLIAM HEALTH DISTRICT 9301 LEE AVENUE MANASSAS,VA 20110	NONE	PC	YR2 BEAT CANCER BREAST EDUCATION AWARENESS & TREATMENT	24,171
PRINCE WILLIAM SOCCER INC 14716 MINNIEVILLE RD WOODBRIDGE,VA 22193	NONE	PC	YR1 THE COURAGE F U N PROJECT	10,311
PRINCE WILLIAM SOCCER INC 14717 MINNIEVILLE RD WOODBRIDGE,VA 22194	NONE	PC	YR2 THE COURAGE F U N PROJECT	41,313
PROJECT MEND-A-HOUSE INC 9500 TECHNOLOGY DRIVE SUITE 101 MANASSAS,VA 20110	NONE	PC	YR3 PREVENTING FALLS FOR SENIORS AND PERSONS WITH DISABILITIES	25,500
PROJECT MEND-A-HOUSE INC 9501 TECHNOLOGY DRIVE SUITE 101 MANASSAS,VA 20111	NONE	PC	YR2 PREVENTING FALLS FOR SENIORS AND PERSONS WITH DISABILITIES	8,500
PROJECT MEND-A-HOUSE INC 9502 TECHNOLOGY DRIVE SUITE 101 MANASSAS,VA 20112	NONE	PC	MAP - BOARD AND EXECUTIVE LEADERSHIP STRENGTHENING	20,700
RAINBOW CENTER 5605 ANTIOCH RD HAYMARKET,VA 20169	NONE	PC	YR 3 THE MANE EXPERIENCE	7,061
RAPPAHANNOCK AREA AGENCY ON AGING 460 LENDALL LANE FREDERICKSBURG,VA 22405	NONE	PC	YR2 THE RAAA AQUIA GARRISONVILLE HEATHCARE PROJECT	19,500
RAPPAHANNOCK AREA AGENCY ON AGING 460 LENDALL LANE FREDERICKSBURG,VA 22405	NONE	PC	YR3 THE RAAA AQUIA GARRISONVILLE HEALTHCARE PROJECT	13,654
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY SUITE 300 RICHMOND,VA 23294	NONE	PC	15 HSN MEDICATION ACCESS FOR THE UNINSURED	22,500
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY SUITE 300 RICHMOND,VA 23294	NONE	PC	15 MAP - STRATEGIC PLANNING	15,075
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY SUITE 300 RICHMOND,VA 23294	NONE	PC	14 HSN MEDICATION ACCESS FOR THE UNINSURED	2,500
SCAN OF NORTHERN VIRGINIA 205 S WHITING STREET SUITE 205 ALEXANDRIA,VA 22304	NONE	PC	SAFE BABIES AND CHILD ABUSE PREVENTION	15,000
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	YEAR 3 EVERY BABY, EVERY TIME!	12,239
Total . . . . . ▶ **3a**				4,604,442

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	15 HSN FAMILY HEALTH CONNECTION MOBILE VANS	150,000
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	YR3 FAMILY HEALTH CONNECTION OUTREACH WORKER	10,147
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	YR3 HISPANIC DIABETES OUTREACH PROGRAM	18,194
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	YR3 SENTARA POTOMAC WOMEN'S HEALTH MAMMOVAN	90,778
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	DIABETES PREVENTION PROGRAM	27,851
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BLVD WOODBRIDGE,VA 22191	NONE	PC	IN PERSON INTERPRETING SERVICES	120,780
STAFFORD SCHOOLS HEAD STARTVPIEARLY HEAD START 610 GAYLE STREET FALMOUTH,VA 22405	NONE	PC	STAFFORD CHILDREN'S INSURANCE OUTREACH PROGRAM	11,594
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 ADULTS	29,994
STREET LIGHT COMMUNITY OUTREACH MINISTRIES 1551 PRINCE WILLIAM PKWY SUITE B WOODBRIDGE,VA 22192	NONE	PC	15 MAP - FINANCIAL SUSTAINABILITY CAPACITY BUILDING	22,500
STREET LIGHT COMMUNITY OUTREACH MINISTRIES 1552 PRINCE WILLIAM PKWY SUITE B WOODBRIDGE,VA 22193	NONE	PC	YR2 PERMANENT SUPPORTED HOUSING & RESPITE CARE FOR MEDICALLY FRAGILE HOMELESS ADULTS	22,854
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC 13505 HILLENDALE DRIVE DALE CITY,VA 22193	NONE	PC	YR1 MEDICAL CASE MANAGEMENT	27,200
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC 13505 HILLENDALE DRIVE DALE CITY,VA 22194	NONE	PC	YR2 MEDICAL CASE MANAGEMENT	40,800
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC 13505 HILLENDALE DRIVE DALE CITY,VA 22195	NONE	PC	COMPLETION OF THERAPEUTIC SERVICES	66,360
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC 13505 HILLENDALE DRIVE DALE CITY,VA 22196	NONE	PC	VOSAC III DAY SUPPORT FOR THE MEDICALLY FRAGILE	150,000
THE CITY OF MANASSAS PARK 1 PARK CENTER COURT MANASSAS,VA 20111	NONE	PC	MASON AND PARTNERS BRIDGE CLINIC	150,000
Total . . . . . ▶ **3a**				4,604,442

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE HOUSE INC STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE,VA 22193	NONE	PC	YEAR 3 FITTING IN	10,500
THE HOUSE INC STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE,VA 22193	NONE	PC	MAP FITTING IN	1,200
THE HOUSE INC STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE,VA 22193	NONE	PC	YR3 THE HOUSE, INC 'S EMPOWERMENT CENTER	63,600
THE HOUSE INC STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE,VA 22193	NONE	PC	PROJECT PLAY	132,000
YOUNG INVINCIBLES 1411 K ST NW WASHINGTON,DC 20005	NONE	PC	HEALTHY YOUNG AMERICA	70,000
YOUTH FOR TOMORROW 11834 HAZEL CIRCLE DRIVE BRISTOW,VA 22135	NONE	PC	YEAR 3 YOUTH FOR TOMORROW CRISIS INTERVENTION COUNSELING PROGRAM	17,260
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW,VA 22136	NONE	PC	YEAR 3 YFT DIAGNOSTIC AND ASSESSMENT CENTER	85,249
Total . . . . . ▶ **3a**				4,604,442

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TY 2014 Accounting Fees Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	47,482	0		64,390

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TY 2014 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	13,432,189	13,432,189
SEI SPECIAL SITUATIONS FUND LTD 2,903.787 SHARES	FMV	3,782,322	3,782,322
SEI SMALL CAP FUND (SLPAX) 164,674.78 SHARES	FMV	2,969,086	2,969,086
SEI INSTITUTIONAL INVESTMENT TRUST 307,131.879 SHARES	FMV	2,715,046	2,715,046
SIIT EMERGING MARKETS DEBT FUND SEDAX 484,173.825 SHARES	FMV	4,362,406	4,362,406
SIIT ULTRA SHORT DURATION BOND FUND 254,758.322 SHARES	FMV	2,539,940	2,539,940
SEI CORE PROPERTY FUND 7,875.893 SHARES	FMV	13,876,115	13,876,115
SEI US MANAGED VOL FUND 280,043.855 SHARES	FMV	4,018,629	4,018,629
SIIT MULTI ASSET REAL RETURN FUND 775,881.785 SHARES	FMV	6,509,648	6,509,648
GLOBAL MANAGED VOL FUND (SVTAX) 644,560.532 SHARES	FMV	7,354,436	7,354,436
SEI LARGE CAP FUND (SLCAX) 715,312.62 SHARES	FMV	15,972,931	15,972,931
SEI SIIT OPPORTUNISTIC INCOME FD-A 624,165.876 SHARES	FMV	5,080,710	5,080,710
SEI WORLD EQUITY EX-US FUND (WEUSX) 796,509.739 SHARES	FMV	9,096,141	9,096,141
EMERGING MARKETS EQUITY FUND (SIEMX) 271,852.311 SHARES	FMV	2,468,419	2,468,419
SEI DYNAMIC ASSET ALLOC FUND 300,530.3480 SHARES	FMV	5,030,878	5,030,878

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TY 2014 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	36,148	28,238	7,910	7,910

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TY 2014 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 2014 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	16,994		

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TY 2014 Other Decreases Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Description	Amount
UNREALIZED GAIN	2,831,881

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TY 2014 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	14,074	0		20,414
TECH EXPENSE	15,118	0		15,544
OTHER EXPENSE	11,497	0		4,275
INSURANCE	2,179	0		2,179
SEI CORE PROPERTY FUND, LP OTHER DEDUCTIONS	0	40,352		0

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TY 2014 Other Income Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RETURNED PAYMENTS	105,336		105,336

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TY 2014 Other Increases Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Description	Amount
DONATED FACILITIES	46,570

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TY 2014 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	10,621	23,496
DEFERRED TAX LIABILITY	102,977	74,658

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TY 2014 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	397,084	397,084		0
CONSULTANT FEES	41,339	0		41,339

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TY 2014 Taxes Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	41,922	0		0