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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

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 11-01-2016 , and ending 10-31-2017

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 BOULEVARD 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)* ▶$ 111,686,263

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	333	333		
	4	Dividends and interest from securities	3,277,689	3,588,392		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,654,422			
	b	Gross sales price for all assets on line 6a 43,895,976				
	7	Capital gain net income (from Part IV, line 2)		1,654,422		
	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	4,932,444	5,243,147		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	129,615	19,442		110,173
	14	Other employee salaries and wages	151,119	0		106,806
	15	Pension plans, employee benefits	58,954	4,083		54,871
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	48,843	0		49,298
	c	Other professional fees (attach schedule)	603,541	546,111		57,430
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	134,902	0		0
	19	Depreciation (attach schedule) and depletion	4,104	0		
	20	Occupancy	31,578	0		0
	21	Travel, conferences, and meetings	16,757	0		16,757
	22	Printing and publications				
	23	Other expenses (attach schedule)	59,219	46,722		59,236
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,238,632	616,358		454,571
	25	Contributions, gifts, grants paid	3,970,662			4,396,044
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,209,294	616,358		4,850,615
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-276,850			
	b	**Net investment income** (if negative, enter -0-)		4,626,789		
	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	76,653	84,797	84,797
	3 Accounts receivable ▶ 60,475			
	Less allowance for doubtful accounts ▶	47,446	60,475	60,475
	4 Pledges receivable ▶ 228,858			
	Less allowance for doubtful accounts ▶	314,054	228,858	228,858
	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	38,889	43,656	43,656
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	50,731,534	56,075,377	56,075,377
	c Investments—corporate bonds (attach schedule)	33,772,200	37,218,030	37,218,030
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	19,109,016	17,968,993	17,968,993
	14 Land, buildings, and equipment basis ▶ 43,648			
	Less accumulated depreciation (attach schedule) ▶ 37,571	2,681	6,077	6,077
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	104,092,473	111,686,263	111,686,263
Liabilities	17 Accounts payable and accrued expenses	169,032	192,253	
	18 Grants payable	1,877,020	1,451,944	
	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 ▶)	113,071	186,590	
	23 **Total liabilities**(add lines 17 through 22)	2,159,123	1,830,787	
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	101,933,350	109,855,476	
	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)	101,933,350	109,855,476	
	31 **Total liabilities and net assets/fund balances** (see instructions)	104,092,473	111,686,263	

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	101,933,350
2	Enter amount from Part I, line 27a	2	-276,850
3	Other increases not included in line 2 (itemize) ▶	3	8,198,976
4	Add lines 1, 2, and 3	4	109,855,476
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	109,855,476

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,654,422
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))
2015	5,247,271	98,321,142	0 053369
2014	4,980,260	100,254,131	0 049676
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

2	**Total** of line 1, column (d)	2	0 237555
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 047511
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	106,530,115
5	Multiply line 4 by line 3	5	5,061,352
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	46,268
7	Add lines 5 and 6	7	5,107,620
8	Enter qualifying distributions from Part XII, line 4	8	4,850,615

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary–see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	92,536
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	92,536
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	92,536
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 58,000		
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	58,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	476
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	35,012
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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 2016 or the taxable year beginning in 2016 (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 BOULEVARD SUITE 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 2016, 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.

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		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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		☐ 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 2016 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 2016).*	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 2016?	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
TIMOTHY MCCUE 2296 OPITZ BLVD SUITE 200 WOODBRIDGE, VA 22191	DIRECTOR OF GRANTS P 40 00	106,806	22,429	981

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	546,111
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	107,999,368
b	Average of monthly cash balances	1b	153,033
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	108,152,401
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	108,152,401
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,622,286
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	106,530,115
6	**Minimum investment return.** Enter 5% of line 5	6	5,326,506

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	5,326,506
2a	Tax on investment income for 2016 from Part VI, line 5	2a	92,536		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	92,536
3	Distributable amount before adjustments Subtract line 2c from line 1			3	5,233,970
4	Recoveries of amounts treated as qualifying distributions			4	306
5	Add lines 3 and 4			5	5,234,276
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	5,234,276

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	4,850,615
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	4,850,615
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,850,615

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				5,234,276
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			4,484,284	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 4,850,615				
a Applied to 2015, but not more than line 2a			4,484,284	
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 2016 distributable amount.				366,331
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016	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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				4,867,945
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 2011 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012. . . .				
b Excess from 2013. . . .				
c Excess from 2014. . . .				
d Excess from 2015. . . .				
e Excess from 2016. . . .				

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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 BOULEVARD SUITE 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 25, 2017

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 INDIVIDUALS IN EASTERN PRINCE WILLIAM COUNTY, LORTON, NORTH STAFFORD IN VIRGINIA PROJECTS MUST WORK TOWARD IMPROVING THE HEALTH OF THE COMMUNITY PROJECTS ARE FUNDED FOR A 12 MONTH PERIOD 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

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**				4,396,044
b *Approved for future payment* See Additional Data Table				
Total . . . . . ▶ **3b**				1,451,945

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	333	
4 Dividends and interest from securities. . . .			14	3,277,689	
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	1,654,422	
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		4,932,444	0
13 **Total.** Add line 12, columns (b), (d), and (e).				13	4,932,444

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

******	2018-03-13	******
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
IVY BECKHAM				P01316131
Firm's name ▶ CLIFTONLARSONALLEN LLP				Firm's EIN ▶41-0746749
Firm's address ▶ 901 N GLEBE ROAD SUITE 200 ARLINGTON, VA 22203				Phone no (571) 227-9500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, **(a)** 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)
SEI CORE PROPERTY FUND, LLC	P		
40,428 6 UNITS OF GOVERNMENT FUND (SEOXX)			
125,985 37 UNITS OF GOVERNMENT FUND (SEOXX)			
12,598 537 UNITS OF SEI ULTRA SH DURATION BD FD			
2,403 656 UNITS OF SEI ULTRA SH DURATION BD FD			
20,876 877 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
40,663 18 UNITS OF GOVERNMENT FUND (SEOXX)			
1,259,734 62 UNITS OF GOVERNMENT FUND (SEOXX)			
1,259,734 62 UNITS OF GOVERNMENT FUND (SEOXX)			
21,958 74 UNITS OF GOVERNMENT FUND (SEOXX)			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed **(f)** (or allowable)	Cost or other basis **(g)** plus expense of sale	Gain or (loss) **(h)** (e) plus (f) minus (g)
			0
40,429		40,429	0
125,985		125,985	0
125,985		125,816	169
24,013		24,004	9
208,560		208,488	72
40,663		40,663	0
1,259,735		1,259,735	0
1,259,735		1,259,735	0
21,959		21,959	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) **or** **(l)** Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis **(j)** as of 12/31/69	Excess of col (i) **(k)** over col (j), if any	
			0
			0
			0
			169
			9
			72
			0
			0
			0
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, **(a)** 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)
832,068 71 UNITS OF GOVERNMENT FUND (SEOXX)			
43,628 11 UNITS OF GOVERNMENT FUND (SEOXX)			
161 642 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
2,600,000 UNITS OF GOVERNMENT FUND (SEOXX)			
1,306 027 UNITS OF SEI CORE PROPERTY FUND LP	P		
2,600,000 UNITS OF GOVERNMENT FUND (SEOXX)			
30 78 UNITS OF GOVERNMENT FUND (SEOXX)			
42,121 21 UNITS OF GOVERNMENT FUND (SEOXX)			
20,020 02 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
130,162 26 UNITS OF GOVERNMENT FUND (SEOXX)			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed **(f)** (or allowable)	Cost or other basis **(g)** plus expense of sale	Gain or (loss) **(h)** (e) plus (f) minus (g)
832,069		832,069	0
43,628		43,628	0
1,615		1,614	1
2,600,000		2,600,000	0
2,600,000		1,542,181	1,057,819
2,600,000		2,600,000	0
31		31	0
42,121		42,121	0
200,000		199,916	84
130,162		130,162	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) **or** **(l)** Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis **(j)** as of 12/31/69	Excess of col (i) **(k)** over col (j), if any	
			0
			0
			1
			0
			1,057,819
			0
			0
			0
			84
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, **(a)** 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)
13,016 226 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
97,443 993 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
40,701 71 UNITS OF GOVERNMENT FUND (SEOXX)			
964,713 812 UNITS OF SEI LARGE CAP FUND (SLCAX)			
938,666 54 UNITS OF GOVERNMENT FUND (SEOXX)			
44,122 68 UNITS OF GOVERNMENT FUND (SEOXX)			
84,833 94 UNITS OF GOVERNMENT FUND (SEOXX)			
13 67 UNITS OF GOVERNMENT FUND (SEOXX)			
43,544 15 UNITS OF GOVERNMENT FUND (SEOXX)			
129,486 95 UNITS OF GOVERNMENT FUND (SEOXX)			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed **(f)** (or allowable)	Cost or other basis **(g)** plus expense of sale	Gain or (loss) **(h)** (e) plus (f) minus (g)
130,162		129,978	184
974,440		973,057	1,383
40,702		40,702	0
19,506,513		19,296,078	210,435
938,667		938,667	0
44,123		44,123	0
84,834		84,834	0
14		14	0
43,544		43,544	0
129,487		129,487	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) **or** **(l)** Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis **(j)** as of 12/31/69	Excess of col (i) **(k)** over col (j), if any	
			184
			1,383
			0
			210,435
			0
			0
			0
			0
			0
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, **(a)** 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)
12,948 695 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
1,250 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
44,635 16 UNITS OF GOVERNMENT FUND (SEOXX)			
20,000 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
15,513 494 UNITS OF SEI LARGE CAP INDEX FUND (LCIAX)			
135,359 061 UNITS OF SEI WORLD EQUITY EX-US FUND (WEUSX)			
30,356 061 UNITS OF SEI GLOBAL MGD VOLATILITY FD (SGMAX)			
12,866 06 UNITS OF SEI DYNAMIC ASSET ALLOC FUND (SDLAX)			
2,640 439 UNITS OF SEI SMALL CAP FUND (SLPAX)			
42,684 84 UNITS OF GOVERNMENT FUND (SEOXX)			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed **(f)** (or allowable)	Cost or other basis **(g)** plus expense of sale	Gain or (loss) **(h)** (e) plus (f) minus (g)
129,487		129,310	177
12,500		12,483	17
44,635		44,635	0
200,000		199,730	270
2,856,034		2,778,050	77,984
1,719,060		1,544,910	174,150
355,471		264,630	90,841
240,467		218,067	22,400
48,241		34,205	14,036
42,685		42,685	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) **or** **(l)** Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis **(j)** as of 12/31/69	Excess of col (i) **(k)** over col (j), if any	
			177
			17
			0
			270
			77,984
			174,150
			90,841
			22,400
			14,036
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, **(a)** 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)
148,706 28 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
45,688 38 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
162,802 97 UNITS OF GOVERNMENT FUND (SEOXX)			
3,000 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
7,569 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
51,974 97 UNITS OF GOVERNMENT FUND (SEOXX)			
12,078 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
61,007 328 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
601,891 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
55,612 56 UNITS OF GOVERNMENT FUND (SEOXX)			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed **(f)** (or allowable)	Cost or other basis **(g)** plus expense of sale	Gain or (loss) **(h)** (e) plus (f) minus (g)
1,487,063		1,485,071	1,992
456,884		456,297	587
162,803		162,803	0
30,000		29,961	39
75,690		75,593	97
51,975		51,975	0
120,780		120,628	152
610,073		609,303	770
6,025		6,011	14
55,613		55,613	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) **or** **(l)** Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis **(j)** as of 12/31/69	Excess of col (i) **(k)** over col (j), if any	
			1,992
			587
			0
			39
			97
			0
			152
			770
			14
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, **(a)** 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)
3,904 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
136,616 83 UNITS OF GOVERNMENT FUND (SEOXX)			
13,661 683 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
6,000 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
54,520 99 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
10,648 90 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
95,101 84 UNITS OF GOVERNMENT FUND (SEOXX)			
235,671 45 UNITS OF GOVERNMENT FUND (SEOXX)			
24,300 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			
3,425 9 UNITS OF SEI ULTRA SH DURATION BD FD (SUSAX)			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed **(f)** (or allowable)	Cost or other basis **(g)** plus expense of sale	Gain or (loss) **(h)** (e) plus (f) minus (g)
39,040		38,991	49
136,617		136,617	0
136,617		136,445	172
60,000		59,924	76
54,521		54,521	0
106,489		106,358	131
95,102		95,102	0
235,671		235,671	0
243,000		242,727	273
34,257		34,218	39

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) **or** **(l)** Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis **(j)** as of 12/31/69	Excess of col (i) **(k)** over col (j), if any	
			49
			0
			172
			76
			0
			131
			0
			0
			273
			39

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

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	Expense account, **(e)** other allowances
MARION M WALL 2296 OPITZ BOULEVARD SUITE 200 WOODBRIDGE, VA 22191	CHAIR 4 00	0	0	0
CAROL S SHAPIRO MD 2296 OPITZ BOULEVARD SUITE 200 WOODBRIDGE, VA 22191	VICE-CHAIR 4 00	0	0	0
R MICHAEL SORENSEN 2296 OPITZ BOULEVARD SUITE 200 WOODBRIDGE, VA 22191	TREASURER 3 00	0	0	0
WAYNE MALLARD 2296 OPITZ BOULEVARD SUITE 200 WOODBRIDGE, VA 22191	SECRETARY 2 00	0	0	0
HOWARD L GREENHOUSE 2296 OPITZ BOULEVARD SUITE 200 WOODBRIDGE, VA 22191	DIRECTOR 1 00	0	0	0
SARAH PITKIN PHD 2296 OPITZ BOULEVARD SUITE 200 WOODBRIDGE, VA 22191	DIRECTOR 1 00	0	0	0
WILLIAM M MOSS 2296 OPITZ BOULEVARD SUITE 200 WOODBRIDGE, VA 22191	DIRECTOR 1 00	0	0	0
CARLOS CASTRO 2296 OPITZ BOULEVARD SUITE 200 WOODBRIDGE, VA 22191	DIRECTOR 1 00	0	0	0
SAM HILL EDD 2296 OPITZ BOULEVARD SUITE 200 WOODBRIDGE, VA 22191	DIRECTOR 1 00	0	0	0
MEGAN PERRY 2296 OPITZ BOULEVARD SUITE 200 WOODBRIDGE, VA 22191	DIRECTOR 1 00	0	0	0
SUSIE LEE 2296 OPITZ BOULEVARD SUITE 200 WOODBRIDGE, VA 22191	EXECUTIVE DIRECTOR 40 00	129,615	27,219	809

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	COMPREHENSIVE CASE MANAGEMENT SYSTEM	18,600
AMERICAN HEART ASSOCIATION 4301 FAIRFAX DRIVE SUITE 530 ARLINGTON, VA 22203	NONE	PC	CPR ANYTIME	43,750
BOARDSOURCE 750 9TH STREET NW SUITE 650 WASHINGTON, DC 20001	NONE	PC	POTOMAC HEALTH FOUNDATION BOARDSOURCE COHORT	76,504
BRAIN INJURY SERVICES 8136 OLD KEENE MILL ROAD SPRINGFIELD, VA 22152	NONE	PC	CREST COLLABORATIVE REHABILITATION TO ENHANCE STROKE TREATMENT	67,447
BRAIN INJURY SERVICES 8136 OLD KEENE MILL ROAD SPRINGFIELD, VA 22152	NONE	PC	CREST COLLABORATIVE REHABILITATION TO ENHANCE STROKE TREATMENT	110,437
Total . . . . . ▶ 3a				4,396,044

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*				
CHANGE IN ACTION INC 128884 HARBOR DRIVE SUITE 203 WOODBRIDGE, VA 22192	NONE	PC	MAP	8,010
CHANGE IN ACTION INC 128884 HARBOR DRIVE SUITE 203 WOODBRIDGE, VA 22192	NONE	PC	BEHAVIORAL MANAGEMENT FOR TRAUMATIC EXPOSURE	67,304
CHANGE IN ACTION INC 128884 HARBOR DRIVE SUITE 203 WOODBRIDGE, VA 22192	NONE	PC	BEHAVIORAL MANAGEMENT FOR TRAUMATIC EXPOSURE	75,690
CONSUMER HEALTH FOUNDATION 1400 16TH STREET NW SUITE 710 WASHINGTON, DC 20036	NONE	PC	REGIONAL PRIMARY CARE COALITION	10,000
CONSUMER HEALTH FOUNDATION 1400 16TH STREET NW SUITE 710 WASHINGTON, DC 20036	NONE	PC	REGIONAL PRIMARY CARE COALITION	13,800
Total . . . . . ▶ 3a				4,396,044

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*				
EMPOWERHOUSE PO BOX 1007 FREDRICKSBURG, VA 22402	NONE	PC	INTERPERSONAL VIOLENCE HEALTHCARE PARTNERSHIP PROGRAM	30,402
EMPOWERHOUSE PO BOX 1007 FREDRICKSBURG, VA 22402	NONE	PC	MAP	8,792
EMPOWERHOUSE PO BOX 1007 FREDRICKSBURG, VA 22402	NONE	PC	INTERPERSONAL VIOLENCE HEALTHCARE PARTNERSHIP PROGRAM	37,882
GANG RESPONSE INTERVENTION TEAM (GRIT) 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE, VA 22192	NONE	PC	MAC TATTOO REMOVAL PROGRAM	1,615
GEORGE MASON UNIVERSITY 10900 UNIVERSITY BOULEVARD MS 4E5 MANASSAS, VA 20110	NONE	PC	MIDDLE SCHOOL ACHIEVES	24,013
Total . . . . . ▶ 3a				4,396,044

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*				
GEORGE MASON UNIVERSITY 10900 UNIVERSITY BOULEVARD MS 4E5 MANASSAS, VA 20110	NONE	PC	MIDDLE SCHOOL ACHIEVES (ADVANCING HEALTHCARE INITIATIVES FOR UNDERSERVED STUDENTS)	102,800
GEORGE MASON UNIVERSITY 10900 UNIVERSITY BOULEVARD MS 4E5 MANASSAS, VA 20110	NONE	PC	POISED (PRECISION OUTREACH INTERVENTION, SCREENING, SURVEILLANCE AND EXERCISE FOR FALLS PREVENTION IN DIABETES) PRINCE WILLIAM	84,336
GEORGE MASON UNIVERSITY 10900 UNIVERSITY BOULEVARD MS 4E5 MANASSAS, VA 20110	NONE	PC	MIDDLE SCHOOL ACHIEVES (ADVANCING HEALTHCARE INITIATIVES FOR UNDERSERVED STUDENTS)	149,849
GEORGE MASON UNIVERSITY 10900 UNIVERSITY BOULEVARD MS 4E5 MANASSAS, VA 20110	NONE	PC	POISED (PRECISION OUTREACH INTERVENTION, SCREENING, SURVEILLANCE AND EXERCISE FOR FALLS PREVENTION IN DIABETES) PRINCE WILLIAM	126,245
GEORGE MASON UNIVERSITY 10900 UNIVERSITY BOULEVARD MS 4E5 MANASSAS, VA 20110	NONE	PC	A FAMILY-BASED EMPOWERMENT PROGRAM TO TARGET EARLY TREATMENT FOR CHILDHOOD OBESITY IN LOW INCOME LATINO COMMUNITIES	70,481
Total . . . . . ▶ 3a				4,396,044

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*				
GEORGE WASHINGTON REGIONAL COMMISSION 406 PRINCESS ANNE STREET FREDRICKSBURG, VA 22402	NONE	PC	FRESH FOOD ACCESS FOR COMMUNITY HEALTH	15,080
GEORGE WASHINGTON REGIONAL COMMISSION 406 PRINCESS ANNE STREET FREDRICKSBURG, VA 22402	NONE	PC	FRESH FOOD ACCESS FOR COMMUNITY HEALTH	28,640
GREATER PRINCE WILLIAM COMMUNITY HEALTH CENTER 4379 RIDGEWOOD CENTER DRIVE SUITE 102 WOODBRIDGE, VA 22192	NONE	PC	INCREASED ACCESS TO INTEGRATED CARE AT OUR MEDICAL HOME IN DUMFRIES	60,000
GUIDESTAR USA INC 1250 H STREET NW SUITE 1150 WASHINGTON, DC 20005	NONE	PC	GUIDESTAR'S NONPROFIT PROFILE PROGRAM	6,000
LLOYD F MOSS FREE CLINIC 1301 SAM PERRY BOULEVARD FREDERICKSBURG, VA 22401	NONE	PC	GENERAL OPERATING FUNDS	15,210
Total . . . . . ▶ 3a				4,396,044

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*				
LLOYD F MOSS FREE CLINIC 1301 SAM PERRY BOULEVARD FREDERICKSBURG, VA 22401	NONE	PC	GENERAL OPERATING FUNDS	60,840
NATIONAL CAPITAL POISON CENTER 3201 NEW MEXICO AVENUE SUITE 310 WASHINGTON, DC 20016	NONE	PC	POISON CONTROL SERVICES TO FOUNDATION'S SERVICE AREA	12,341
NATIONAL CAPITAL POISON CENTER 3201 NEW MEXICO AVENUE SUITE 310 WASHINGTON, DC 20016	NONE	PC	WEBPOISONCONTROL ENHANCEMENT OF AN ON-LINE PROTOTYPE TRIAGE APPLICATION TO INCREASE ACCESS TO POISON CONTROL SERVICES AND MINIMIZE INJURY FROM POISONINGS	100,000
NATIONAL CAPITAL POISON CENTER 3201 NEW MEXICO AVENUE SUITE 310 WASHINGTON, DC 20016	NONE	PC	POISON CONTROL SERVICES TO FOUNDATION'S SERVICE AREA	43,702
NATIONAL CAPITAL POISON CENTER 3201 NEW MEXICO AVENUE SUITE 310 WASHINGTON, DC 20016	NONE	PC	WEBPOISONCONTROL ENHANCEMENT OF AN ON-LINE PROTOTYPE TRIAGE APPLICATION TO INCREASE ACCESS TO POISON CONTROL SERVICES AND MINIMIZE INJURY FROM POISONINGS	117,603
Total 3a . . . . . ▶				4,396,044

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*				
NATIONAL CAPITAL POISON CENTER 3201 NEW MEXICO AVENUE SUITE 310 WASHINGTON, DC 20016	NONE	PC	IMPROVING NUTRITION FOR LOW-INCOME FAMILIES	117,655
NATIONAL COALITION OF 100 BLACK WOMEN PO BOX 1166 DUMFRIES, VA 22026	NONE	PC	COLON CANCER PROJECT	29,400
NATIONAL COALITION OF 100 BLACK WOMEN PO BOX 1166 DUMFRIES, VA 22026	NONE	PC	DIABETES AWARENESS PROJECT	58,800
NORTHERN VIRGINIA FAMILY SERVICE 10455 WHITE GRANITE DRIVE SUITE 100 OAKTON, VA 22124	NONE	PC	IMPROVING NUTRITION FOR LOW-INCOME FAMILIES	76,898
NORTHERN VIRGINIA FAMILY SERVICE 10455 WHITE GRANITE DRIVE SUITE 100 OAKTON, VA 22124	NONE	PC	HEALTHLINK	27,931
Total . . . . . ▶ 3a				4,396,044

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*				
NORTHERN VIRGINIA FAMILY SERVICE 10455 WHITE GRANITE DRIVE SUITE 100 OAKTON, VA 22124	NONE	PC	KIDS CONNECT	3,500
NORTHERN VIRGINIA FAMILY SERVICE 10455 WHITE GRANITE DRIVE SUITE 100 OAKTON, VA 22124	NONE	PC	KIDS CONNECT	14,000
NORTHERN VIRGINIA FAMILY SERVICE 10455 WHITE GRANITE DRIVE SUITE 100 OAKTON, VA 22124	NONE	PC	MENTAL HEALTH FOR FAMILIES WITH CHILDREN	67,200
NOVA SCRIPTSCENTRAL INC 6400 ARLINGTON BOULEVARD SUITE 120 FALLS CHURCH, VA 22042	NONE	PC	IMPROVING HEALTH ACCESS IN PRINCE WILLIAM, STAFFORD AND LORTON, PRESCRIPTION MEDICATIONS FOR THE LOW-INCOME AND UNINSURED	22,141
NOVA SCRIPTSCENTRAL INC 6400 ARLINGTON BOULEVARD SUITE 120 FALLS CHURCH, VA 22042	NONE	PC	IMPROVING HEALTH ACCESS IN PRINCE WILLIAM, STAFFORD AND LORTON, PRESCRIPTION MEDICATIONS FOR THE LOW-INCOME AND UNINSURED	88,564
Total . . . . . ▶ 3a				4,396,044

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 AVENUE NW SUITE 503 WASHINGTON, DC 20015	NONE	PC	INCREASING CANCER PREVENTION AND IMPROVING CONTINUITY OF CARE TO UNDERSERVED LATINAS IN PWC	50,000
NUEVA VIDA INC 5225 WISCONSIN AVENUE NW SUITE 503 WASHINGTON, DC 20015	NONE	PC	INCREASING CANCER PREVENTION AND IMPROVING CONTINUITY OF CARE TO UNDERSERVED LATINAS IN PWC	58,496
PATHWAY HOMES 10201 FAIRFAX BOULEVARD FAIRFAX, VA 22030	NONE	PC	PERMANENT SUPPORTIVE HOUSING FOR INDIVIDUALS WITH SERIOUS MENTAL ILLNESS	50,000
PATHWAY HOMES 10201 FAIRFAX BOULEVARD FAIRFAX, VA 22030	NONE	PC	PERMANENT SUPPORTIVE HOUSING FOR INDIVIDUALS WITH SERIOUS MENTAL ILLNESSES	75,000
POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION 14700 POTOMAC MILLS ROAD WOODBRIDGE, VA 22192	NONE	PC	MOBILITY ON DEMAND STUDY	30,000
Total 3a . . . . . ▶				4,396,044

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	PRINCE WILLIAM AREA FREE CLINIC UNIFIED HEALTH CENTER	19,003
PRINCE WILLIAM AREA FREE CLINIC 13900 CHURCH HILL DRIVE WOODBRIDGE, VA 22191	NONE	PC	PWAFC NAVIGATION	19,425
PRINCE WILLIAM AREA FREE CLINIC 13900 CHURCH HILL DRIVE WOODBRIDGE, VA 22191	NONE	PC	PRINCE WILLIAM AREA FREE CLINIC UNIFIED HEALTH CENTER	76,012
PRINCE WILLIAM AREA FREE CLINIC 13900 CHURCH HILL DRIVE WOODBRIDGE, VA 22191	NONE	PC	PWAFC NAVIGATION	29,679
PRINCE WILLIAM AREA FREE CLINIC 13900 CHURCH HILL DRIVE WOODBRIDGE, VA 22191	NONE	PC	IMPROVING PATIENT CARE WITH ELECTRONIC HEALTH RECORDS	24,000
Total 3a . . . . . ▶				4,396,044

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 COUNTY PUBLIC SCHOOLS 14715 BRISTOW ROAD MANASSAS, VA 20112	NONE	PC	COORDINATED MENTAL HEALTH SUPPORT FOR AT-RISK YOUTH	27,451
PRINCE WILLIAM SOCCER INC 14716 MINNIEVILLE ROAD WOODBRIDGE, VA 22193	NONE	PC	THE COURAGE F U N PROJECT	27,542
PROJECT MEND-A-HOUSE INC 9500 TECHNOLOGY DRIVE SUITE 101 MANASSAS, VA 20110	NONE	PC	PREVENTING HEALTH COMPLICATIONS THROUGH PARTICIPATION IN THE STANFORD CHRONIC DISEASES SELF-MANAGEMENT PROGRAM AND THE DIABETES SELF-MANAGEMENT PROGRAM	16,000
PROJECT MEND-A-HOUSE INC 9500 TECHNOLOGY DRIVE SUITE 101 MANASSAS, VA 20110	NONE	PC	PREVENTING HEALTH COMPLICATIONS THROUGH PARTICIPATION IN THE STANFORD CHRONIC DISEASE SELF-MANAGEMENT PROGRAM (CDSMP) AND THE DIABETES SELF-MANAGEMENT PROGRAM (DSMP)	24,000
PW COUNTY LIBRARY 13083 CHINN PARK DRIVE PRINCE WILLIAM, VA 22192	NONE	PC	LAUNCH OF THE COMMUNITY FOUNDATION OF GREATER PRINCE WILLIAM	34,259
Total . . . . . ▶ 3a				4,396,044

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*				
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY SUITE 300 RICHMOND, VA 23294	NONE	PC	MEDICATION ACCESS FOR THE UNINSURED	2,500
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY SUITE 300 RICHMOND, VA 23294	NONE	PC	MEDICATION ACCESS FOR THE UNINSURED	10,000
RX PARTNERSHIP 2924 EMERYWOOD PARKWAY SUITE 300 RICHMOND, VA 23294	NONE	PC	RXP ACCESS TO MEDICATION PROGRAM (AMP)	30,000
SCAN OF NORTHERN VIRGINIA 205 S WHITING STREET SUITE 205 ALEXANDRIA, VA 22304	NONE	PC	MAP	4,000
SCAN OF NORTHERN VIRGINIA 205 S WHITING STREET SUITE 205 ALEXANDRIA, VA 22304	NONE	PC	SAFE BABIES AND CHILD ABUSE PREVENTION	10,000
Total . . . . . ▶ 3a				4,396,044

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*				
SCAN OF NORTHERN VIRGINIA 205 S WHITING STREET SUITE 205 ALEXANDRIA, VA 22304	NONE	PC	SAFE BABIES AND CHILD ABUSE PREVENTION	15,000
SEMPER K9 ASSISTANCE DOGS 14867 PRESTIGE DRIVE WOODBRIDGE, VA 22193	NONE	PC	FAMILY INTEGRATION PROGRAM	15,000
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BOULEVARD WOODBRIDGE, VA 22191	NONE	PC	IN PERSON INTERPRETING SERVICES	20,130
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BOULEVARD WOODBRIDGE, VA 22191	NONE	PC	FAMILY HEALTH CONNECTION MOBILE CLINIC	15,000
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BOULEVARD WOODBRIDGE, VA 22191	NONE	PC	SNVMC DIABETES PREVENTION PROGRAM	25,070
Total . . . . . ▶ 3a				4,396,044

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 BOULEVARD WOODBRIDGE, VA 22191	NONE	PC	FAMILY HEALTH CONNECTION MOBILE CLINIC	60,000
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BOULEVARD WOODBRIDGE, VA 22191	NONE	PC	IN PERSON INTERPRETING SERVICES (1/1/2017 - 6/30/2017)	97,600
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BOULEVARD WOODBRIDGE, VA 22191	NONE	PC	SNVMC DIABETES PREVENTION PROGRAM	36,767
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BOULEVARD WOODBRIDGE, VA 22191	NONE	PC	IN-PERSON INTERPRETER	120,780
SENTARA NORTHERN VIRGINIA MEDICAL CENTER 2300 OPITZ BOULEVARD WOODBRIDGE, VA 22191	NONE	PC	BEHAVIORAL HEALTH FEASIBILITY STUDY	119,000
Total . . . . . ▶ **3a**				4,396,044

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 BOULEVARD WOODBRIDGE, VA 22191	NONE	PC	MEDICAL ONCOLOGY FOR LOW INCOME PATIENTS	60,000
STAFFORD SCHOOLS HEAD START 610 GAYLE STREET FALMOUTH, VA 22405	NONE	PC	STAFFORD CHILDREN'S INSURANCE OUTREACH PROGRAM	8,695
STAFFORD SCHOOLS HEAD STARTVPI EARLY HEAD START 610 GAYLE STREET FALMOUTH, VA 22405	NONE	PC	STAFFORD CHILDREN'S INSURANCE OUTREACH PROGRAM	7,729
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC 13505 HILLENDALE DRIVE DALE CITY, VA 22193	NONE	PC	MEDICAL CASE MANAGEMENT	27,200
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC 13505 HILLENDALE DRIVE DALE CITY, VA 22193	NONE	PC	COMPLETION OF THERAPEUTIC SERVICES	44,240
Total 3a . . . . . ▶				4,396,044

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 ARC OF GREATER PRINCE WILLIAMINSIGHT INC 13505 HILLENDALE DRIVE DALE CITY, VA 22193	NONE	PC	VOSAC III DAY SUPPORT FOR THE MEDICALLY FRAGILE	25,000
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC 13505 HILLENDALE DRIVE DALE CITY, VA 22193	NONE	PC	COMPLETION OF THERAPEUTIC SERVICES	48,000
THE ARC OF GREATER PRINCE WILLIAMINSIGHT INC 13505 HILLENDALE DRIVE DALE CITY, VA 22193	NONE	PC	VOSAC III	77,400
THE CITY OF MANASSAS PARK 1 PARK CENTER COURT MANASSAS, VA 20111	NONE	PC	MASON AND PARTNERS BRIDGE CLINIC	25,000
THE DOORWAYS 612 E MARSHALL SREET RICHMOND, VA 23219	NONE	PC	PATIENT AND FAMILY ACCESS PROGRAM	15,200
Total . . . . . ▶ 3a				4,396,044

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 DOORWAYS 612 E MARSHALL STREET RICHMOND, VA 23219	NONE	PC	PATIENT AND FAMILY ACCESS PROGRAM	22,800
THE FOUNDATION CENTER & CHINN LIBRARY 1627 K STREET NW 3RD FLOOR WASHINGTON, DC 20005	NONE	PC	FUNDING INFORMATION NETWORK AT CHINN	23,985
THE HOUSE INC STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE, VA 22193	NONE	PC	PROJECT PLAY	82,800
THE HOUSE INC STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE, VA 22193	NONE	PC	PROJECT PLAY	114,000
THE HOUSE INC STUDENT LEADERSHIP CENTER 14001 CROWN COURT WOODBRIDGE, VA 22193	NONE	PC	THE OFFICE ON YOUTH MENTAL HEALTH AND WELLNESS	76,200
Total . . . . . ▶ 3a				4,396,044

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*				
TRILLIUM DROP-IN CENTER 13184 CENTERPOINTE WAY WOODBRIDGE, VA 22193	NONE	PC	TRILLIUM DROP IN CENTER CAPITAL SUPPORT	64,000
VIRGINIA CENTER FOR HEALTH INNOVATION 3831 WESTERRE PARKWAY SUITE C HENRICO, VA 23233	NONE	PC	POTOMAC PRIMARY CARE COLLABORATIVE	89,717
VIRGINIA FOUNDATION FOR COMMUNITY COLLEGE EDUCATION 101 N14TH STREET RICHMOND, VA 23219	NONE	PC	POTOMAC HEALTH FOUNDATION FELLOWS PROGRAM	26,902
VIRGINIA FOUNDATION FOR COMMUNITY COLLEGE EDUCATION 101 N 14TH STREET RICHMOND, VA 23219	NONE	PC	POTOMAC HEALTH FOUNDATION FELLOWS PROGRAM	75,000
VOICES FOR VIRGINIA'S CHILDREN 701 E FRANKLIN STREET SUITE 807 RICHMOND, VA 23219	NONE	PC	CAMPAIGN FOR CHILDREN'S MENTAL HEALTH	27,000
Total . . . . . ▶ 3a				4,396,044

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*				
YOUNG INVINCIBLES 1411 K STREET NW WASHINGTON, DC 20005	NONE	PC	HEALTHY YOUNG AMERICA - NORTHERN VIRGINIA CAMPAIGN	40,000
YOUNG INVINCIBLES 1411 K STREET NW WASHINGTON, DC 20005	NONE	PC	HEALTHY YOUNG AMERICA- NORTHERN VIRGINIA CAMPAIGN	60,000
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW, VA 20136	NONE	PC	YFT MENTAL HEALTH AND SUBSTANCE ABUSE SERVICES FOR THE UNDERSERVED	120,000
Total . . . . . ▶ 3a				4,396,044

TY 2016 Accounting Fees Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	48,843	0		49,298

TY 2016 Investments Corporate Bonds Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SIIT MULTI ASSET REAL RETURN FUND SHARES 581,296.029	4,708,498	4,708,498
SEI CORE FIXED INCOME FUND #285 SCOAX SHARES 1,459,237.028	15,015,549	15,015,549
SEI INSTITUTIONAL INVESTMENT TRUST HIGH YIELD BOND FUND SGYAX SHARES 377,590	3,447,398	3,447,398
SEI SIIT OPPORTUNISTIC INCOME FD-A SHARES 698,977.017	5,808,499	5,808,499
SIIT EMERGING MARKETS DEBT FUND SEDAX SHARES 567,377.543	5,861,010	5,861,010
SIIT ULTRA SHORT DURATION BOND FUND SUSAX SHARES 237,707.635	2,377,076	2,377,076

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TY 2016 Investments Corporate Stock Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEI DYNAMIC ASSET ALLOC. FUND SDLAX SHARES 307,863.827	6,132,648	6,132,648
SEI LARGE CAP FUND SLCAX SHARES 93,416.939	18,201,356	18,201,356
SEI SMALL CAP FUND SLPAX SHARES 253,760.079	4,867,118	4,867,118
SEI U.S. MANAGED VOL FUND SVYAX SHARES 312,299.684	4,784,431	4,784,431
SEI EMERGING MRKTS EQ-A SMQFX SHARES 331,404.011	3,744,865	3,744,865
SEI GLOBAL MGD VOLATILITY FD SGMAX SHARES 685,929.113	8,375,195	8,375,195
SEI WORLD EQUITY EX-US FUND WEUSX SHARES 720,879.529	9,969,764	9,969,764

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TY 2016 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 PROPERTY FUND LP SHARES 6,569.866	FMV	13,896,173	13,896,173
SEI SPECIAL SITUATIONS FUND LTD SHARES 2,904	FMV	4,072,820	4,072,820

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TY 2016 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 AND TECHNOLOGY	43,648	37,571	6,077	6,077

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TY 2016 Other Expenses Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL DEVELOPMENT	32,929	0		57,745
TECH EXPENSE	15,080	0		22,172
OTHER EXPENSE	9,003	53		-22,888
INSURANCE	2,207	0		2,207
SEI CORE PROPERTY FUND, LP OTHER DEDUCTIONS	0	46,669		0

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TY 2016 Other Increases Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Description	Amount
REVERSE PRIOR PERIOD ADJUSTMENT	115
UNREALIZED GAIN	8,198,861

TY 2016 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	24,084	24,686
DEFERRED TAX LIABILITY	88,987	161,904

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TY 2016 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	546,111	546,111		0
CONSULTANT FEES	57,430	0		57,430

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TY 2016 Taxes Schedule

Name: POTOMAC HEALTH FOUNDATION

EIN: 52-1340920

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	134,902	0		0