



2012 Income Tax Returns

OBICI HEALTHCARE FOUNDATION, INC.



KPMG LLP
Suite 1200
1676 International Drive
McLean, VA 22102

Telephone 703-286-8000
Fax 703-286-8010

Private

MS. GINA PITRONE
THE OBICI HEALTHCARE FOUNDATION, INC.
106 W. FINNEY AVENUE
SUFFOLK, VA 23434

Enclosed are the original and one copy of your income tax return(s) for the period ended March 31, 2013 for OBICI HEALTHCARE FOUNDATION, INC. as follows:

2012 990-PF - Return of Private Foundation
2012 8453-EO - U.S. Individual Income Tax Declaration for e-filing

Each original should be dated, signed and filed in accordance with the filing instructions included with the copy of the return. This bound copy is for your use and should be retained for your files.

These returns were prepared from information provided by you or your representative. The preparation of tax returns does not include the independent verification of information used. Therefore, we recommend you review the returns before signing to ensure there are no omissions or misstatements. If you note anything which may require a change to the returns, please contact us before filing them.

Also enclosed are the original source documents you furnished, if any, for our use in preparing the return(s). Upon an audit of the return(s), requests may be made for supporting documentation. Therefore, we recommend that you retain all pertinent records.

A tax-exempt organization is required to provide copies of Form 990PF if it receives such a request. A reasonable fee for providing such copies may be charged. Note that if an organization makes Form 990PF "widely available" an organization is not required to provide copies at any time. An example of "widely available" is posting the Form 990PF to an organization's internet address so that the general public can freely access and download it to print a copy. If someone visits an organization to inspect a Form 990PF in person, the organization must still allow inspection at the office; however, if the person requests a copy of Form 990PF, the organization can disclose the internet address from which he/she can print a copy of the Form 990PF.

Any act of self-dealing, the making or retaining of excess business holdings, or jeopardizing investments, and the making of taxable expenditures may subject the foundation to penalty excise taxes of from 5% to 200% of the amount of the prohibited transaction. Please contact us for further information if you have questions concerning any of these prohibited transactions.



Ms. Gina Pitrone

We sincerely appreciate this opportunity to serve you. Please contact us if you have questions concerning the returns or if we may be of further assistance.

KPMG LLP

Enclosure(s)

Instructions for filing
OBICI HEALTHCARE FOUNDATION, INC.
Form 8453-EO - Exempt Org. Declaration & Signature for E-filing
for the period ended March 31, 2013

Signature...

The original Form 8453-EO should be signed (use full name) and dated by the taxpayer.

Filing...

Return your signed Form 8453-EO declaration to:

KPMG LLP
1676 International Drive
McLean VA 22102

Overpayment of tax...

The return shows an overpayment of \$13,361. of which NONE should be refunded to you and \$13,361. has been applied to your 2013 Estimated Tax.

DO NOT separately file form 990PF with the Internal Revenue Service. Doing so will delay the processing of your return.

We must receive your signed form before we can electronically transmit your return which is due on February 17, 2014. We would appreciate your returning this form as soon as possible as this will expedite the processing of your return. The Internal Revenue Service will notify us when your return is accepted. Your return is not considered filed until the Internal Revenue Service confirms their acceptance, which may occur after the due date of your return.

Exempt Organization Declaration and Signature for Electronic Filing

For calendar year 2012, or tax year beginning 04/01, 2012, and ending 03/31, 20 13

2012

Department of the Treasury
Internal Revenue Service

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

Name of exempt organization

OBICI HEALTHCARE FOUNDATION, INC.

Employer identification number

51-0249728

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the type of return being filed with Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line of the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a	Form 990 check here	<input type="checkbox"/>	b	Total revenue, if any (Form 990, Part VIII, column (A), line 12) . . .	1b	_____
2a	Form 990-EZ check here	<input type="checkbox"/>	b	Total revenue, if any (Form 990-EZ, line 9)	2b	_____
3a	Form 1120-POL check here	<input type="checkbox"/>	b	Total tax (Form 1120-POL, line 22)	3b	_____
4a	Form 990-PF check here	<input checked="" type="checkbox"/>	b	Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	<u>53,639.</u>
5a	Form 8868 check here	<input type="checkbox"/>	b	Balance due (Form 8868, Part I, line 3c or Part II, line 8c)	5b	_____

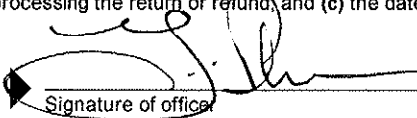
Part II Declaration of Officer

6 I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund.

Sign Here



Signature of officer

11/7/2013

Date

EXECUTIVE DIRECTOR

Title

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's Use Only	ERO's signature	<u>Margaret A. Becklaw</u>	Date	<u>11/06/13</u>	Check if also paid preparer	<input checked="" type="checkbox"/>	Check if self-employed	<input type="checkbox"/>	ERO's SSN or PTIN	<u>P00501222</u>
	Firm's name (or yours if self-employed), address, and ZIP code	<u>KPMG LLP</u> <u>1676 INTERNATIONAL DRIVE</u> <u>MCLEAN VA 22102</u>			EIN	<u>13-5565207</u>		Phone no.	<u>703-286-8000</u>	

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name	Firm's EIN			
	Firm's address	Phone no.			

Cumulative E-File History 2012

FED

Locator: 6401CP
Taxpayer Name: OBICI HEALTHCARE FOUNDATION, INC.
Return Type: 990, 990PF

Submitted Date 11/14/2013 1:29:40 PM
Acknowledgement Date 11/14/2013 2:03:10 PM
Status Accepted
Submission ID 54028020133185000001

Print

Close

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Department of the Treasury
 Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

For calendar year 2012 or tax year beginning

04/01, 2012, and ending

03/31, 2013

Name of foundation OBICI HEALTHCARE FOUNDATION, INC.		A Employer identification number 51-0249728
Number and street (or P.O. box number if mail is not delivered to street address) 106 W. FINNEY AVENUE	Room/suite	B Telephone number (see instructions) (757) 539-8810
City or town, state, and ZIP code SUFFOLK, VA 23434		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:		D 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 105,585,269.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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).)				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	745,065.	745,065.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,229,249.			
b Gross sales price for all assets on line 6a 28,622,517.				
7 Capital gain net income (from Part IV, line 2)		2,689,929.		
8 Net short-term capital gain				
9 Income modifications			26,130.	
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 1	641,348.	2,636,903.		
12 Total. Add lines 1 through 11	5,615,662.	6,071,897.	26,130.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	224,525.			224,525.
14 Other employee salaries and wages	280,436.			280,436.
15 Pension plans, employee benefits	131,973.			131,973.
16a Legal fees (attach schedule) ATCH 2	10,046.			10,046.
b Accounting fees (attach schedule) ATCH 3	48,944.			50,644.
c Other professional fees (attach schedule) *	746,786.	705,369.		61,636.
17 Interest	72,108.	2,636.		
18 Taxes (attach schedule) (see instructions) ATCH 5	175,003.			501.
19 Depreciation (attach schedule) and depletion	116,264.			
20 Occupancy	25,987.			25,963.
21 Travel, conferences, and meetings	47,456.			48,852.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	100,450.			98,415.
24 Total operating and administrative expenses. Add lines 13 through 23	1,979,978.	708,005.		932,991.
25 Contributions, gifts, grants paid	3,301,231.			4,136,138.
26 Total expenses and disbursements. Add lines 24 and 25	5,281,209.	708,005.	0	5,069,129.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	334,453.			
b Net investment income (if negative, enter -0-)		5,363,892.		
c Adjusted net income (if negative, enter -0-)			26,130.	

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. OBICI HEALTHCARE FOUNDATION, INC.	Employer identification number (EIN) or 51-0249728
	Number, street, and room or suite no. If a P.O. box, see instructions. 106 W. FINNEY AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SUFFOLK, VA 23434	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MICHAEL BRINKLEY

Telephone No. ▶ 757 539-8810 FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 20____ or

▶ tax year beginning 04/01, 2012, and ending 03/31, 2013.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	55,537.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	67,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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	24,111.	30,275.	30,275.
	2	Savings and temporary cash investments	5,174,776.	8,085,912.	8,085,912.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	25,896.	17,368.	17,368.
	10 a	Investments - U.S. and state government obligations (attach schedule), . .			
	b	Investments - corporate stock (attach schedule) ATCH 7	26,676,457.	23,402,763.	23,402,763.
	c	Investments - corporate bonds (attach schedule) ATCH 8	3,073,064.	3,245,423.	3,245,423.
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	64,514,975.	68,058,499.	68,058,499.
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶	2,439,732. 399,978.	2,039,754.	2,039,754.
15	Other assets (describe ▶ ATCH 11)	719,812.	705,275.	705,275.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	102,334,572.	105,585,269.	105,585,269.	
Liabilities	17	Accounts payable and accrued expenses	109,808.	90,616.	
	18	Grants payable	1,780,644.	946,337.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons . .			
	21	Mortgages and other notes payable (attach schedule)	1,729,373.	1,663,333.	
	22	Other liabilities (describe ▶ ATCH 12)	306,269.	423,256.	
	23	Total liabilities (add lines 17 through 22)	3,926,094.	3,123,542.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	98,408,478.	102,461,727.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	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)	98,408,478.	102,461,727.		
31	Total liabilities and net assets/fund balances (see instructions)	102,334,572.	105,585,269.		

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 98,408,478.
2	Enter amount from Part I, line 27a	2 334,453.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3 3,718,796.
4	Add lines 1, 2, and 3	4 102,461,727.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 102,461,727.

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 PART IV SCHEDULE					
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					
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					
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	2,689,929.	
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	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	4,880,044.	98,061,055.	0.049765
2010	2,922,574.	95,843,857.	0.030493
2009	5,568,576.	87,471,067.	0.063662
2008	5,862,506.	88,420,528.	0.066303
2007	4,585,183.	115,770,846.	0.039606
2 Total of line 1, column (d)			0.249829
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			0.049966
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			97,275,806.
5 Multiply line 4 by line 3			4,860,483.
6 Enter 1% of net investment income (1% of Part I, line 27b)			53,639.
7 Add lines 5 and 6			4,914,122.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			5,102,164.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 13,361.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, and reporting requirements. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address HTP://WWW.OBICIHCF.ORG/
14 The books are in care of MICHAEL BRINKLEY Telephone no. 757-539-8810
Located at 106 W. FINNEY AVENUE SUFFOLK, VA ZIP+4 23434
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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 N/A
Organizations relying on a current notice regarding disaster assistance check here N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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? Yes 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? Yes No

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
ATCH 14		224,525.	26,834.	6,944.

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
ATCH 15		197,380.	42,370.	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
ATCH 16		617,139.
Total number of others receiving over \$50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

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 NONE	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	94,695,787.
b	Average of monthly cash balances	1b	3,379,136.
c	Fair market value of all other assets (see instructions)	1c	682,240.
d	Total (add lines 1a, b, and c)	1d	98,757,163.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	98,757,163.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,481,357.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	97,275,806.
6	Minimum investment return. Enter 5% of line 5	6	4,863,790.

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

1	Minimum investment return from Part X, line 6	1	4,863,790.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	53,639.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	53,639.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,810,151.
4	Recoveries of amounts treated as qualifying distributions	4	26,130.
5	Add lines 3 and 4	5	4,836,281.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,836,281.

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	5,069,129.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	33,035.
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	5,102,164.
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	53,639.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,048,525.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				4,836,281.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			4,519,058.	
b Total for prior years: 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>5,102,164.</u>				
a Applied to 2011, but not more than line 2a			4,519,058.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				583,106.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				4,253,175.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

Empty box for ruling date

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

4942(j)(3) or 4942(j)(5)

Table with columns: Tax year (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3d (Alternative tests).

Part XV Supplementary Information (Complete this part only if the foundation 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).

NONE

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

NONE

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

Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

ATCH 17

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

ATCH 18

c Any submission deadlines:

ATCH 19

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

ATCH 20

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
<p>a <i>Paid during the year</i></p> <p>ATCH 21</p>				
Total ▶ 3a				4,136,138.
<p>b <i>Approved for future payment</i></p> <p>ATCH 22</p>				
Total ▶ 3b				946,338.

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					
4 Dividends and interest from securities			14	745,065.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,229,249.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a _____					
b ATCH 23				641,348.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				5,615,662.	
13 Total. Add line 12, columns (b), (d), and (e)					5,615,662.

(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.)
	N/A

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

- 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...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 3 columns: Question, Yes, No. Rows 1a(1) through 1c.

Table with 4 columns: (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... [] Yes [X] No

Table with 3 columns: (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.

Paid Preparer Use Only Print/Type preparer's name MARGARET A. BRADSHAW Preparer's signature Margaret A. Bradshaw Date 11/15/13 Check self-employed if PTIN P00501222 Firm's name KPMG LLP Firm's EIN 13-5565207 Firm's address 1676 INTERNATIONAL DRIVE MCLEAN, VA 22102 Phone no. 703-286-8000

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
212,528.		WINSTON HEDGED EQUITY FD 213,821.				10/21/2011 -1,293.	07/02/2012	
48,080.		WINSTON HEDGED EQUITY FD 48,080.				10/21/2011	7/2/2012	
3,304,473.		KYLIN 3,000,000.				04/01/2010 304,473.	12/31/12	
5,089,526.		FIDUCIARY MANAGEMENT 4,027,854.				VAR 1,061,672.	VAR	
394,807.		BARES MICRO-CAP 485,165.				VAR -90,358.	VAR	
2,103,636.		BARES SMALL -CAP 2,100,257.				VAR 3,379.	VAR	
6,178,425.		SHAPIRO 5,583,093.				VAR 595,332.	VAR	
10691368.		CAPITAL COUNSEL 9,906,654.				VAR 784,714.	VAR	
77,395.		HIGHCLERE INTERNATIONAL INVESTORS 56,259.				VAR 21,136.	VAR	
59,387.		SANDERSON 48,513.				VAR 10,874.	VAR	
462,892.		REGIMENT 462,892.				VAR	VAR	
TOTAL GAIN (LOSS)						<u>2,689,929.</u>		

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PARTNERSHIP INCOME	640,148.	2,636,903.
OTHER INCOME	1,200.	
TOTALS	<u>641,348.</u>	<u>2,636,903.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL SERVICES - DEFENDING LAWSUIT	2,524.			2,524.
LEGAL SERVICES - REVIEW RETIREMENT PLAN	5,032.			5,032.
LEGAL SERVICES - REVIEW SOFTWARE CONTRACT	2,160.			2,160.
LEGAL SERVICES - REVIEW FINANCIAL ADVISOR CONTRACT	330.			330.
TOTALS	<u>10,046.</u>			<u>10,046.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX COMPLIANCE AND AUDIT SVCS	48,944.			50,644.
TOTALS	<u>48,944.</u>			<u>50,644.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGMENT FEES	705,369.	705,369.	
CONSULTANT FEES	41,417.		61,636.
TOTALS	<u>746,786.</u>	<u>705,369.</u>	<u>61,636.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
OTHER FEES AND TAXES	501.	501.
FEDERAL EXCISE TAXES	174,502.	
TOTALS	<u>175,003.</u>	<u>501.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
DUES & SUBSCRIPTIONS	13,177.
ADVERTISING	16,197.
MAINTENANCE AGREEMENTS	41,901.
INSURANCE	9,461.
OFFICE EXPENSES	14,645.
AMORTIZATION	2,472.
MISCELLANEOUS	2,007.
MISCELLANEOUS/GRANTEE	
TRAINING ASSISTANCE	590.
TOTALS	<u><u>100,450.</u></u>

<u>CHARITABLE PURPOSES</u>
13,177.
16,212.
42,322.
9,461.
14,709.
1,944.
590.
<u><u>98,415.</u></u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AUTOMATIC DATA PROCESSING INC	303,545.		
BABCOCK & WILCOX CO	409,425.	451,719.	451,719.
CENOVUS ENERGY INC	222,828.		
CHECKPOINT SYS INC COM	183,300.	265,771.	265,771.
CME GROUP INC	289,330.		
EXPRESS SCRIPTS INC	325,080.		
PHARMERICA CORP COM		117,600.	117,600.
DOLAN CO/THE COM	199,126.		
FEMALE HEALTH CO/THE COM	139,251.	186,010.	186,010.
HALLMARK FINL SVCS INC COM	121,056.	138,087.	138,087.
INTERACTIVE INTELLIGENCE GROUP COM	457,162.	602,628.	602,628.
INTL FCSTONE INC COM	407,103.	369,092.	369,092.
OMEGA FLEX INC COM	45,784.	63,912.	63,912.
STAMPS COM INC COM NEW	85,313.	76,408.	76,408.
TANDY LEATHER FACTORY INC COM	60,877.	83,019.	83,019.
UTAH MED PRODS INC COM	90,346.	141,677.	141,677.
WINMARK CORP COM	359,981.	391,357.	391,357.
C H ROBINSON WORLDWIDE INC COM NEW	261,960.		
DONALDSON INC COM	357,300.		
EXXON MOBIL CORP COM	173,460.		
GEN-PROBE INC NEW COM	179,307.		
IDEXX LABS INC COM	122,430.		
INTEL CORP COM	337,380.		
ISHARES TR 1-3 YR TREAS INDEX ETF	252,960.		
METTLER-TOLEDO INTL INC COM	295,600.		
NATIONAL OILWELL VARCO INC COM	206,622.		

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SGS SA UNSPONS ADR	291,750.		
SIGMA-ALDRICH CORP COM	189,956.		
TECHNE CORP COM	196,280.		
TERADATA CORP DEL COM	340,750.		
VARIAN MEDICAL SYS INC COM	262,048.		
BARRETT BILL CORP COM	335,529.	316,212.	316,212.
BRINKER INTL INC COM	192,850.		
CABOT MICROELECTRONICS CORP COM	276,048.	211,975.	211,975.
CALGON CARBON CORP COM	376,201.	463,360.	463,360.
CIRCOR INTL INC COM	133,080.	119,000.	119,000.
EXELIS INC COM	384,364.	394,218.	394,218.
FEDERATED INVESTORS INC CL B COM	233,064.	262,737.	262,737.
GENERAC HLDGS INC COM	189,035.		
HANESBRANDS INC COM	366,296.	369,036.	369,036.
JOHN BEAN TECHNOLOGIES COM	288,360.	352,750.	352,750.
KAR AUCTION SVCS INC COM	330,684.		
LENDER PROCESSING SVCS INC COM	468,000.	330,980.	330,980.
LIVE NATION ENTERTAINMENT INC COM	354,380.	497,274.	497,274.
PENSKE AUTOMOTIVE GRP INC COM	475,359.	406,992.	406,992.
PERKINELMER INC COM	370,644.	299,396.	299,396.
RALCORP HLDGS INC COM	370,450.		
SOLUTIA INC COM	104,775.		
TIDEWATER INC COM	237,688.	404,000.	404,000.
UNITED STATES CELLULAR			

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORP COM	245,580.		
VCA ANTECH INC COM	440,201.	445,511.	445,511.
ZEBRA TECHNOLOGIES CORP			
CORP COM CL A	160,190.	183,336.	183,336.
NEUBERGER BERMAN EQUITY-I	2,864,169.		
PIMCO COMMODITY REALRTN			
STRATEGY-I	2,934,053.	2,977,022.	2,977,022.
3M CO COM	392,524.	271,091.	271,091.
ACCENTURE PLC CL A COM	309,600.	214,615.	214,615.
AMERICAN EXPRESS CO COM	243,012.	155,158.	155,158.
AMERISOURCEBERGEN CORP COM	256,799.	150,491.	150,491.
AUTOMATIC DATA PROCESSING			
INC COM	220,760.	143,066.	143,066.
BANK OF NEW YORK MELLON			
CORP COM	314,897.	276,401.	276,401.
BERKSHIRE HATHAWAY INC			
CL B COM NEW	326,629.	263,105.	263,105.
CINTAS CORP COM	216,138.	137,906.	137,906.
COMERICA INC COM	273,442.	170,762.	170,762.
COVIDEN PLC COM	250,161.	193,344.	193,344.
DEVON ENERGY CORP NEW COM	302,260.	173,492.	173,492.
DIAGEO PLC SPONS ADR	161,638.		
GLAXOSMITHKLINE PLC ADR	254,864.	145,421.	145,421.
ILLINOIS TOOL WKS INC COM	254,184.	179,773.	179,773.
INGERSOLL-RAND PLC COM	189,176.	138,900.	138,900.
KIMBERLY CLARK CORP COM	266,004.	124,924.	124,924.
MICROSOFT CORP COM	239,493.	115,850.	115,850.
MONSANTO CO NEW COM	155,532.	121,475.	121,475.
NESTLE SA SPONS ADR	294,525.	152,187.	152,187.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OMNICOM GROUP COM	274,776.	200,260.	200,260.
SCHLUMBERGER LTD COM	145,105.	146,036.	146,036.
STAPLES INC COM	313,276.		
SYSCO CORP COM	341,897.	219,813.	219,813.
TE CONNECTIVITY LTD COM	283,894.	214,891.	214,891.
TIME WARNER INC NEW COM	260,475.	165,658.	165,658.
UNITED PARCEL SVC INC			
CL B COM	334,988.		
WAL-MART STORES INC COM	341,190.	173,980.	173,980.
WILLIS GROUP HLDGS PLC			
USD.00011 COM	160,908.	100,701.	100,701.
NEUBERGER BERMAN EQUITY INCOME		3,251,372.	3,251,372.
CHEROKEE INC DEL NEW COM		68,048.	68,048.
REIS INC COM		21,600.	21,600.
AXIALL CORP COM		254,856.	254,856.
BARNES & NOBLE INC COM		141,470.	141,470.
DYNEGY INC COM		486,973.	486,973.
GRAFTECH INTL LTD COM		168,192.	168,192.
ISHARES TR RUSSELL 2000 INDEX ETF		339,948.	339,948.
SAIC INC COM		92,140.	92,140.
WHITEWAVE FOODS CO COM-A		122,904.	122,904.
WPX ENERGY INC COM		432,540.	432,540.
DANONE SA SPONS ADR		139,247.	139,247.
EXPEDITORS INTL WASH INC COM		126,842.	126,842.
PACCAR INC COM		108,704.	108,704.
ACTUANT CORP CL A COM		219,147.	219,147.
AMERICAN PUBLIC EDUCATION COM		328,106.	328,106.
COLFAX CORP COM		243,823.	243,823.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE EXECUTIVE BOARD CO C		284,809.	284,809.
INTERVAL LEISURE GROUP INC COM		89,938.	89,938.
MASIMO CORP COM		217,762.	217,762.
MIDDLEBY CORP COM		164,322.	164,322.
MORNINGSTAR INC COM		112,152.	112,152.
REALD INC COM		312,442.	312,442.
TRAVELZOO INC COM		131,105.	131,105.
HEICO CORP NEW CL A COM		139,710.	139,710.
XPO LOGISTICS INC COM		134,232.	134,232.
TOTALS	<u>26,676,457.</u>	<u>23,402,763.</u>	<u>23,402,763.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
RIDGEWORTH FD TOTAL RETURN BD	2,039,385.	2,120,980.	2,120,980.
PIMCO GLOBAL BOND FUND	1,033,679.	1,124,443.	1,124,443.
TOTALS	<u>3,073,064.</u>	<u>3,245,423.</u>	<u>3,245,423.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HIGHCLERE INTERNATIONAL SMALL CO FUND	6,257,575.	7,082,581.	7,082,581.
CEDAR ROCK CAPITAL PARTNERS LLC	9,781,447.	11,438,530.	11,438,530.
1607 CAPITAL PARTNERS	5,981,217.	6,771,961.	6,771,961.
BLUESTEM PARTNERS LP	8,422,514.	8,558,743.	8,558,743.
WINSTON HEDGED EQUITY	260,591.		
ACACIA INST. PARTNERS	6,159,444.	6,832,538.	6,832,538.
REDWOOD OFFSHORE FUND LTD	4,803,006.	5,587,594.	5,587,594.
SANDERSON INTERNATIONAL VALUE FUND	6,043,888.	6,817,338.	6,817,338.
KYLIN OFFSHORE LTD-CCC SER 1 INITIAL	3,430,963.	330,447.	330,447.
MERCHANTS GATE OFFSHORE LTD CL B-NR1	3,391,807.	3,468,805.	3,468,805.
SRS PARTNERS	3,000,000.	3,136,521.	3,136,521.
REGIMENT CAPITAL SPECIAL SITUATIONS FD	758,484.	1,140,135.	1,140,135.
BROADWAY GATE OFFSHORE FUND	3,204,072.	3,559,826.	3,559,826.
NATAHALA CAPITAL OFFSHORE FUND	3,019,967.	2,733,480.	2,733,480.
REALTY ASSOCIATES FUND X UTP L.P		600,000.	600,000.
TOTALS	<u>64,514,975.</u>	<u>68,058,499.</u>	<u>68,058,499.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 10

FIXED ASSET DETAIL ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
LAND	L	102,507.			102,507.				
LAND-CONSTRUCTION	SL	349,632.			349,632.	18,243.		37,999.	56,242.
LAND IMPR FENCE	SL	1,300.			1,300.	163.		325.	488.
BRONZE SIGN	SL	3,449.			3,449.	230.		459.	689.
LANDSCAPING CONTRA	SL	54,997.			54,997.	5,500.		10,083.	15,583.
CIVIL CONSTRUCTION	SL	2,373.			2,373.	53.		84.	137.
FINAL UNDERCUTTING	SL	1,524.			1,524.	102.		161.	263.
REVIEW OF FINAL DR	SL	210.			210.	5.		8.	13.
ORIGINAL CONSTRUCT	SL	1,594,184.			1,594,184.	57,954.		120,737.	178,691.
STAIRS & CABINETS	SL	7,431.			7,431.	165.		330.	495.
CONSTRUCTION ADMN	SL	4,653.			4,653.	103.		163.	266.
SNOW GUARDS	SL	10,200.			10,200.	227.		227.	454.
COMPUTER	SL	1,447.			1,447.			1,447.	1,447.
COPIER	SL	6,100.			6,100.			6,100.	6,100.
2 COMPUTER MONITOR	SL	3,423.			3,423.			3,423.	3,423.
BROTHER LASER PRIN	SL	707.			707.			707.	707.
COMPUTER EQUIPMENT	SL	980.			980.			980.	980.
3 COMPUTER MONITOR	SL	5,308.			5,308.			5,308.	5,308.

ATTACHMENT 10

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 10 (CONT'D)

FIXED ASSET DETAIL ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTER EQUIPMENT	SL	912.			912.	912.			912.
PHONE SYSTEM	SL	2,939.			2,939.	2,168.	420.		2,588.
PHONES	SL	591.			591.	435.	84.		519.
PHONE - VOICEMAIL	SL	2,601.			2,601.	1,921.	372.		2,293.
PRINTER	SL	657.			657.	657.			657.
LAPTOP COMPUTER	SL	1,344.			1,344.	1,322.	22.		1,344.
PROJECTOR	SL	1,302.			1,302.	1,280.	22.		1,302.
GIFTS MGT SOFTWARE	SL	14,960.			14,960.	14,960.			14,960.
3 POWER POINT SOFT	SL	595.			595.	595.			595.
AVAYA PHONE- LISA	SL	435.			435.	289.	62.		351.
2 ADOBE DREAM WEAV	SL	1,065.			1,065.	1,065.			1,065.
2 ADOBE CREATIVE S	SL	837.			837.	837.			837.
DESKTOP COMPUTER	SL	2,066.			2,066.	1,549.	413.		1,962.
MICROSOFT OFFICE P	SL	897.			897.	897.			897.
FILE ROOM SYSTEM	SL	1,300.			1,300.	1,300.			1,300.
DOCUMENTS MANAGER	SL	3,156.			3,156.	2,981.	175.		3,156.
ESSENTIAL'S GIFTS	SL	13,720.			13,720.	10,289.	3,431.		13,720.
BUILDING PROJECT	SL	52,195.			52,195.	13,179.	6,326.		19,505.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 10 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING		ENDING		BEGINNING		ENDING	
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	BALANCE	ADDITIONS	DISPOSALS	BALANCE
2 HP DESKTOP COMP	SL	2,596.			2,596.	908.	519.		1,427.
WIRELESS KEYBOARD	SL	351.			351.	99.	70.		169.
FURNITURE	SL	5,255.			5,255.	4,004.	751.		4,755.
CONFERENCE TABLE	SL	4,370.			4,370.	2,601.	624.		3,225.
8 CONFERENCE CHAIR	SL	1,253.			1,253.	746.	179.		925.
2 LEATHER MESH CHA	SL	713.			713.	374.	102.		476.
DESK & FILE CABINE	SL	781.			781.	335.	112.		447.
CONFERENCE TABLE	SL	1,750.			1,750.	292.	250.		542.
DESK, FILE CABINET	SL	3,386.			3,386.	610.	484.		1,094.
OFFICE CHAIR	SL	362.			362.	78.	52.		130.
BUILDING PROJECT C	SL	98,435.			98,435.	23,446.	11,254.		34,700.
SAFE	SL	582.			582.	145.	83.		228.
OAK BASE TABLE	SL	600.			600.	107.	86.		193.
TASK CHAIR & KEYBO	SL	543.			543.	97.	78.		175.
LANDSCAPING- CAC	SL	6,008.			6,008.	300.	601.		901.
LOCATION SIGN	SL	1,680.			1,680.	9.	112.		121.
LANDSCAPING-MAIN	SL		4,993.		4,993.		499.		499.
CSS SOFTWARE (3)	SL	1,832.			1,832.	611.	611.		1,222.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 10 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING		ENDING		BEGINNING		ENDING	
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	BALANCE	ADDITIONS	DISPOSALS	BALANCE
HP DESKTOP COMPUTE	SL	5,291.			5,291.	970.	1,058.		2,028.
ADOBE CONTRIBUTE LI	SL	339.			339.	104.	113.		217.
HP DESKTOP COMPUTE	SL	1,890.			1,890.	221.	378.		599.
SONIC WALL	SL	1,115.			1,115.	130.	223.		353.
COMPUTER PROJECTOR	SL	917.			917.	107.	183.		290.
I- PAD (&APPS)	SL	650.			650.	65.	130.		195.
DELL DESKTOP COMPU	SL		2,800.		2,800.		560.		560.
COMPUTER MONITOR	SL		240.		240.		48.		48.
CHAIR (PROGRAM OFF	SL	366.			366.	48.	52.		100.
BOOKCASE	SL	224.			224.	21.	32.		53.
TASK CHAIR	SL	387.			387.	37.	55.		92.
FOUNDERS PLAQUE	SL	549.			549.	39.	78.		117.
DESK HUTCH	SL		458.		458.		65.		65.
WIRE SHELVING	SL		825.		825.		118.		118.
PRINTER STAND	SL		377.		377.		54.		54.
LATERAL FILE CABIN	SL		2,430.		2,430.		347.		347.
EXECUTIVE CHAIRS	SL		816.		816.		117.		117.
SOFTWARE	SL	730.			730.				730.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 10 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING		ADDITIONS		DISPOSALS		ENDING	
		BALANCE		BALANCE		BALANCE		BALANCE	
SOFTWARE	SL	452.		452.				452.	
SOFTWARE	DS	849.		849.				849.	
VITEX TREES (2)	SL		680.				17.		17.
DESK SCANNER (EXEC	SL		430.				79.		79.
SHARP 80" TV (BOAR	SL		5,399.				270.		270.
PRINTER, LASERJET	SL		210.				7.		7.
ROUND TABLE (2ND F	SL		519.				74.		74.
PADDED FOLDING CHA	SL		560.				73.		73.
GUEST CHAIRS, ROLL	SL		2,262.				269.		269.
GUEST CHAIRS, WOOD	SL		722.				77.		77.
GUEST CHAIRS, WOOD	SL		2,507.				298.		298.
CRENDENZA (ED)	SL		2,898.				345.		345.
SOFA TABLE (PROGRA	SL		519.				62.		62.
OPEN BOOKCASE UNIT	SL		1,031.				123.		123.
GUEST CHAIRS, OPEN	SL		1,247.				134.		134.
ROUND TABLE (DIREC	SL		846.				71.		71.
RUGS, AREA	SL		7,051.				168.		168.
SOFA TABLE (GRANTS	SL		519.				12.		12.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 10 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL		ACCUMULATED DEPRECIATION DETAIL	
		BEGINNING BALANCE	ENDING BALANCE	BEGINNING BALANCE	ENDING BALANCE
LATERAL FILES, 2-D	SL	3,137.	3,137.	37.	37.
TOTALS		<u>2,396,253</u>	<u>2,439,729</u>	<u>283,712</u>	<u>399,978</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ART COLLECTION	658,240.	658,240.	658,240.
CEMETERY LOTS	24,000.	24,000.	24,000.
ACCRUED INTEREST ON INVESTMENTS	37,472.	22,935.	22,935.
DEPOSITS	100.	100.	100.
TOTALS	<u>719,812.</u>	<u>705,275.</u>	<u>705,275.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
DEFERRED EXCISE TAXES PAYABLE	306,269.	423,256.
TOTALS	<u>306,269.</u>	<u>423,256.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR YEAR GRANTS RECOVERED	26,130.
UNREALIZED GAINS IN INVESTMENTS	334,529.
UNREALIZED GAINS IN PARTNERSHIPS AND FOREIGN INVESTMENTS	3,358,139.
ROUNDING	-2.
TOTAL	<u>3,718,796.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
GEORGE Y BIRDSONG 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	CHAIRMAN 1.00	0	0	496.
J SAMUEL GLASSCOCK 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	VICE CHAIRMAN 1.00	0	0	496.
ROBERT M HAYES 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	SECRETARY 1.00	0	0	496.
GINA PITRONE 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	EXECUTIVE DIRECTOR 40.00	159,342.	23,575.	496.
MICHAEL K BRINKLEY 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	DIRECTOR OF FINANCE 22.50	65,183.	3,259.	496.
FRANK A SPADY III 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	TREASURER 1.00	0	0	496.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

COMPENSATION

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS

EXPENSE ACCT AND OTHER ALLOWANCES

RICHARD F BARRY III
106 W. FINNEY AVENUE
SUFFOLK, VA 23434

BOARD OF DIRECTORS
1.00

0

0

496.

ROBERT C CLAUD
106 W. FINNEY AVENUE
SUFFOLK, VA 23434

BOARD OF DIRECTORS
1.00

0

0

496.

JEFFREY D FORMAN MD
106 W. FINNEY AVENUE
SUFFOLK, VA 23434

BOARD OF DIRECTORS
1.00

0

0

496.

WILLIAM G JACKSON MD
106 W. FINNEY AVENUE
SUFFOLK, VA 23434

BOARD OF DIRECTORS
1.00

0

0

496.

DR DOUGLAS C NAISMITH
106 W. FINNEY AVENUE
SUFFOLK, VA 23434

BOARD OF DIRECTORS
1.00

0

0

496.

B J WILLIE
106 W. FINNEY AVENUE
SUFFOLK, VA 23434

BOARD OF DIRECTORS
1.00

0

0

496.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
LULA B HOLLAND 106 W. FINNEY AVENUE SUFFOLK, VA 23434	BOARD OF DIRECTORS 1.00	0	0	496.
HAROLD U. BLYTHE 106 W. FINNEY AVENUE SUFFOLK, VA 23434	BOARD OF DIRECTORS 1.00	0	0	496.
<u>GRAND TOTALS</u>		<u>224,525.</u>	<u>26,834.</u>	<u>6,944.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
RICHARD E. SPENCER, JR. 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, 23434	SENIOR PRGRM OFFICER 40.00	88,590.	22,233.	0
TAMMIE A MULLINS-RICE 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	PROGRAM OFFICER 40.00	58,158.	15,592.	0
CATHY J. HUBBARD 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	GRANTS ASSOCIATE 40.00	50,632.	4,545.	0
TOTAL COMPENSATION		197,380.	42,370.	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
CORNERSTONE PARTNERS LLC 675 PETER JEFFERSON PARKWAY CHARLOTTESVILLE, VA 22911	INVESTMENT MGMT	433,671.
SHAPIRO CAPITAL MANAGEMENT LLC 3060 PEACHTREE ROAD NW, SUITE 1555 ATLANTA, GA 30305	INVESTMENT MGMT	73,396.
FIDUCIARY MANAGEMENT, INC 100 EAST WISCONSIN AVE, SUITE 2200 MILWAUKEE, WI 53202	INVESTMENT MGMT	54,941.
SUNTRUST BANK, INC. HDQ 5307 919 EAST MAIN STREET RICHMOND, VA 23219	INVESTMENT CUSTODIAN	55,131.
	TOTAL COMPENSATION	<u>617,139.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

CATHY HUBAND
106 W. FINNEY AVENUE
SUFFOLK, VA 23434
757-539-8810

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

GRANT SEEKERS MUST SUBMIT THE REQUEST FOR PROJECT SUPPORT AND
CONDITIONS OF GRANT FORM.

IN ADDITION:

1. IRS DETERMINATION LETTER OR A WRITTEN DOCUMENT CERTIFYING
TAX EXEMPT STATUS
2. BIOGRAPHICAL PROFILE OF KEY STAFF
3. ANNUAL REPORT, IF AVAILABLE
4. DETAILED ANNUAL BUDGET

990PF, PART XV - SUBMISSION DEADLINES

RENEWALS - JANUARY 15 & JULY 15 OF EACH YEAR
GRANTS - JANUARY 15 & JULY 15 OF EACH YEAR

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

RESTRICTIONS:

- LOBBYING OR POLITICAL PROGRAMS OR EVENTS
- ACTIVITIES THAT EXCLUSIVELY BENEFIT THE MEMBERS OF SECTARIAN OR RELIGIOUS ORGANIZATIONS
- ORGANIZATIONS THAT DISCRIMINATE BY RACE, COLOR, CREED, GENDER OR NATIONAL ORIGIN
- BIOMEDICAL, CLINICAL OR EDUCATIONAL RESEARCH
- INDIVIDUAL SCHOLARSHIPS
- DIRECT SUPPORT TO ENDOWMENTS
- FUNDING THAT SUPPLANTS EXISTING SOURCES OF SUPPORT
- INDIVIDUALS, INCLUDING PATIENT ASSISTANCE FUNDS
- ANNUAL FUND DRIVES
- PROJECTS OUTSIDE OF THE FOUNDATION'S SERVICE AREA
- MEETINGS AND CONFERENCES, UNLESS THEY ARE ESSENTIAL TO A LARGER PROJECT
- DIRECT FUNDING FOR MEDICAL OR SOCIAL SERVICES TAHT ARE ALREADY FUNDED THROUGH EXISTING THIRD-PARTY REIMBURSEMENT SOURCES

FORM 990FP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 21

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ACCESS PARTNERSHIP P. O. BOX 41093 NORFOLK, VA 23451	501(C) (3) PUB CHARITY	TO PROVIDE LOW-INCOME, UNINSURED RESIDENTS IN WESTERN TIDEWATER WITH EXPANDED ACCESS TO DIAGNOSTIC AND SPECIALTY MEDICAL SERVICES.	26,047.
ALBEMARLE HEALTH 1144 NORTH ROAD ELIZABETH CITY, NC 27909	501(C) (3) PUB CHARITY	TO ACQUIRE AND IMPLEMENT AN ELECTRONIC HEALTH RECORD AND PAYMENT MANAGEMENT SYSTEM TO IMPROVE CLINICAL QUALITY AND SAFETY OF PATIENTS.	35,551.
ALBEMARLE HEALTH 1144 NORTH ROAD ELIZABETH CITY, NC 27909	501(C) (3) PUB CHARITY	TO CONDUCT A SCHOOL-BASED HEALTHY LIFESTYLE PROGRAM BASED ON EXERCISE AND NUTRITION EDUCATION FOR GATES COUNTY STUDENTS AND SCHOOL EMPLOYEES.	35,957.
ALBEMARLE REGIONAL HEALTH SERVICES P. O. BOX 189 ELIZABETH CITY, NC 27909	501(C) (3) PUB CHARITY	TO IMPLEMENT A COMPREHENSIVE DIABETES PLAN IN GATES COUNTY, NORTH CAROLINA.	22,500.
AMERICAN DIABETES ASSOCIATION 870 GREENBRIER CIRCLE, SUITE 404 CHESAPEAKE, VA 23320	501(C) (3) PUB CHARITY	TO TRAIN AMBASSADORS IN AFRICAN AMERICAN CONGREGATIONS TO RAISE AWARENESS OF DIABETES AND STRESS THE IMPORTANCE OF EARLY DETECTION, DISEASE MANAGEMENT, AND HEALTH RISK FACTORS.	13,856.
AMERICAN DIABETES ASSOCIATION 870 GREENBRIER CIRCLE, SUITE 404 CHESAPEAKE, VA 23320	501(C) (3) PUB CHARITY	TO TRAIN AMBASSADORS IN HIGH HEALTH-RISK CONGREGATIONS TO RAISE AWARENESS OF DIABETES AND STRESS THE IMPORTANCE OF EARLY DETECTION, DISEASE MANAGEMENT AND HEALTH RISK FACTORS.	10,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AMERICAN DIABETES ASSOCIATION 870 GREENBRIER CIRCLE, SUITE 404 CHESAPEAKE, VA 23320	501(C) (3) PUB CHARITY	SPONSORSHIP OF THE CUISINE FOR THE CURE AND THE TOUR DE CURE BOTH OF WHICH RAISE CRUCIAL FUNDS FOR THE AMERICAN DIABETES ASSOCIATION AND PROMOTE AWARENESS FOR THIS POTENTIALLY DEADLY DISEASE.	5,000.
ASSOCIATION OF FUNDRAISING PROFESSIONALS VA, HAMPT P. O. BOX 2338 NORFOLK, VA 23502	501(C) (3) PUB CHARITY	TO SPONSOR THE HAMPTON ROADS CHAPTER 2012 NATIONAL PHILANTHROPY DAY AWARDS LUNCHEON RECOGNIZING EXCELLENCE IN PHILANTHROPY.	500.
BON SECOURS MARYVIEW FOUNDATION 100 KINGSLEY LANE, SUITE 204 NORFOLK, VA 23505	501(C) (3) PUB CHARITY	TO PROVIDE CONSISTENT, FREE, PRIMARY HEALTHCARE TO THE MEDICALLY UNDERSERVED PATIENTS USING THE MOBILE CARE--A-VAN.	75,000.
BON SECOURS MARYVIEW FOUNDATION 100 KINGSLEY LANE, SUITE 204 NORFOLK, VA 23505	501(C) (3) PUB CHARITY	TO PROVIDE FREE, MOBILE MEDICAL SERVICES TO MEDICALLY UNDERSERVED IN WESTERN TIDEWATER.	56,250.
ACCESS AIDS 222 WEST 21ST ST., SUITE F-308 NORFOLK, VA 23517	501(C) (3) PUB CHARITY	TO EXPAND RAPID-HIV TESTING AND EDUCATION TO SUFFOLK, FRANKLIN AND ISLE OF WIGHT COUNTY RESIDENTS.	20,039.
VOICES FOR KIDS CASA PROGRAM P. O. BOX 80 ISLE OF WIGHT, VA 23397	501(C) (3) PUB CHARITY	FOR PROGRAM EXPANSION TO SERVE AND ADVOCATE FOR CHILDREN INVOLVED IN SUFFOLK JUVENILE COURTS DUE TO NEGLECT AND ABUSE.	38,642.

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ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CATHOLIC CHARITIES OF EASTERN VIRGINIA 5361 VIRGINIA BEACH BLVD. VIRGINIA BEACH, VA 23462	501(C) (3) PUB CHARITY	TO ENROLL UNINSURED PREGNANT WOMEN, AND FAMILIES OF CHILDREN WHO DO NOT HAVE HEALTH INSURANCE IN FAMIS.	8,695.
CATHOLIC CHARITIES OF EASTERN VIRGINIA 5361 VIRGINIA BEACH BLVD. VIRGINIA BEACH, VA 23462	501(C) (3) PUB CHARITY	TO PROVIDE LIFE COACHES IN SENTARA OBICI HOSPITAL'S EMERGENCY ROOM TO HELP UNINSURED OR UNDERINSURED PATIENTS SECURE PRIMARY CARE SERVICES AND OTHER RESOURCES.	30,469.
CATHOLIC CHARITIES OF EASTERN VIRGINIA 5361 VIRGINIA BEACH BLVD. VIRGINIA BEACH, VA 23462	501(C) (3) PUB CHARITY	TO PROVIDE LIFE COACHES IN SENTARA OBICI HOSPITAL'S EMERGENCY ROOM TO HELP UNINSURED OR UNDERINSURED PATIENTS SECURE PRIMARY CARE SERVICES OR OTHER RESOURCES.	17,854.
CEREBRAL PALSY OF VIRGINIA 5825 ARROWHEAD DRIVE, SUITE 201 VIRGINIA BEACH, VA 23462	501(C) (3) PUB CHARITY	TO PROVIDE SUPPORT SO THAT PRIMARY CAREGIVERS MAY ENJOY A MEAL, ENTERTAINMENT AND TIME AWAY FROM THE DAILY STRESS OF CARING FOR FAMILY MEMBER(S) WITH DISABILITIES.	3,000.
THE CHILDREN'S CENTER 700 CAMPBELL AVE FRANKLIN, VA 23851	501(C) (3) PUB CHARITY	TO RENOVATE AND EXPAND THE CURRENT SUFFOLK FACILITY TO ALLOW AN INCREASE IN THE NUMBER OF CHILDREN SERVED.	25,000.
THE CHILDREN'S CENTER 700 CAMPBELL AVE FRANKLIN, VA 23851	501(C) (3) PUB CHARITY	GRANTEE STAFF TRAINING FOR THREE CLASSES.	205.

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ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
THE CHILDREN'S CENTER 700 CAMPBELL AVE FRANKLIN, VA 23851	501(C) (3) PUB CHARITY	TO PURCHASE A PASSENGER VAN TO TRANSPORT SPECIAL NEEDS CHILDREN AND FOR IN-HOME THERAPY VISITS.	40,000.
THE CHILDREN'S CENTER 700 CAMPBELL AVE FRANKLIN, VA 23851	501(C) (3) PUB CHARITY	TO SUPPORT THE PURCHASE OF A BUILDING FOR THE HEAD START PROGRAM IN SUFFOLK.	50,000.
THE CHILDREN'S CENTER 700 CAMPBELL AVE FRANKLIN, VA 23851	501(C) (3) PUB CHARITY	TO SUPPORT RENOVATION IN COURTLAND FOR THE HEAD START PROGRAM.	50,000.
CHKD 601 CHILDREN'S LANE NORFOLK, VA 23507	501(C) (3) PUB CHARITY	TO IMPLEMENT A CLINICAL APPROACH TO REDUCE OBESITY AMONG WESTERN TIDEWATER AND GATES COUNTY CHILDREN WHO HAVE BEEN DIAGNOSED WITH OBESITY AND ANOTHER CHRONIC DISEASES.	3,271.
CHUCKATUCK VOLUNTEER FIRE DEPARTMENT, INC. 300 KINGS HIGHWAY SUFFOLK, VA 23432	501(C) (3) PUB CHARITY	TO PURCHASE TIC (THERMAL IMAGINE CAMERA) EQUIPMENT FOR THE NEW CHUCKATUCK VOLUNTEER FIRE DEPARTMENT ENGINE.	1,500.
CITY OF SUFFOLK P.O. BOX 1858 SUFFOLK, VA 23439	501(C) (3) PUB CHARITY	TO PROVIDE ADULTS AND YOUTH WITH INCREASED PHYSICAL ACTIVITY AND BETTER NUTRITION USING THE GET UP AND GET OUT PROGRAM.	12,717.

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ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CITY OF SUFFOLK P.O. BOX 1858 SUFFOLK, VA 23439	501(C) (3) PUB CHARITY	TO PURCHASE STATE OF THE ART CARDIO AND STRENGTH TRAINING EQUIPMENT FOR THE WHALEYVILLE COMMUNITY CENTER WHERE CITIZENS IN BOTH SOUTHERN SUFFOLK AND GATES COUNTY, NC, MAY HAVE ACCESS FOR HEALTH IMPROVEMENT THROUGH FITNESS AND EXERCISE.	250,000.
SENTARA LOUISE OBICI MEMORIAL HOSPITAL 2800 GODWIN BLVD SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO DEVELOP AND IMPLEMENT A HOSPITAL-BASED, UNIVERSAL RISK SCREENING DURING PREGNANCY OR AT BIRTH THAT CONNECTS NEW PARENTS WITH APPROPRIATE COMMUNITY RESOURCES.	54,913.
SENTARA LOUISE OBICI MEMORIAL HOSPITAL 2800 GODWIN BLVD SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO PROVIDE UNINSURED PATIENTS WITH CASE MANAGEMENT SERVICES THAT IMPROVE SELF CARE DISEASE MANAGEMENT SKILLS FROM THE HOSPITAL TO HOME.	37,500.
SENTARA LOUISE OBICI MEMORIAL HOSPITAL 2800 GODWIN BLVD SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO PROVIDE UNINSURED PATIENTS WITH CASE MANAGEMENT SERVICES THAT IMPROVE SELF-CARE DISEASE MANAGEMENT SKILLS FROM HOSPITAL TO HOME.	28,125.
SENTARA LOUISE OBICI MEMORIAL HOSPITAL 2800 GODWIN BLVD SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	BRAVO BREAKFAST AWARD FOR THE COMMUNITY OUTREACH PROGRAM.	5,000.
COVER 3 FOUNDATION P. O. BOX 456 FRANKLIN, VA 23851	501(C) (3) PUB CHARITY	TO SUPPORT AN AFTER-SCHOOL AND SUMMER FEEDING PROGRAM FOR AT-RISK AND LOW-INCOME CHILDREN.	7,500.

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ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COVER 3 FOUNDATION P. O. BOX 456 FRANKLIN, VA 23851	501(C) (3) PUB CHARITY	TO PURCHASE A REFRIGERATED VAN WHICH WILL ALLOW FOR INCREASED MEAL DELIVERY TO FURTHER DISTANCES IN A SAFE MANNER.	35,000.
EASTERN VIRGINIA MEDICAL SCHOOL P. O. BOX 1980 NORFOLK, VA 23501-1980	501(C) (3) PUB CHARITY	TO RAISE AWARENESS AND REDUCE THE RISK OF DIABETES BY EDUCATING PHYSICIANS, CONDUCTING SCREENINGS AND IMPLEMENTING A TELEPHONIC CARE MANAGEMENT PLAN TO PATIENTS REFERRED.	5,457.
EASTERN VIRGINIA MEDICAL SCHOOL P. O. BOX 1980 NORFOLK, VA 23501-1980	501(C) (3) PUB CHARITY	TO INCREASE THE NUMBER OF MEDICAL ENCOUNTERS AT THE WESTERN TIDEWATER FREE CLINIC BY SCHEDULING FAMILY MEDICINE RESIDENTS, THIRD-YEAR MEDICAL STUDENTS AND AN ATTENDING PHYSICIAN.	54,666.
EASTERN VIRGINIA MEDICAL SCHOOL P. O. BOX 1980 NORFOLK, VA 23501-1980	501(C) (3) PUB CHARITY	TO RAISE AWARENESS AND REDUCE THE RISK OF DIABETES BY EDUCATING PHYSICIANS, CONDUCTING SCREENINGS AND IMPLEMENTING A TELEPHONIC CARE MANAGEMENT PLAN.	119,259.
EASTERN VIRGINIA MEDICAL SCHOOL FOUNDATION P. O. BOX 5 NORFOLK, VA 23501	501(C) (3) PUB CHARITY	TO PROVIDE LOAN FORGIVENESS FOR TWO UNDERREPRESENTED MINORITY PHYSICIANS WHO WILL WORK IN THE FOUNDATION'S SERVICE AREA.	25,000.
FOODBANK OF SOUTHEASTERN VIRGINIA P. O. BOX 1940 NORFOLK, VA 23501	501(C) (3) PUB CHARITY	TO RENOVATE AND EXPAND THE STORAGE FACILITY TO INCREASE FOOD DISTRIBUTION.	12,500.

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ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FOODBANK OF SOUTHEASTERN VIRGINIA P.O. BOX 1940 NORFOLK, VA 23501	501(C) (3) PUB CHARITY	TO PROVIDE FREE FOOD WITH HIGH NUTRITIONAL VALUE FROM THE FOODBANK'S SUFFOLK MOBILE PANTRY FOR DIABETIC CLIENTS.	25,000.
FORKIDS, INC. P.O. BOX 6044 NORFOLK, VA 23508	501(C) (3) PUB CHARITY	TO OFFER BEHAVIORAL HEALTH SCREENINGS, REFERRAL TO CARE, AND TRANSPORTATION TO SERVICES FOR NEWLY ID ENTIFIED HOMELESS ADULTS AND CHILDREN	3,355.
FORKIDS, INC. P.O. BOX 6044 NORFOLK, VA 23508	501(C) (3) PUB CHARITY	TO CONNECT HOMELESS FAMILIES WITH EMERGENCY SHELTER, RAPID RE-HOUSING, INSURANCE AND HEALTHCARE SERVICES	37,500.
FORKIDS, INC. P.O. BOX 6044 NORFOLK, VA 23508	501(C) (3) PUB CHARITY	TO EXPAND HOMELESS PREVENTION AND PERMANENT SUPPORTIVE HOUSING PROGRAMMING IN WESTERN TIDEWATER AND TO PROVIDE MEDICAL CASE MANAGEMENT SERVICES.	12,500.
FORKIDS, INC. P.O. BOX 6044 NORFOLK, VA 23508	501(C) (3) PUB CHARITY	TO ASSIST FAMILIES NEEDING SHORT-TERM SHELTER IN WESTERN TIDEWATER.	5,000.
FORKIDS, INC. P.O. BOX 6044 NORFOLK, VA 23508	501(C) (3) PUB CHARITY	TO IMPROVE ACCESS TO MEDICAL AND MENTAL HEALTH SERVICES FOR HOMELESS FAMILIES.	28,125.

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ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FRANKLIN-SOUTHAMPTON AREA UNITED WAY P. O. BOX 366 FRANKLIN, VA 23851	501(C) (3) PUB CHARITY	TO SUPPORT AGENCIES PROVIDING COMMUNITY SERVICES TO INDIVIDUALS DURING THE WINTER HOLIDAYS.	500.
THE GENIEVE SHELTER 157 N. MAIN ST., 2ND FLOOR, STE R3 SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO SUPPORT THE "RIDE AGAINST DOMESTIC VIOLENCE" FUNDRAISING EVENT.	500.
GIRL SCOUT COUNCIL OF THE COLONIAL COAST 912 CEDAR RD. CHESAPEAKE, VA 23322	501(C) (3) PUB CHARITY	TO CELEBRATE THE GIRL SCOUTS' 100TH ANNIVERSARY. FUNDS AWARDED WILL BE USED TO UPDATE THE OUTDOOR AD VENTURE ACTIVITIES.	5,000.
GIRLS ON THE RUN OF SOUTH HAMPTON ROADS 4101 GRANBY STREET, #208 NORFOLK, VA 23504	501(C) (3) PUB CHARITY	TO SUPPORT THE "GIRLS ON THE RUN" PROGRAM AND CURRICULUM WHICH HELPS TO FIGHT OBESITY IN YOUNG GIRLS AGES 8 - 12 IN SUFFOLK ELEMENTARY SCHOOLS.	5,000.
ISLE OF WIGHT CHRISTIAN OUTREACH PROGRAM P. O. BOX 253 SMITHFIELD, VA 23431	501(C) (3) PUB CHARITY	TO PROVIDE BASIC DENTAL HEALTHCARE ACCESS TO THE UNINSURED ELDERLY IN THE ISLE OF WIGHT AREA, MOST OF WHOM ARE AT OR BELOW THE POVERTY LEVEL.	13,950.
ISLE OF WIGHT PARKS AND RECREATION 13036 NIKE PARK RD. CARROLLTON, VA 23314	501(C) (3) PUB CHARITY	FOR PLACEMENT OF DIRECTIONAL AND INFORMATIONAL SIGNS, AS PART OF ISLE OF WIGHT COUNTY'S BIKE AND PEDESTRIAN MASTER PLAN, AT GREAT SPRINGS, WATERWORKS, ORBIT, TURNER DRIVE AND MILL SWAMP ROADS.	3,943.

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ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
JAMES L. CAMP, JR. FAMILY YMCA 300 CRESCENT DR. FRANKLIN, VA 23851	501(C) (3) PUB CHARITY	FOR AN ADA COMPLIANT PORTABLE POOL LIFT WHICH WILL PROVIDE POOL ACCESS FOR DISABLED RESIDENTS IN NEED OF AQUA THERAPY.	10,000.
LIONS CLUB INTERNATIONAL DISTRICT 24-D 2357 HAVERSHAM CLOSE VIRGINIA BEACH, VA 23454	501(C) (3) PUB CHARITY	FUNDS TO EXPAND THE CHILDREN'S VISION SCREENING PROGRAM IN WESTERN TIDEWATER.	14,000.
MOTHER SETON HOUSE, INC. 3333 VIRGINIA BEACH BLVD. STE 28 VIRGINIA BEACH, VA 23452	501(C) (3) PUB CHARITY	TO DEVELOP A PLAN FOR HOUSING AND SUPPORTIVE SERVICES FOR YOUTH WHO HAVE NO RESOURCES THROUGH FAMILY OR EXTENDED FAMILY.	7,500.
NANSEMOND-SUFFOLK ACADEMY 3373 PRUDEN BLVD. SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO DEVELOP A "KID-TO-KID" SOCIAL MARKETING OBESITY PREVENTION AWARENESS CAMPAIGN.	24,764.
NORFOLK STATE UNIVERSITY OFFICE OF SPONSORED PROGR 700 PARK AVENUE NORFOLK, VA 23504-8060	501(C) (3) PUB CHARITY	FOR A PROGRAM TO EDUCATE AND PREVENT PEDIATRIC OBESITY THROUGH INTERACTION WITH PARENTS, GRANDPARENTS AND CARETAKERS OF CHILDREN.	10,000.
NORTH GATES UNITED METHODIST CHARGE MOBILE FOOD PA P. O. BOX 38 GATES, NC 27937	501(C) (3) PUB CHARITY	TO SUPPORT THE MOBILE FOOD PANTRY DISTRIBUTION OF AN ESTIMATED 5,000 POUNDS OF FOOD TO THE HUNGRY RESIDENTS OF GATES COUNTY ON THE THIRD THURSDAY OF EACH MONTH.	2,000.

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ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
OBICI CARDIAC NURSES' WALKING CLUB 2800 GODWIN BOULEVARD SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO SUPPORT THE SUFFOLK HEART WALK AND HEALTH FAIR, COORDINATED BY THE SENTARA CARDIAC NURSES' WALKING CLUB AT THE SUFFOLK YMCA.	500.
PATIENT ADVOCATE FOUNDATION 421 BUTLER FARM ROAD HAMPTON, VA 23666	501(C) (3) PUB CHARITY	TO INCREASE ACCESS TO HEALTHCARE THROUGH PATIENT EDUCATION AND HEALTHCARE ASSISTANCE RESOURCES.	8,365.
PAUL D. CAMP COMMUNITY COLLEGE P.O. BOX 737 FRANKLIN, VA 23851	501(C) (3) PUB CHARITY	TO EXPAND LABORATORY TRAINING EQUIPMENT IN THE NURSING AND ALLIED HEALTH PROGRAM (SUFFOLK CAMPUS) AND INCREASE THE NUMBER OF STUDENTS GRADUATING.	55,293.
PAUL D. CAMP COMMUNITY COLLEGE P.O. BOX 737 FRANKLIN, VA 23851	501(C) (3) PUB CHARITY	TO SUPPORT THE REQUIRED IMMUNIZATIONS AND SCREENINGS FOR HEALTH CARE STUDENTS WHO CANNOT AFFORD TO PAY. THESE IMMUNIZATIONS ARE REQUIRED FOR STUDENTS TO HAVE CLINICAL EXPERIENCES AT THE AGENCIES AND MEET COURSE REQUIREMENTS.	5,000.
PENINSULA INSTITUTE FOR COMMUNITY HEALTH 1033 28TH ST., 2ND FLOOR NEWPORT NEWS, VA 23607	501(C) (3) PUB CHARITY	TO PROVIDE BASIC DENTAL SERVICES FOR CHILDREN AND ADULTS.	15,000.
PENINSULA INSTITUTE FOR COMMUNITY HEALTH 1033 28TH ST., 2ND FLOOR NEWPORT NEWS, VA 23607	501(C) (3) PUB CHARITY	TO SCREEN AND IDENTIFY UNDIAGNOSED DIABETICS AND PROVIDE CLINICAL LEARNING GROUPS THAT HELP PATIENTS TREAT AND MANAGE THE DISEASE.	10,000.

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<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PENINSULA INSTITUTE FOR COMMUNITY HEALTH 1033 28TH ST., 2ND FLOOR NEWPORT NEWS, VA 23607	501(C) (3) PUB CHARITY	TO PROVIDE ACCESS TO CLINICAL INTERVENTION/ PRIMARY CARE SERVICES FOR THE DIAGNOSIS AND MANAGEMENT OF DIABETES AND ORAL HEALTH.	225,000.
THE PLANNING COUNCIL 5365 ROBIN HOOD ROAD, SUITE 700 NORFOLK, VA 23513	501(C) (3) PUB CHARITY	TO PREVENT AND ADDRESS OBESITY AMONG CHILDREN WITH IN PRIVATE CHILDCARE SETTINGS AND BEFORE/AFTER SCHOOL PROGRAMS ACROSS WESTERN TIDEWATER.	76,643.
THE PLANNING COUNCIL 5365 ROBIN HOOD ROAD, SUITE 700 NORFOLK, VA 23513	501(C) (3) PUB CHARITY	TO COORDINATE THE HOMELESSNESS CONTINUUM OF CARE PROCESS, WHICH INCLUDES THE MANAGEMENT OF HOUSING, HEALTHCARE AND SUPPORT SERVICES.	8,024.
RECOVERY FOR LIFE/RECOVERY FOR THE CITY, INTERNATI 3419 #B6 VIRGINIA BEACH BLVD. VIRGINIA BEACH, VA 23452	501(C) (3) PUB CHARITY	TO FUND FAITH BASED MEETINGS THAT PROVIDE SUBSTANCE ABUSE EDUCATION AND PREVENTION.	5,000.
THE RENNELAERVILLE INSTITUTE 2 OAKWOOD PLACE DELMAR, NY 12054	501(C) (3) PUB CHARITY	TO DEFINE, TRACK, ACHIEVE, COMMUNICATE AND IMPROVE RESULTS OVER THE LIFE OF THE HEALTHY PEOPLE/HEALTHY SUFFOLK INITIATIVE.	67,500.
ROANOKE CHOWAN COMMUNITY HEALTH CENTER 113 B HERTFORD COUNTY HIGH RD. AHOSKIE, NC 27910	501(C) (3) PUB CHARITY	BRAVO BREAKFAST AWARD FOR THE TELEHEALTH PROGRAM.	5,000.

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ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
RX PARTNERSHIP 2924 EMERYWOOD PKWY, SUITE 300 RICHMOND, VA 23294	501(C) (3) PUB CHARITY	TO PROVIDE FREE PRESCRIPTION MEDICATION AND LOW-COST SUPPLIES TO LOW-INCOME, UNINSURED RESIDENTS SERVED BY THE WESTERN TIDEWATER FREE CLINIC.	7,500.
RX PARTNERSHIP 2924 EMERYWOOD PKWY, SUITE 300 RICHMOND, VA 23294	501(C) (3) PUB CHARITY	TO PROVIDE FREE PRESCRIPTION MEDICATION AND LOW-COST SUPPLIES TO LOW-INCOME, UNINSURED RESIDENTS SERVED BY WESTERN TIDEWATER FREE CLINIC.	7,500.
SENIOR SERVICES OF SOUTHEASTERN VIRGINIA 6350 CENTER DR., SUITE 101 NORFOLK, VA 23502	501(C) (3) PUB CHARITY	TO PROVIDE COMMUNITY EDUCATION, COUNSELING AND ASSISTANCE TO ENROLL SENIORS IN MEDICARE AND MEDICAID BENEFITS AND OTHER COMMUNITY RESOURCES FOR HEALTHCARE AND PRESCRIPTION DRUG COVERAGE.	10,001.
SENIOR SERVICES OF SOUTHEASTERN VIRGINIA 6350 CENTER DR., SUITE 101 NORFOLK, VA 23502	501(C) (3) PUB CHARITY	TO CONDUCT A TRANSPORTATION NEEDS ASSESSMENT AND DEVELOP A PUBLIC TRANSPORTATION PLAN FOR (WHO?) IN THE CITIES OF SUFFOLK AND FRANKLIN AND THE COUNTIES OF ISLE OF WIGHT AND SOUTHAMPTON.	44,643.
SENIOR SERVICES OF SOUTHEASTERN VIRGINIA 6350 CENTER DR., SUITE 101 NORFOLK, VA 23502	501(C) (3) PUB CHARITY	TO EXPAND THE MEDICARE ACCESS PROGRAM BY TRAINING VOLUNTEER BENEFIT COUNSELORS.	67,509.
SENIOR SERVICES OF SOUTHEASTERN VIRGINIA 6350 CENTER DR., SUITE 101 NORFOLK, VA 23502	501(C) (3) PUB CHARITY	SUPPORT OF THE I-RIDE PROGRAM WHICH INCLUDES SERVICE FOR SENIORS AND PERSONS WITH DIABILITIES TO ACCESS HEALTHCARE, LEGAL SERVICES, EMPLOYMENT AND GROCERY SHOPPING.	22,329.

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ATTACHMENT 21 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SMART BEGINNINGS WESTERN TIDEWATER 601 NORTH MECHANIC STREET, SUITE 203 FRANKLIN, VA 23851	501(C) (3) PUB CHARITY	TO INCREASE THE NUMBER OF WESTERN TIDEWATER CHILDREN ENROLLED IN FAMIS	16,000.
SMART BEGINNINGS WESTERN TIDEWATER 601 NORTH MECHANIC STREET, SUITE 203 FRANKLIN, VA 23851	501(C) (3) PUB CHARITY	TO INCREASE THE NUMBER OF WESTERN TIDEWATER CHILDREN ENROLLED IN FAMIS.	16,000.
SUFFOLK DEPARTMENT OF SOCIAL SERVICES 135 HALL AVENUE SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO INCREASE THE ENROLLMENT OF CHILDREN AND FAMILIES IN MEDICAID AND FAMIS.	13,960.
SUFFOLK DEPARTMENT OF SOCIAL SERVICES 135 HALL AVENUE SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO INCREASE THE NUMBER OF CHILDREN AND FAMILIES ENROLLED IN MEDICAID AND FAMIS.	23,008.
SUFFOLK FAMILY YMCA 2769 GODWIN BLVD SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO INCREASE CARDIOVASCULAR FITNESS, PHYSICAL STRENGTH, AND LIFE SKILLS FOR YOUTH PARTICIPATING IN AN AFTER-SCHOOL JUMP ROPE PROGRAM.	37,500.
SUFFOLK FAMILY YMCA 2769 GODWIN BLVD SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO INCREASE CARDIOVASCULAR FITNESS, PHYSICAL STRENGTH AND LIFE SKILLS FOR YOUTH PARTICIPATING IN AN AFTER-SCHOOL JUMP ROPE PROGRAM.	20,625.

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ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SUFFOLK FAMILY YMCA 2769 GODWIN BLVD SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	BRAVO BREAKFAST AWARD FOR THE Y-CHANGE PROGRAM.	5,000.
SUFFOLK MEALS ON WHEELS 2800 GODWIN BLVD. SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO PROVIDE NUTRITIOUS MEAL DELIVERY TO SENIORS AND THE DISABLED RESIDENTS WHO ARE HOMEBOUND, HOME ALONE AND IN FINANCIAL NEED.	10,427.
SUFFOLK MEALS ON WHEELS 2800 GODWIN BLVD. SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO PROVIDE MEAL DELIVERY TO SENIOR AND DISABLED RECIPIENTS WHO ARE HOMEBOUND AND/OR HOME ALONE IN SUFFOLK AND ISLE OF WIGHT REGION.	69,152.
SUFFOLK PARTNERSHIP FOR A HEALTHY COMMUNITY 1707 N. MAIN STREET SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO DEVELOP A 10-YEAR COMMUNITY WELLNESS PLAN THAT PROMOTES ACTIVE LIFESTYLES, ACCESS TO HEALTHY FOODS, NEIGHBORHOOD ENGAGEMENT AND IMPLEMENTATION.	43,800.
SUFFOLK PARTNERSHIP FOR A HEALTHY COMMUNITY 1707 N. MAIN STREET SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	FOR CONTINUED SUPPORT OF THE PARTNERSHIP AND PROGRAM EXPANSION OF SUFFOLK COMMUNITY AND LEARNING GARDENS, SUFFOLK ON THE MOVE, AND HEALTHY MOVES FOR SUFFOLK YOUTH, ALL IN AN EFFORT TO REDUCE OBESITY.	167,490.
SUFFOLK PARTNERSHIP FOR A HEALTHY COMMUNITY 1707 N. MAIN STREET SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO IMPLEMENT THE POSITIVE LIFESTYLE COMMITMENT PROGRAM, AN INDIVIDUAL, COMPREHENSIVE WELLNESS CARE MANAGEMENT PROGRAM IN SUFFOLK.	16,150.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 21 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SUFFOLK PARTNERSHIP FOR A HEALTHY COMMUNITY 1707 N. MAIN STREET SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO IMPLEMENT AN INDIVIDUALIZED, COMPREHENSIVE WELLNESS CARE MANAGEMENT PROGRAM IN SUFFOLK.	12,112.
SUFFOLK PARTNERSHIP FOR A HEALTHY COMMUNITY 1707 N. MAIN STREET SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO DEVELOP A COMPREHENSIVE PLAN ENCOURAGING ACTIVE LIFESTYLES FOR SUFFOLK CITIZENS THAT INCLUDES COMMUNITY ENGAGEMENT, ENVIRONMENTAL CHANGE AND MEASURABLE OUTCOMES.	21,900.
SUFFOLK PROJECT LIFESAVER SEARCH AND RESCUE 300 KINGS FORK ROAD SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO FUND A RESCUE PROGRAM WITH THE PURCHASE OF TRANSMITTERS, BATTERIES AND BRACELETS FOR TRACKING ALZHEIMER AND AUTISTIC PATIENTS WHO WANDER.	2,500.
SUFFOLK PUBLIC SCHOOLS P.O. BOX 1549 SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO PROVIDE A WELLNESS COACH FOR TEACHERS AND STUDENTS TO INCORPORATE EXERCISE AND NUTRITIONAL INFORMATION INTO DAILY CORE CURRICULUM.	35,118.
SUFFOLK PUBLIC SCHOOLS P.O. BOX 1549 SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO DEVELOP A COMPREHENSIVE HEALTH PLAN; IMPLEMENT AFTER-SCHOOL CHALLENGE CLUBS FOCUSED ON OBESITY PREVENTION; AND ESTABLISH SALAD BARS IN CAFETERIAS FOR BETTER NUTRITION.	100,877.
SUFFOLK PUBLIC SCHOOLS P.O. BOX 1549 SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO ASSIST WITH THE COMPLETION FUNDING OF THE SCHOOL OF LICENSED PRACTICAL NURSING'S LPN PROGRAM THROUGH FEBRUARY 2013.	25,000.

FORM 990FP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SUFFOLK PUBLIC SCHOOLS P.O. BOX 1549 SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO DEVELOP AND IMPLEMENT AFTER-SCHOOL CHALLENGE CLUBS FOCUSED ON OBESITY PREVENTION AND TO ESTABLISH SALAD BARS IN CAFETERIAS FOR BETTER NUTRITION.	75,000.
SUFFOLK ROTARY CLUB P.O. BOX 1972 SUFFOLK, VA 23439	501(C) (3) PUB CHARITY	PLATINUM SPONSORSHIP OF THE 2013 SUFFOLK ROTARY FIRST CITIZEN RECEPTION.	1,000.
SUFFOLK SALVATION ARMY CORPS 400 BANK ST. SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO HELP BUILD A FACILITY WHERE CHILDREN AND OLDER ADULTS CAN EXERCISE, LEARN ABOUT NUTRITION AND ACCESS OTHER PROGRAMS AND RESOURCES.	25,000.
SUFFOLK SALVATION ARMY CORPS 400 BANK ST. SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO PROVIDE LOW-INCOME PERSONS WITH IMPROVED ACCESS TO THEIR DOCTORS, HOSPITALS AND PHARMACIES.	7,500.
SURRY AREA FREE CLINIC P.O. BOX 32 SURRY, VA 23883	501(C) (3) PUB CHARITY	TO EXPAND SERVICES AND PROVIDE NEW CONSTRUCTION FOR THE SURRY FREE CLINIC.	8,630.
TOWN OF SMITHFIELD P.O. BOX 246 SMITHFIELD, VA 23431	501(C) (3) PUB CHARITY	TO DEVELOP A COMMUNITY WELLNESS PLAN IN THE TOWN OF SMITHFIELD TO PROMOTE HEALTHY LIFESTYLES AND ENCOURAGE ACTIVITIES AT WINDSOR CASTLE PARK.	7,775.

FORM 990FP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TOWN OF SMITHFIELD P. O. BOX 246 SMITHFIELD, VA 23431	501(C) (3) PUB CHARITY	TO IMPLEMENT THE TOWN OF SMITHFIELD COMMUNITY WELLNESS INITIATIVE, SMITHFIELD ON THE MOVE. THIS CULTURE-BASED PLAN INCLUDES BROAD-BASED EDUCATION, MARKETING, INFRASTRUCTURE AND PROGRAMS THAT PROMOTE HEALTHY NUTRITIONAL CHOICES WHILE ENCOURAGING ONGOING PHYSICAL ACTIVITY TO COMBAT AND PREVENT OBESITY IN BOTH CHILDREN AND ADULTS.	12,500.
THE UP CENTER 222 W. 19TH ST. NORFOLK, VA 23517	501(C) (3) PUB CHARITY	TO OFFER TELEMENTAL HEALTH COUNSELING SERVICES FOR FATHERHOOD DEVELOPMENT, ANGER MANAGEMENT AND AUTISTIC CHILDREN AND THEIR PARENTS	23,250.
THE UP CENTER 222 W. 19TH ST. NORFOLK, VA 23517	501(C) (3) PUB CHARITY	TO OFFER TELEMENTAL HEALTH COUNSELING SERVICES FOR FATHERHOOD DEVELOPMENT, ANGER MANAGEMENT AND AUTISTIC CHILDREN AND THEIR PARENTS	5,812.
THE UP CENTER 222 W. 19TH ST. NORFOLK, VA 23517	501(C) (3) PUB CHARITY	TO EXPAND TRAUMA-INFORMED-CARE GROUPS FOR WHO HAVE EXPERIENCED TRAUMA; TO IMPLEMENT TRAUMA-INFORMED GROUPS FOR CHILDREN AND ADOLESCENTS BASED ON BEST-PRACTICE CONCEPTS; AND TO EDUCATE HUMAN SERVICE PROVIDERS IN TRAUMA-INFORMED-CARE TECHNIQUES.	119,048.
THE UP CENTER 222 W. 19TH ST. NORFOLK, VA 23517	501(C) (3) PUB CHARITY	GRANTEE STAFF TRAINING FOR ONE CLASS.	85.
THE UP CENTER 222 W. 19TH ST. NORFOLK, VA 23517	501(C) (3) PUB CHARITY	TO SPONSOR THE TRAUMA INFORMED CARE CONFERENCE.	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 21 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
VIRGINIA ASSOCIATION OF FREE AND CHARITABLE CLINIC P.O. BOX 35720 NORTH CHESTERFIELD, VA 23236	501(C)(3) PUB CHARITY	TO PROVIDE FUNDING SO THAT FREE CLINICS MAY TRANSITION INTO ELECTRONIC HEALTH RECORDS KEEPING.	5,000.
VIRGINIA COMMONWEALTH UNIVERSITY P.O. BOX 980566 RICHMOND, VA 23298	501(C)(3) PUB CHARITY	TO INCREASE THE NUMBER OF UNDERREPRESENTED MINORITIES AND LOW-INCOME STUDENTS WORKING AS DENTISTS IN UNDERSERVED AREAS THROUGH HEALTH ADVISOR WORKSHOPS, A FOUR-WEEK SUMMER PROGRAM AND A LOAN FORGIVENESS PROGRAM.	61,201.
VIRGINIA DIABETES COUNCIL 2618 IRON FORGE ROAD HERNDON, VA 20171	501(C)(3) PUB CHARITY	TO PROVIDE AN EVIDENCE-BASED, SELF-MANAGEMENT PROGRAM FOR TYPE 2 DIABETICS AND PROMOTE HEALTHY DINING CHOICES AND ACTIVE LIFESTYLES.	15,469.
VIRGINIA DIABETES COUNCIL 2618 IRON FORGE ROAD HERNDON, VA 20171	501(C)(3) PUB CHARITY	TO PROVIDE AN EVIDENCE-BASED, SELF-MANAGEMENT PROGRAM FOR TYPE 2 DIABETICS AND PROMOTE HEALTHY DINING CHOICES AND ACTIVE LIFESTYLES.	11,900.
VIRGINIA LEGAL AID SOCIETY P.O. BOX 6200 LYNCHEURG, VA 24505	501(C)(3) PUB CHARITY	TO HELP INDIVIDUALS WITH COMPLICATED DISABILITY CASES NAVIGATE THE APPLICATION PROCESS TO SECURE MEDICAID OR MEDICARE.	37,500.
VIRGINIA LEGAL AID SOCIETY P.O. BOX 6200 LYNCHEURG, VA 24505	501(C)(3) PUB CHARITY	TO HELP ELIGIBLE, DISABLED CLIENTS OBTAIN MEDICAID AND/OR MEDICARE COVERAGE.	37,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
VIRGINIA POVERTY LAW CENTER 700 EAST MAIN STREET, SUITE 1410 RICHMOND, VA 23219	501(C) (3) PUB CHARITY	SPEAKER HONORARIUM TO SUPPORT THE VIRGINIA POVERTY LAW CENTER'S (VPLC) COORDINATION EFFORTS TO SEEK JUSTICE IN CIVIL LEGAL MATTERS FOR LOWER INCOME VIRGINIANS.	2,000.
VIRGINIA SUPPORTIVE HOUSING P. O. BOX 8585 RICHMOND, VA 23226	501(C) (3) PUB CHARITY	TO PROVIDE MEDICAL AND MENTAL HEALTH SERVICES TO DISABLED PERSONS RESIDING IN PERMANENT SUPPORTIVE HOUSING.	7,500.
VOLUNTEER HAMPTON ROADS 400 WEST OLNEY ROAD, SUITE B NORFOLK, VA 23507	501(C) (3) PUB CHARITY	TO SUPPORT THE HAMPTON ROADS INSTITUTE FOR NONPROFIT LEADERSHIP CONFERENCE WHICH BRINGS TOGETHER LOCAL NONPROFITS WITH NATIONAL CALIBER SPEAKERS TO OFFER INFORMATION ON THE NONPROFIT SECTOR AND TO ASSIST IN CAPACITY BUILDING.	2,500.
VOLUNTEER HAMPTON ROADS 400 WEST OLNEY ROAD, SUITE B NORFOLK, VA 23507	501(C) (3) PUB CHARITY	TO SPONSOR THE CORPORATE VOLUNTEER EXCELLENCE AWARDS EVENT AND FUNDRAISER.	2,500.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 5268 GODWIN BLVD SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO ESTABLISH WESTERN TIDEWATER'S FIRST OUTPATIENT MEDICAL DETOXIFICATION PROGRAM, PROVIDING DAILY TESTING, COUNSELING, SUPPORT AND REFERRAL SERVICES TO SUBSTANCE ABUSERS.	100,000.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 5268 GODWIN BLVD SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	FOR ON-SITE SECURITY SERVICES 6 HOURS PER DAY, 7 DAYS PER WEEK FOR 6 MONTHS IN THE OUTPATIENT MEDICAL DETOX PROGRAM.	39,312.

FORM 990FP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 5268 GODWIN BLVD SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	FOR ADDITIONAL WEEKLY OUTPATIENT PEDIATRIC COUNSELING AND PSYCHIATRY IN WESTERN TIDEWATER.	135,000.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 5268 GODWIN BLVD SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	FOR A LICENSED PRACTICAL NURSE TO PROVIDE MEDICAL CARE MONITORING AND INTERVENTION FOR PARTICIPANTS WITH SEVERE/PROFOUND INTELLECTUAL DISABILITIES AND PHYSICAL DISABILITIES IN THE DAY SUPPORT PROGRAMS	36,747.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 5268 GODWIN BLVD SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO ESTABLISH WESTERN TIDEWATER'S FIRST OUTPATIENT MEDICAL DETOXIFICATION PROGRAM THAT PROVIDES DAILY TESTING, COUNSELING, SUPPORT AND REFERRAL SERVICES TO SUBSTANCE ABUSERS.	50,000.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 5268 GODWIN BLVD SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO SPONSOR THE "WALK FOR RECOVERY" EVENT AND CELEBRATION IN RECOGNITION OF NATIONAL RECOVERY MONTH.	455.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 5268 GODWIN BLVD SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	SUPPORT FOR TECHNOLOGY OF TELEMEDICINE TO LINK CRISIS SERVICES FOR CHILDREN, ADOLESCENTS AND ADULTS TO LOCAL LAW ENFORCEMENT AGENCIES AND HOSPITALS.	40,000.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO ESTABLISH AN IN-HOUSE PHARMACY THAT WILL INCREASE AND IMPROVE ACCESS TO PRESCRIPTION MEDICATIONS.	4,779.

FORM 990FPF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 21 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO IMPROVE PATIENT ACCESS TO MEDICAL AND DENTAL CARE.	25,000.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO PROVIDE OPERATIONAL SUPPORT FOR MEDICAL CARE AND CHRONIC DISEASE MANAGEMENT OF UNINSURED PATIENTS	206,635.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO PROVIDE OPERATIONAL SUPPORT FOR MEDICAL CARE AND CHRONIC DISEASE MANAGEMENT OF UNINSURED PATIENTS	225,000.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	TO SUPPORT THE CELEBRATION OF THE CLINIC'S FIFTH YEAR ANNIVERSARY AND RECOGNITION EVENT.	750.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	GRANTEE STAFF TRAINING REIMBURSEMENT FOR THE LARELL ONE-STEP DENTURE PROCEDURE CLASS.	300.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	501(C) (3) PUB CHARITY	FUNDING FOR A NEW COMPUTER SERVER AND MEDICAL EQUIPMENT.	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 21 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVE, SUITE A SUFFOLK, VA 23434-4654	501(C) (3) PUB CHARITY	TO IMPLEMENT A NATIONAL MODEL - THE NURSE FAMILY PARTNERSHIP PROGRAM - TO IMPROVE PRENATAL HEALTH, CHILD HEALTH AND DEVELOPMENT THROUGH AGE TWO IN FRANKLIN CITY AND ISLE OF WIGHT COUNTY.	19,156.
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVE, SUITE A SUFFOLK, VA 23434-4654	501(C) (3) PUB CHARITY	A DENTAL HEALTH PROMOTION PROJECT. TO IMPROVE THE ORAL HEALTH OF CHILDREN IN ISLE OF WIGHT COUNTY, CITY OF FRANKLIN AND SOUTHAMPTON COUNTY BY IMPROVING THE MEDICAID/FAMIS UTILIZATION RATE.	20,798.
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVE, SUITE A SUFFOLK, VA 23434-4654	501(C) (3) PUB CHARITY	TO SUPPORT THE NEEDED REPAIRS FOR THE DENTAL VAN USED FOR THE PROMOTION OF ORAL HEALTH AND PREVENTIVE SERVICES IN THE ISLE OF WIGHT COMMUNITY.	5,000.
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVE, SUITE A SUFFOLK, VA 23434-4654	501(C) (3) PUB CHARITY	TO PROVIDE UNDERINSURED AND UNINSURED DIABETICS WITH ONE-ON-ONE CHRONIC DISEASE CASE MANAGEMENT SERVICES.	20,000.
YMCA OF SOUTH HAMPTON ROADS 250 W. BRAMBLETON AVE., SUITE 100 NORFOLK, VA 23510	501(C) (3) PUB CHARITY	TO CONSTRUCT A REGIONAL SWIMMING POOL THAT WILL PROVIDE CHILDREN WITH EXERCISE, SAFETY TRAINING AND HEALTHY GROUP ACTIVITIES AT THE Y'S CAMP ARROWHEAD	5,000.

TOTAL CONTRIBUTIONS PAID

4,136,138

FORM 990FP, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 22

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ALBEMARLE REGIONAL HEALTH SERVICES P. O. BOX 189 ELIZABETH CITY, NC 27909	501(C)(3) PUB CHARITY	TO IMPLEMENT A COMPREHENSIVE DIABETES PLAN IN GATES COUNTY, NORTH CAROLINA.	2,500.
AMERICAN DIABETES ASSOCIATION 870 GREENBRIER CIRCLE, SUITE 404 CHESAPEAKE, VA 23320	501(C)(3) PUB CHARITY	TO TRAIN AMBASSADORS IN HIGH HEALTH-RISK CONGREGATIONS TO RAISE AWARENESS OF DIABETES AND STRESS THE IMPORTANCE OF EARLY DETECTION, DISEASE MANAGEMENT AND HEALTH RISK FACTORS.	10,500.
BON SECOURS MARYVIEW FOUNDATION 100 KINGSLEY LANE, SUITE 204 NORFOLK, VA 23505	501(C)(3) PUB CHARITY	TO PROVIDE FREE, MOBILE MEDICAL SERVICES TO MEDICALLY UNDERSERVED IN WESTERN TIDEWATER.	56,250.
CATHOLIC CHARITIES OF EASTERN VIRGINIA 5361 VIRGINIA BEACH BLVD. VIRGINIA BEACH, VA 23462	501(C)(3) PUB CHARITY	TO PROVIDE LIFE COACHES IN SENTARA OBICI HOSPITAL'S EMERGENCY ROOM TO HELP UNINSURED OR UNDERINSURED PATIENTS SECURE PRIMARY CARE SERVICES OR OTHER RESOURCES.	17,855.
CITY OF SUFFOLK P.O. BOX 1858 SUFFOLK, VA 23439	501(C)(3) PUB CHARITY	TO PROVIDE ADULTS AND YOUTH WITH INCREASED PHYSICAL ACTIVITY AND BETTER NUTRITION USING THE GET UP AND GET OUT PROGRAM.	3,179.
COVER 3 FOUNDATION P. O. BOX 456 FRANKLIN, VA 23851	501(C)(3) PUB CHARITY	TO SUPPORT AN AFTER-SCHOOL AND SUMMER FEEDING PROGRAM FOR AT-RISK AND LOW-INCOME CHILDREN.	7,500.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 22 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
EASTERN VIRGINIA MEDICAL SCHOOL P.O. BOX 1980 NORFOLK, VA 23501-1980	501(C)(3) PUB CHARITY	TO INCREASE THE NUMBER OF MEDICAL ENCOUNTERS AT THE WESTERN TIDEWATER FREE CLINIC BY SCHEDULING FAMILY MEDICINE RESIDENTS, THIRD-YEAR MEDICAL STUDENTS AND AN ATTENDING PHYSICIAN.	1,584.
EASTERN VIRGINIA MEDICAL SCHOOL P.O. BOX 1980 NORFOLK, VA 23501-1980	501(C)(3) PUB CHARITY	TO RAISE AWARENESS AND REDUCE THE RISK OF DIABETES BY EDUCATING PHYSICIANS, CONDUCTING SCREENINGS AND IMPLEMENTING A TELEPHONIC CARE MANAGEMENT PLAN.	17,741.
FOODBANK OF SOUTHEASTERN VIRGINIA P.O. BOX 1940 NORFOLK, VA 23501	501(C)(3) PUB CHARITY	TO PROVIDE FREE FOOD WITH HIGH NUTRITIONAL VALUE FROM THE FOODBANK'S SUFFOLK MOBILE PANTRY FOR DIABETIC CLIENTS.	25,000.
FORKIDS, INC. P.O. BOX 6044 NORFOLK, VA 23508	501(C)(3) PUB CHARITY	TO EXPAND HOMELESS PREVENTION AND PERMANENT SUPPORTIVE HOUSING PROGRAMMING IN WESTERN TIDEWATER AND TO PROVIDE MEDICAL CASE MANAGEMENT SERVICES.	12,500.
FORKIDS, INC. P.O. BOX 6044 NORFOLK, VA 23508	501(C)(3) PUB CHARITY	TO IMPROVE ACCESS TO MEDICAL AND MENTAL HEALTH SERVICES FOR HOMELESS FAMILIES.	28,125.
ISLE OF WIGHT CHRISTIAN OUTREACH PROGRAM P.O. BOX 253 SMITHFIELD, VA 23431	501(C)(3) PUB CHARITY	TO PROVIDE BASIC DENTAL HEALTHCARE ACCESS TO THE UNINSURED ELDERLY IN THE ISLE OF WIGHT AREA, MOST OF WHOM ARE AT OR BELOW THE POVERTY LEVEL.	1,550.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 22 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NANSEMOND-SUFFOLK ACADEMY 3373 PRUDEN BLVD. SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO DEVELOP A "KID-TO-KID" SOCIAL MARKETING OBESITY PREVENTION AWARENESS CAMPAIGN.	2,752.
NORFOLK STATE UNIVERSITY MCDEMOND CENTER SUITE 601 NORFOLK, VA 23504-8060	501(C)(3) PUB CHARITY	FOR A PROGRAM TO EDUCATE AND PREVENT PEDIATRIC OBESITY THROUGH INTERACTION WITH PARENTS, GRANDPARENTS AND CARETAKERS OF CHILDREN.	10,000.
PENINSULA INSTITUTE FOR COMMUNITY HEALTH 1033 28TH ST., 2ND FLOOR NEWPORT NEWS, VA 23607	501(C)(3) PUB CHARITY	TO PROVIDE ACCESS TO CLINICAL INTERVENTION/ PRIMARY CARE SERVICES FOR THE DIAGNOSIS AND MANAGEMENT OF DIABETES AND ORAL HEALTH.	25,000.
RX PARTNERSHIP 2924 EMERYWOOD PKWY, SUITE 300 RICHMOND, VA 23294	501(C)(3) PUB CHARITY	TO PROVIDE FREE PRESCRIPTION MEDICATION AND LOW-COST SUPPLIES TO LOW-INCOME, UNINSURED RESIDENTS SERVED BY WESTERN TIDEWATER FREE CLINIC.	7,500.
SENIOR SERVICES OF SOUTHEASTERN VIRGINIA 6350 CENTER DR., SUITE 101 NORFOLK, VA 23502	501(C)(3) PUB CHARITY	TO EXPAND THE MEDCARE ACCESS PROGRAM BY TRAINING VOLUNTEER BENEFIT COUNSELORS.	7,501.
SENTARA LOUISE OBICI MEMORIAL HOSPITAL 2800 GODWIN BLVD SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO DEVELOP AND IMPLEMENT A HOSPITAL-BASED, UNIVERSAL RISK SCREENING DURING PREGNANCY OR AT BIRTH THAT CONNECTS NEW PARENTS WITH APPROPRIATE COMMUNITY RESOURCES.	13,728.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 22 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SENTARA LOUISE OBICI MEMORIAL HOSPITAL 2800 GODWIN BLVD SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO PROVIDE UNINSURED PATIENTS WITH CASE MANAGEMENT SERVICES THAT IMPROVE SELF-CARE DISEASE MANAGEMENT SKILLS FROM HOSPITAL TO HOME.	28,125.
SMART BEGINNINGS WESTERN TIDEWATER 601 NORTH MECHANIC STREET, SUITE 203 FRANKLIN, VA 23851	501(C)(3) PUB CHARITY	TO INCREASE THE NUMBER OF WESTERN TIDEWATER CHILDREN ENROLLED IN FAMIS.	16,000.
SUFFOLK DEPARTMENT OF SOCIAL SERVICES 135 HALL AVENUE SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO INCREASE THE NUMBER OF CHILDREN AND FAMILIES ENROLLED IN MEDICAID AND FAMIS.	23,007.
SUFFOLK FAMILY YMCA 2769 GODWIN BLVD SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO INCREASE CARDIOVASCULAR FITNESS, PHYSICAL STRENGTH AND LIFE SKILLS FOR YOUTH PARTICIPATING IN AN AFTER-SCHOOL JUMP ROPE PROGRAM.	20,625.
SUFFOLK MEALS ON WHEELS 2800 GODWIN BLVD. SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO PROVIDE MEAL DELIVERY TO SENIOR AND DISABLED RECIPIENTS WHO ARE HOMEBOUND AND/OR HOME ALONE IN SUFFOLK AND ISLE OF WIGHT REGION.	7,684.
SUFFOLK PARTNERSHIP FOR A HEALTHY COMMUNITY 1707 N. MAIN STREET SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	FOR CONTINUED SUPPORT OF THE PARTNERSHIP AND PROGRAM EXPANSION OF SUFFOLK COMMUNITY AND LEARNING GARDENS, SUFFOLK ON THE MOVE, AND HEALTHY MOVES FOR SUFFOLK YOUTH, ALL IN AN EFFORT TO REDUCE OBESITY.	18,610.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 22 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SUFFOLK PARTNERSHIP FOR A HEALTHY COMMUNITY 1707 N. MAIN STREET SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO IMPLEMENT AN INDIVIDUALIZED, COMPREHENSIVE WELLNESS CARE MANAGEMENT PROGRAM IN SUFFOLK.	12,113.
SUFFOLK PARTNERSHIP FOR A HEALTHY COMMUNITY 1707 N. MAIN STREET SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO DEVELOP A COMPREHENSIVE PLAN ENCOURAGING ACTIVE LIFESTYLES FOR SUFFOLK CITIZENS THAT INCLUDES COMMUNITY ENGAGEMENT, ENVIRONMENTAL CHANGE AND MEASURABLE OUTCOMES.	17,520.
SUFFOLK PARTNERSHIP FOR A HEALTHY COMMUNITY 1707 N. MAIN STREET SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO DEVELOP A COMPREHENSIVE PLAN ENCOURAGING ACTIVE LIFESTYLES FOR SUFFOLK CITIZENS THAT INCLUDES COMMUNITY ENGAGEMENT, ENVIRONMENTAL CHANGE AND MEASURABLE OUTCOMES.	4,380.
SUFFOLK PUBLIC SCHOOLS P.O. BOX 1549 SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO DEVELOP AND IMPLEMENT AFTER-SCHOOL CHALLENGE CLUBS FOCUSED ON OBESITY PREVENTION AND TO ESTABLISH SALAD BARS IN CAFETERIAS FOR BETTER NUTRITION.	75,000.
SUFFOLK SALVATION ARMY CORPS 400 BANK ST. SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO PROVIDE LOW-INCOME PERSONS WITH IMPROVED ACCESS TO THEIR DOCTORS, HOSPITALS AND PHARMACIES.	7,500.
THE PLANNING COUNCIL 5365 ROBIN HOOD ROAD, SUITE 700 NORFOLK, VA 23513	501(C)(3) PUB CHARITY	TO PREVENT AND ADDRESS OBESITY AMONG CHILDREN WITHIN PRIVATE CHILDCARE SETTINGS AND BEFORE/AFTER SCHOOL PROGRAMS ACROSS WESTERN TIDEWATER.	8,516.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 22 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
THE PLANNING COUNCIL 5365 ROBIN HOOD ROAD, SUITE 700 NORFOLK, VA 23513	501(C)(3) PUB CHARITY	TO COORDINATE THE HOMELESSNESS CONTINUUM OF CARE PROCESS, WHICH INCLUDES THE MANAGEMENT OF HOUSING, HEALTHCARE AND SUPPORT SERVICES.	8,023.
THE RENNELAERVILLE INSTITUTE 2 OAKWOOD PLACE DELMAR, NY 12054	501(C)(3) PUB CHARITY	TO DEFINE, TRACK, ACHIEVE, COMMUNICATE AND IMPROVE RESULTS OVER THE LIFE OF THE HEALTHY PEOPLE/HEALTHY SUFFOLK INITIATIVE.	7,500.
THE UP CENTER 222 W. 19TH ST. NORFOLK, VA 23517	501(C)(3) PUB CHARITY	TO EXPAND TRAUMA-INFORMED-CARE GROUPS FOR ADULTS WHO HAVE EXPERIENCED TRAUMA; TO IMPLEMENT TRAUMA-INFORMED GROUPS FOR CHILDREN AND ADOLESCENTS BASED ON BEST-PRACTICE CONCEPTS; AND TO EDUCATE HUMAN SERVICE PROVIDERS IN TRAUMA-INFORMED-CARE TECHNIQUES.	7,669.
TOWN OF SMITHFIELD P. O. BOX 246 SMITHFIELD, VA 23431	501(C)(3) PUB CHARITY	TO IMPLEMENT THE TOWN OF SMITHFIELD COMMUNITY WELLNESS INITIATIVE, SMITHFIELD ON THE MOVE. THIS CULTURE-BASED PLAN INCLUDES BROAD-BASED EDUCATION, MARKETING, INFRASTRUCTURE AND PROGRAMS THAT PROMOTE HEALTHY NUTRITIONAL CHOICES WHILE ENCOURAGING ON-GOING PHYSICAL ACTIVITY TO COMBAT TO PREVENT OBESITY IN BOTH CHILDREN AND ADULTS.	12,500.
VIRGINIA DIABETES COUNCIL 2618 IRON FORGE ROAD HERNDON, VA 20171	501(C)(3) PUB CHARITY	TO PROVIDE AN EVIDENCE-BASED, SELF-MANAGEMENT PROGRAM FOR TYPE 2 DIABETICS AND PROMOTE HEALTHY DINING CHOICES AND ACTIVE LIFESTYLES.	11,900.
VIRGINIA LEGAL AID SOCIETY P.O. BOX 6200 LYNCHBURG, VA 24505	501(C)(3) PUB CHARITY	TO HELP ELIGIBLE, DISABLED CLIENTS OBTAIN MEDICAID AND/OR MEDICARE COVERAGE.	37,500.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 22 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
VIRGINIA SUPPORTIVE HOUSING P. O. BOX 8585 RICHMOND, VA 23226	501(C)(3) PUB CHARITY	TO PROVIDE MEDICAL AND MENTAL HEALTH SERVICES TO DISABLED PERSONS RESIDING IN PERMANENT SUPPORTIVE HOUSING.	7,500.
VOICES FOR KIDS CASA PROGRAM P. O. BOX 80 ISLE OF WIGHT, VA 23397	501(C)(3) PUB CHARITY	FOR PROGRAM EXPANSION TO SERVE AND ADVOCATE FOR CHILDREN INVOLVED IN SUFFOLK JUVENILE COURTS DUE TO NEGLECT AND ABUSE.	4,294.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 5268 GODWIN BLVD SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	FOR ON-SITE SECURITY SERVICES 6 HOURS PER DAY, 7 DAYS PER WEEK FOR 6 MONTHS IN THE OUTPATIENT MEDICAL DETOX PROGRAM.	4,368.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 5268 GODWIN BLVD SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	FOR ADDITIONAL WEEKLY OUTPATIENT PEDIATRIC COUNSELING AND PSYCHIATRY IN WESTERN TIDEWATER.	15,000.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 5268 GODWIN BLVD SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	FOR A LICENSED PRACTICAL NURSE TO PROVIDE MEDICAL CARE MONITORING AND INTERVENTION FOR PARTICIPANTS WITH SEVERE/PROFOUND INTELLECTUAL DISABILITIES AND PHYSICAL DISABILITIES IN THE DAY SUPPORT PROGRAMS.	4,083.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 5268 GODWIN BLVD SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO ESTABLISH WESTERN TIDEWATER'S FIRST OUTPATIENT MEDICAL DETOXIFICATION PROGRAM THAT PROVIDES DAILY TESTING, COUNSELING, SUPPORT AND REFERRAL SERVICES TO SUBSTANCE ABUSERS.	50,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 22 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	501(C)(3) PUB CHARITY	TO PROVIDE OPERATIONAL SUPPORT FOR MEDICAL CARE AND CHRONIC DISEASE MANAGEMENT OF UNINSURED PATIENTS.	225,000.
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVE, SUITE A SUFFOLK, VA 23434-4654	501(C)(3) PUB CHARITY	TO IMPLEMENT A NATIONAL MODEL - THE NURSE FAMILY PARTNERSHIP PROGRAM - TO HELP IMPROVE PRENATAL HEALTH, CHILD HEALTH AND DEVELOPMENT THROUGH AGE TWO IN SUFFOLK AND ISLE OF WIGHT COUNTY.	10,111.
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVE, SUITE A SUFFOLK, VA 23434-4654	501(C)(3) PUB CHARITY	TO IMPLEMENT A NATIONAL MODEL - THE NURSE FAMILY PARTNERSHIP PROGRAM - TO IMPROVE PRENATAL HEALTH, CHILD HEALTH AND DEVELOPMENT THROUGH AGE TWO IN FRANKLIN CITY AND ISLE OF WIGHT COUNTY.	28,734.
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVE, SUITE A SUFFOLK, VA 23434-4654	501(C)(3) PUB CHARITY	A DENTAL HEALTH PROMOTION PROJECT. TO IMPROVE THE ORAL HEALTH OF CHILDREN IN ISLE OF WIGHT COUNTY, CITY OF FRANKLIN AND SOUTHAMPTON COUNTY BY IMPROVING THE MEDICAID/FAMIS UTILIZATION RATE.	2,311.
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVE, SUITE A SUFFOLK, VA 23434-4654	501(C)(3) PUB CHARITY	TO PROVIDE UNDERINSURED AND UNINSURED DIABETICS WITH ONE-ON-ONE CHRONIC DISEASE CASE MANAGEMENT SERVICES.	16,000.
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVE, SUITE A SUFFOLK, VA 23434-4654	501(C)(3) PUB CHARITY	TO PROVIDE UNDERINSURED AND UNINSURED DIABETICS WITH ONE-ON-ONE CHRONIC DISEASE CASE MANAGEMENT SERVICES.	4,000.

946,338

TOTAL CONTRIBUTIONS APPROVED

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 23

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
PARTNERSHIP INCOME			14	640,148.	
OTHER INCOME			01	1,200.	
TOTALS				<u>641,348.</u>	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No. 1545-0092

2012

Name of estate or trust

Employer identification number

OBICI HEALTHCARE FOUNDATION, INC.

51-0249728

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	2,385,456.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	2,385,456.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	304,473.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	304,473.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		2,385,456.
14	Net long-term gain or (loss):			
a	Total for year	14a		304,473.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		2,689,929.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	



2012 Income Tax Returns

OBICI HEALTHCARE FOUNDATION, INC.



KPMG LLP
1676 International Drive
McLean, VA 22102

Telephone 703 286 8000
Fax 703 286 8010
Internet www.us.kpmg.com

January 9, 2014

PRIVATE

Mr. Michael Brinkley
Director of Finance
Obici Healthcare Foundation, Inc.
106 W. Finney Avenue
Suffolk, VA 23434

Dear Mr. Brinkley:

Enclosed are the original and copies of the following income tax returns for the Obici Healthcare Foundation, Inc. for the year ended March 31, 2013:

- Form 990-T; *Exempt Organization Business Return*

The original should be signed, dated, and filed in accordance with the filing instructions included with the copy of the return. The first copy is for your use and should be retained for your files, while the second copy should be made available for public inspection.

In addition, enclosed is one copy of the following income tax return electronically filed on your behalf for the year ended March 31, 2013:

- Form 500; *Virginia Corporation Income Tax Return*

The copy is for your use and should be retained for your files.

These returns were prepared from information provided by you or your representative. The preparation of tax returns does not include the independent verification of information used. Therefore, we recommend you review the returns before signing to ensure that there are no omissions or misstatements. If you note anything which may require a change to the returns, please contact us before signing them.

We sincerely appreciate this opportunity to serve you. Please contact us if you have questions concerning the returns or if we may be of further assistance.

KPMG LLP

Enclosures

Instructions for filing
OBICI HEALTHCARE FOUNDATION, INC.
Form 990T - Exempt Organization Business Return
for the period ended March 31, 2013

Signature...

The original return should be signed (using full name and title)
and dated on page 2 by an authorized officer of the organization.

Filing...

The signed return should be filed on or before February 17, 2014
with...

Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0027

Payment of tax...

No payment of tax is required.

To document the timely filing of your tax return(s), we suggest that
you obtain and retain proof of mailing. Proof of mailing can be
accomplished by sending the tax return(s) by registered or certified
mail (metered by the U.S. Postal Service) or through the use of an IRS
approved delivery method provided by an IRS designated private
delivery service.

Department of the Treasury
Internal Revenue Service

For calendar year 2012 or other tax year beginning 04/01, 2012, and ending 03/31, 2013. See separate instructions.

Open to Public Inspection for 501(c)(3) Organizations Only

A Check box if address changed

B Exempt under section
 501(C)(3) 408(e) 220(e) 408A 530(a) 529(a)

C Book value of all assets at end of year: 105,585,269.

D Employer identification number (Employees' trust, see instructions.): 51-0249728

E Unrelated business activity codes (see instructions.): 525990

Name of organization (Check box if name changed and see instructions.): OBICI HEALTHCARE FOUNDATION, INC.

Number, street, and room or suite no. If a P.O. box, see instructions.: 106 W. FINNEY AVENUE

City or town, state, and ZIP code: SUFFOLK, VA 23434

F Group exemption number (see instructions) ▶

G Check organization type ▶ 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity. ▶ DEBT FINANCED PROPERTY

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation. ▶

J The books are in care of ▶ MICHAEL BRINKLEY Telephone number ▶ 757-539-8810

Part I Unrelated Trade or Business Income			(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales				
b	Less returns and allowances	c Balance ▶	1c		
2	Cost of goods sold (Schedule A, line 7)		2		
3	Gross profit. Subtract line 2 from line 1c		3		
4a	Capital gain net income (attach Schedule D)		4a	22,800.	22,800.
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)		4b		
c	Capital loss deduction for trusts		4c		
5	Income (loss) from partnerships and S corporations (attach statement)		5	-156.	ATCH 1
6	Rent income (Schedule C)		6		
7	Unrelated debt-financed income (Schedule E)		7		
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)		8		
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)		9		
10	Exploited exempt activity income (Schedule I)		10		
11	Advertising income (Schedule J)		11		
12	Other income (see instructions; attach statement)		12		
13	Total. Combine lines 3 through 12		13	22,644.	22,644.

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions) (except for contributions, deductions must be directly connected with the unrelated business income)

14	Compensation of officers, directors, and trustees (Schedule K)	14	
15	Salaries and wages	15	
16	Repairs and maintenance	16	
17	Bad debts	17	
18	Interest (attach statement)	18	
19	Taxes and licenses	19	
20	Charitable contributions (see instructions for limitation rules)	20	
21	Depreciation (attach Form 4562)	21	
22	Less depreciation claimed on Schedule A and elsewhere on return	22a	22b
23	Depletion	23	
24	Contributions to deferred compensation plans	24	
25	Employee benefit programs	25	
26	Excess exempt expenses (Schedule I)	26	
27	Excess readership costs (Schedule J)	27	
28	Other deductions (attach statement)	28	
29	Total deductions. Add lines 14 through 28	29	
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	22,644.
31	Net operating loss deduction (limited to the amount on line 30)	31	22,644.
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	
33	Specific deduction (generally \$1,000, but see line 33 instructions for exceptions)	33	1,000.
34	Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	0

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. OBICI HEALTHCARE FOUNDATION, INC.	Employer identification number (EIN) or 51-0249728
	Number, street, and room or suite no. If a P.O. box, see instructions. 106 W. FINNEY AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SUFFOLK, VA 23434	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MICHAEL BRINKLEY

Telephone No. ▶ 757 539-8810 FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/17, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 20 _____ or

▶ tax year beginning 04/01, 20 12, and ending 03/31, 20 13.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Part III Tax Computation

Table with 2 main columns: Description and Amount. Rows include 35 Organizations taxable as corporations, 36 Trusts taxable at trust rates, 37 Proxy tax, 38 Alternative minimum tax, and 39 Total.

Part IV Tax and Payments

Table with 2 main columns: Description and Amount. Rows include 40 Foreign tax credit, 41 Subtract line 40e from line 39, 42 Other taxes, 43 Total tax, 44 Payments, 45 Total payments, 46 Estimated tax penalty, 47 Tax due, 48 Overpayment, and 49 Enter the amount of line 48.

Part V Statements Regarding Certain Activities and Other Information (see instructions)

Table with 3 columns: Question, Yes, No. Rows include 1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account... and 2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust?

Schedule A - Cost of Goods Sold. Enter method of inventory valuation

Table with 2 main columns: Description and Amount. Rows include 1 Inventory at beginning of year, 2 Purchases, 3 Cost of labor, 4a Additional section 263A costs, 4b Other costs, 5 Total, 6 Inventory at end of year, 7 Cost of goods sold, and 8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?

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

Signature of officer, Date, Title, and a box for 'May the IRS discuss this return with the preparer shown below (see instructions)?' with Yes/No options.

Paid Preparer Use Only section containing: Print/Type preparer's name (MARGARET A. BRADSHAW), Preparer's signature, Date (1/09/14), Firm's name (KPMG LLP), Firm's address (1676 INTERNATIONAL DRIVE, MCLEAN, VA 22102), Firm's EIN (13-5565207), and Phone no. (703-286-8000).

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property

Table with 1 column for description of property, rows (1) through (4).

2. Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions directly connected with the income. Rows (1) through (4) and a Total row.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B)

Schedule E - Unrelated Debt-Financed Income (see instructions)

Table with 5 columns: 1. Description of debt-financed property, 2. Gross income from or allocable to debt-financed property, 3. Deductions directly connected with or allocable to debt-financed property (a) Straight line depreciation, (b) Other deductions, 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions. Includes a Totals row and instructions for entering values on page 1.

Total dividends-received deductions included in column 8

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

Table for Exempt Controlled Organizations with 6 columns: 1. Name of controlled organization, 2. Employer identification number, 3. Net unrelated income, 4. Total of specified payments made, 5. Part of column 4 that is included in the controlling organization's gross income, 6. Deductions directly connected with income in column 5. Rows (1) through (4).

Nonexempt Controlled Organizations

Table for Nonexempt Controlled Organizations with 5 columns: 7. Taxable Income, 8. Net unrelated income, 9. Total of specified payments made, 10. Part of column 9 that is included in the controlling organization's gross income, 11. Deductions directly connected with income in column 10. Includes instructions for adding columns 5 and 10, and 6 and 11.

Totals

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

Table with 5 columns: 1. Description of income, 2. Amount of income, 3. Deductions directly connected, 4. Set-asides, 5. Total deductions and set-asides. Includes a Totals row.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

Table with 7 columns: 1. Description of exploited activity, 2. Gross unrelated business income, 3. Expenses directly connected, 4. Net income (loss), 5. Gross income from activity, 6. Expenses attributable, 7. Excess exempt expenses. Includes a Totals row.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

Table with 7 columns: 1. Name of periodical, 2. Gross advertising income, 3. Direct advertising costs, 4. Advertising gain or (loss), 5. Circulation income, 6. Readership costs, 7. Excess readership costs. Includes a Totals row.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

Table with 7 columns: 1. Name of periodical, 2. Gross advertising income, 3. Direct advertising costs, 4. Advertising gain or (loss), 5. Circulation income, 6. Readership costs, 7. Excess readership costs. Includes a Totals row.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

Table with 4 columns: 1. Name, 2. Title, 3. Percent of time devoted to business, 4. Compensation attributable to unrelated business. Includes a Total row.

ATTACHMENT 1

FORM 990T - LINE 5 -INCOME (LOSS) FROM PARTNERSHIPS

BLUESTEM PARTNERS LP K-1	-156.
INCOME (LOSS) FROM PARTNERSHIPS	<u>-156.</u>

**SCHEDULE D
(Form 1120)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.
▶ Information about Schedule D (Form 1120) and its separate instructions is at www.irs.gov/form1120.

OMB No. 1545-0123

2012

Name **OBICI HEALTHCARE FOUNDATION, INC.** Employer identification number **51-0249728**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

Complete Form 8949 before completing line 1, 2, or 3. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price) from Form(s) 8949, Part I, line 2, column (d)	(e) Cost or other basis from Form(s) 8949, Part I, line 2, column (e)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
1 Short-term totals from all Forms 8949 with box A checked in Part I .				
2 Short-term totals from all Forms 8949 with box B checked in Part I .				
3 Short-term totals from all Forms 8949 with box C checked in Part I .	1,821.			1,821.
4 Short-term capital gain from installment sales from Form 6252, line 26 or 37				4
5 Short-term capital gain or (loss) from like-kind exchanges from Form 8824				5
6 Unused capital loss carryover (attach computation)				6 ()
7 Net short-term capital gain or (loss). Combine lines 1 through 6 in column h				7 1,821.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

Complete Form 8949 before completing line 8, 9, or 10. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price) from Form(s) 8949, Part II, line 4, column (d)	(e) Cost or other basis from Form(s) 8949, Part II, line 4, column (e)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 4, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
8 Long-term totals from all Forms 8949 with box A checked in Part II .				
9 Long-term totals from all Forms 8949 with box B checked in Part II .				
10 Long-term totals from all Forms 8949 with box C checked in Part II .	20,979.			20,979.
11 Enter gain from Form 4797, line 7 or 9				11
12 Long-term capital gain from installment sales from Form 6252, line 26 or 37				12
13 Long-term capital gain or (loss) from like-kind exchanges from Form 8824				13
14 Capital gain distributions (see instructions)				14
15 Net long-term capital gain or (loss). Combine lines 8 through 14 in column h				15 20,979.

Part III Summary of Parts I and II

16 Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15)		1,821.
17 Net capital gain. Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7)		20,979.
18 Add lines 16 and 17. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns		22,800.

Note. If losses exceed gains, see **Capital losses** in the instructions.

Sales and Other Dispositions of Capital Assets

Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

2012

Department of the Treasury
Internal Revenue Service

File with your Schedule D to list your transactions for lines 1, 2, 3, 8, 9, and 10 of Schedule D.

Attachment
Sequence No. **12A**

Name(s) shown on return
OBICI HEALTHCARE FOUNDATION, INC.

Social security number or taxpayer identification number
51-0249728

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transaction, see page 2.

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8849, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	BLUESTEM PARTNERS LP K-1	VARIOUS	VARIOUS	1,821.				1,821.
2	Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1 (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)			1,821.				1,821.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side.)

Social security number or taxpayer identification number

OBICI HEALTHCARE FOUNDATION, INC.

51-0249728

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long-term. For short-term transactions, see page 1.

You must check Box A, B, or C below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8849, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Long-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS
- (B) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (C) Long-term transactions not reported to you on Form 1099-B

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
3 BLUESTEM PARTNERS LP K-1	VARIOUS	VARIOUS	20,979.				20,979.
4 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8 (if Box A above is checked), line 9 (if Box B above is checked), or line 10 (if Box C above is checked).			20,979.				20,979.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

OBICI HEALTHCARE FOUNDATION, INC.
EIN: 51-0249728
FOR YEAR ENDED MARCH 31, 2013

Net Operating Loss Carryforward Schedule

Year End	NOL Generated	NOL Used in PY	NOL Used in CY	NOL Available
3/31/2011	28,586		22,644	5,942
3/31/2012	622			622
3/31/2013	-			-
TOTAL	29,208	-	22,644	6,564
			NOL CARRYFORWARD TO 3/31/2014	<u>6,564</u>



VA Form 500

2012 Income Tax Returns

OBICI HEALTHCARE FOUNDATION, INC.



KPMG LLP
1676 International Drive
McLean, VA 22102

Telephone 703 286 8000
Fax 703 286 8010
Internet www.us.kpmg.com

January 22, 2014

PRIVATE

Mr. Michael Brinkley
Director of Finance
OBICI Healthcare Foundation, Inc.
106 W. Finney Avenue
Suffolk, VA 23434

Dear Mr. Brinkley:

Enclosed is one copy of the following income tax returns for the OBICI Healthcare Foundation, Inc. for the year ended March 31, 2013:

- Form 500: *Virginia Corporation Income Tax Return*

The copy is for your use and should be retained for your files.

These returns were prepared from information provided by you or your representative. The preparation of tax returns does not include the independent verification of information used. Therefore, we recommend you review the returns before signing to ensure that there are no omissions or misstatements. If you note anything which may require a change to the returns, please contact us before signing them.

We sincerely appreciate this opportunity to serve you. Please contact us if you have questions concerning the returns or if we may be of further assistance.

Sincerely,

Margaret A. Bradshaw
Senior Tax Manager

Enclosures

* * * * *

OBICI HEALTHCARE FOUNDATION, INC.
Instructions for Filing
Form VA-8453C
Virginia Corporation Income Tax Declaration for Electronic Filing
for the year ended March 31, 2013

* * * * *

Signature . . .

The original form should be signed (using full name and title) and dated by an authorized officer of the corporation.

The signed form should be returned immediately to:

KPMG LLP
1676 International Drive
McLean VA 22102

Filing . . .

Your return will be filed electronically. You do not need to file any forms with the state of Virginia.

No Tax Due . . .


There is no tax due for the current year.

DO NOT separately file Form 500 with the state of Virginia. Doing so will delay the processing of your return.

We must receive your signed Form VA-8453C before we can electronically transmit your return. The state of Virginia will notify us when your return has been accepted. Your return is not considered filed until the state confirms its acceptance.

E-FILING AUTHORIZATION REQUIRED

KPMG must receive this signed form before this return can be electronically filed. This form serves as your written authorization for KPMG to electronically file the return with the state taxing authority. Please sign this form as indicated below, to indicate that you release/approve this state return for e-file submission to the state taxing authority by KPMG. Please fax or mail it to your KPMG representative for receipt as soon as possible so that the return is e-filed timely.

X 
Authorized Signature

1/8/14
Date

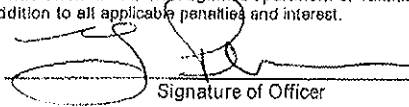
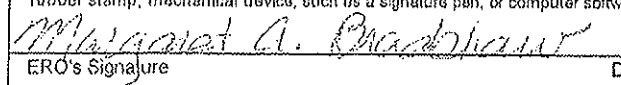
X Gina Pitrone
Please Print Name of Signer

IMPORTANT: Do NOT file the enclosed taxpayer copy with the state

taxing authority. You have been provided filing copies for ONLY those returns that are not being electronically filed.

DO NOT SEND THIS VA-8453C TO THE VA DEPT OF TAXATION OR THE IRS.
IT MUST BE MAINTAINED IN YOUR FILES!

For calendar year 2012, or tax year beginning 04/01, 2012, ending 03/31, 2013 On-line filed return

Corporation Name OBICI HEALTHCARE FOUNDATION, INC.		Federal ID Number 51-0249728	
Part I Tax Return Information			
1. Federal Taxable Income (Form 500, page 2, line 1)	1.	NONE	
2. Virginia Taxable Income (Form 500, page 2, line 7)	2.	NONE	
3. Income tax (Form 500, page 2, line 9)	3.	NONE	
4. Total payments and credits (Form 500, page 2, line 16)	4.		
5. Total due (Form 500, page 2, line 21)	5.	NONE	
6. Amount to be refunded (Form 500, page 2, line 24)	6.		
Part II Declaration of Officer			
<p>I declare under penalties of perjury that I am an officer of the above corporation and that I have compared the information on the return with the information I have provided to my electronic return originator (ERO), transmitter, and/or intermediate service provider (ISP) and that the amounts described in Part I above agree with the amounts shown on the corresponding lines of my 2012 Virginia corporation income tax return. To the best of my knowledge and belief, the corporation's return is true, correct and complete. I consent that the corporation's return including this declaration and accompanying schedules and statements be sent to the Internal Revenue Service (IRS) by my ERO and by the IRS to the Virginia Department of Taxation. This declaration is to be retained by the ERO or transmitter as validation of the corporation's electronically filed Virginia income tax return. If filing a balance due return, I authorize the Virginia Department of Taxation and its designated Financial Agent to initiate an ACH electronic funds withdrawal entry to the financial institution account indicated on the 2012 Virginia income tax return for payment of state taxes owed on this return. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I certify that the transaction does not directly involve a financial institution outside of the territorial jurisdiction of the United States at any point in the process.</p> <p>I understand that if the Virginia Department of Taxation does not receive full and timely payment of its liability, the corporation will remain liable for the tax liability in addition to all applicable penalties and interest.</p>			
 Signature of Officer		Executive Director Title	
		1/8/14 Date	
Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer			
<p>I declare that I have reviewed the above corporation's return and that the entries on this form are complete and correct to the best of my knowledge. I have obtained the corporate officer's signature on Form VA-8453C before submitting this return to the Internal Revenue Service (IRS) and the Virginia Department of Taxation. I have provided the officer with a copy of all forms and information to be filed with the IRS and the Virginia Department of Taxation, and have followed all other requirements as described in Pub. 3112, IRS e-file Application and Participation, and Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns, and any requirements specified by the Virginia Department of Taxation. If I am also the Paid Preparer, under penalties of perjury, I declare that I have examined the above corporation's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which preparer has any knowledge. ERO's and paid preparer can sign the form using a rubber stamp, mechanical device, such as a signature pen, or computer software program.</p>			
 ERO's Signature		1/7/14 Date	
		P00501222 ERO's SSN or PTIN	
Firm's name (or yours if self-employed)		Paid Preparer? <input checked="" type="checkbox"/> Y <input type="checkbox"/> N	
KPMG LLP		Self-employed? <input type="checkbox"/> Y <input checked="" type="checkbox"/> N	
Street Address		EIN	
1676 INTERNATIONAL DRIVE		13-5565207	
City, State, and Zip		Phone no.	
MCLEAN VA 22102		703-286-8000	
Paid Preparer's Signature		Preparer's SSN or PTIN	
SAME AS ABOVE			
Firm's name (or yours if self-employed)		Self-employed? <input type="checkbox"/> Y <input checked="" type="checkbox"/> N	
KPMG LLP			
Street Address		EIN	
1676 INTERNATIONAL DRIVE		13-5565207	
City, State and Zip		Phone no.	
MCLEAN VA 22102			

Cumulative E-File History 2012	
VA	
Locator: 3776GE	
Taxpayer Name: OBICI HEALTHCARE FOUNDATION, INC.	
Return Type: 1120, RIC	
Submitted Date	1/13/2014 9:58:50 AM
Acknowledgement Date	1/16/2014 9:47:58 PM
Status	Accepted
Submission ID	54028020140135000011
Print	Close

**2012 Virginia Corporation
 Income Tax Return**



Official Use Only

FISCAL or

SHORT Year Filer: Beginning Date 04/01, 2012; Ending Date 03/31, 2013

Preparer's FEIN, PTIN or SSN 13-5565207 Short Year Return Change in Accounting Period

By checking the box to the right, I (we) authorize the Department of Taxation to discuss this return with the undersigned preparer.

Federal Employer ID Number <u>51-0249728</u>		Check if:	
Name <u>OBICI HEALTHCARE FOUNDATION, INC.</u>		<input type="checkbox"/> Initial Filer	
Physical Address <u>106 W. FINNEY AVENUE</u>		<input type="checkbox"/> Name Change	
Physical City or Town <u>SUFFOLK</u>		<input type="checkbox"/> Physical Address Change	
State <u>VA</u>		<input type="checkbox"/> Mailing Address Change	
Mailing Address (if different from Physical Address)		Entity Type Code <u>NP</u>	ZIP Code <u>23434</u>
City Or Town	State	ZIP Code	NAICS <u>525990</u>
Date Incorporated <u>02/01/2006</u>	State or Country of Incorporation <u>VA</u>	Description of Business Activity <u>CHARITABLE ORGANIZATION</u>	

<p>Check Applicable Boxes</p> <input type="checkbox"/> Consolidated - Sch 500AC Attached <input type="checkbox"/> Combined - Sch 500AC Attached <input type="checkbox"/> Change in Filing Status <input type="checkbox"/> Multistate Sch 500A Attached <input type="checkbox"/> Schedule 500AB Attached <input checked="" type="checkbox"/> Nonprofit Corporation	<p>Final Return</p> <input type="checkbox"/> Final Return - Check here and applicable boxes below. <input type="checkbox"/> Withdrawn <input type="checkbox"/> Dissolved - No longer liable for tax Dissolved Date _____ <input type="checkbox"/> Merged Merged Date _____ Merged FEIN # _____ <input type="checkbox"/> S Corp Effective _____	<p>Corporate Telecommunications Company</p> Enter amount from Form 500T, Line 7: _____ .00 <p>Noncorporate Telecommunications Company</p> Check box and enter amount from Form 500T, Line 10 <input type="checkbox"/> _____ .00 <p>Electric Supplier Company</p> Enter amount from Sch 500EL, Line 7 or 14: _____ .00
---	--	--

<p>Amended Return</p> Complete Form 500 and Schedule 500ADJ. Attach an explanation of changes to income and modifications. DO NOT FILE THIS FORM TO CARRY BACK A NET OPERATING LOSS. File Form 500NOLD.	<input type="checkbox"/> Amended Return - Check here and other applicable boxes. <input type="checkbox"/> Federal Audit - Attach copy of IRS final determination <input type="checkbox"/> Schedule 500A Changes <input type="checkbox"/> Schedule 500ADJ Changes	<input type="checkbox"/> Nonrefundable or Refundable Credit Change <input type="checkbox"/> Schedule 500AB Changes <input type="checkbox"/> Capital Loss Carryback <input type="checkbox"/> Other-Attach Explanation
---	---	---

Questions and Related Information

A Have you made any payments to an affiliated corporation or a related individual or other related entity for interest, royalties or other expenses related to intangible property (patents, trademarks, copyrights and similar intangible property)? If yes, complete and attach Schedule 500AB.
 Enter Exception amount from Schedule 500AB, Line 8 _____ .00

B Coalfield Employment Enhancement Tax Credit earned from Form 306, Line 11 _____ .00

C If a net operating loss deduction was claimed in computing federal taxable income on the U.S. Corporation Income Tax Return, provide the requested information. If NOL results from merger, enter below the FEIN of company generating NOL prior to merger date.
 (1) Year of loss 2010
 (2) Federal NOL 28586.
 (3) Percent of federal NOL used this year 79.21 %
 FEIN _____
 (If there are NOL's for more than one year, attach a schedule)

D If Pass-Through Entity Withholding is claimed, enter the number of Schedule VK-1's and complete and attach Schedule 500ADJ, Page 2.

E Has your federal income tax liability been redetermined with the IRS and finalized for any prior year(s) that has not previously been reported to the Virginia Department of Taxation? If Yes, provide the years. Year(s) _____

F Location of the Corporation's books SEE STATEMENT 1
 Contact for Corporation's books MICHAEL BRINKLEY Contact Telephone Number 757-539-8810

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. OBICI HEALTHCARE FOUNDATION, INC.	Employer identification number (EIN) or 51-0249728
	Number, street, and room or suite no. If a P.O. box, see instructions. 106 W. FINNEY AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SUFFOLK, VA 23434	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MICHAEL BRINKLEY

Telephone No. ► 757 539-8810 FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/17, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year 20 ____ or

► tax year beginning 04/01, 20 12, and ending 03/31, 20 13.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev. 1-2013)

2012 Virginia
Form 500

Federal Employer ID Number 51-0249728
Page 2



INCOME

1	Federal taxable income (from attached federal return)	1	<u>NONE.00</u>
2	Total Additions from Schedule 500ADJ, Section A, Line 7	2	<u>.00</u>
3	Total (add Lines 1 and 2)	3	<u>NONE.00</u>
4	Total Subtractions from Schedule 500ADJ, Section B, Line 10	4	<u>.00</u>
5	Balance (subtract Line 4 from Line 3)	5	<u>NONE.00</u>
6	Savings and Loan Association's Bad Debt Deduction (see instructions)	6	<u>.00</u>
7	Virginia Taxable Income (subtract Line 6 from Line 5)	7	<u>NONE.00</u>

TAX COMPUTATION

8 **Multistate Corporation** - If business conducted within and without Virginia (Multistate Corporation), attach Schedule 500A and complete Lines 8(a) through 8(d). If entire business conducted in Virginia, skip to Line 9.

(a)	Income subject to Virginia tax from Schedule 500A, Section B, Line 3(j)	8(a)	<u>.00</u>
(b)	Apportionment factor from Schedule 500A, Section B, Line 1 or Line 2(g)	8(b)	<u>%</u>
(c)	Nonapportionable investment function income from Schedule 500A, Section B, Line 3(c)	8(c)	<u>.00</u>
(d)	Nonapportionable investment function loss from Schedule 500A, Section B, Line 3(e)	8(d)	<u>.00</u>
9	Income tax (6% of Line 7 or 6% of Line 8(a))	9	<u>NONE.00</u>

PAYMENTS AND CREDITS

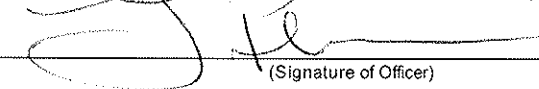
10	Nonrefundable Tax Credits: Enter the amount from Schedule 500CR, Part XXX, Line 134	10	<u>.00</u>
11	Adjusted Corporate Tax (subtract Line 10 from Line 9)	11	<u>NONE.00</u>
12	2012 estimated Virginia income tax payments including overpayment credit from 2011	12	<u>.00</u>
13	Extension payment	13	<u>.00</u>
14	Refundable Tax Credits from Schedule 500CR, Part XXXIV, Line 142	14	<u>.00</u>
15	Pass-Through Entity total withholding from Schedule 500ADJ, Section D	15	<u>.00</u>
16	Total payments and credits (add Lines 12 through 15)	16	<u>.00</u>

REFUND OR TAX DUE

17	Tax owed (if Line 11 is greater than Line 16, subtract Line 16 from Line 11)	17	<u>NONE.00</u>
18	Penalty (see Instructions)	18	<u>.00</u>
19	Interest (see Instructions)	19	<u>.00</u>
20	Additional charge from Form 500C, Line 17 (attach Form 500C)	20	<u>.00</u>
21	Total due (add Lines 17 through 20)	21	<u>NONE.00</u>
22	Overpayment (if Line 16 is greater than Line 11, subtract Line 11 from Line 16)	22	<u>.00</u>
23	Amount to be credited to 2013 estimated tax	23	<u>.00</u>
24	Amount to be refunded (subtract Line 23 from Line 22)	24	<u>.00</u>

Mail this return to the Virginia Department of Taxation, P.O. Box 1500, Richmond, Virginia 23218-1500 on or before the fifteenth day of the fourth month (15th day of the sixth month for nonprofit corporations) following the close of the taxable year. Make checks payable to the Virginia Department of Taxation.

I, the undersigned president, vice-president, treasurer, assistant treasurer, chief accounting officer, or other officer duly authorized to act, of the corporation for which this return is made, declare under the penalties provided by law that this return (including any accompanying schedules and statements) has been examined by me and is, to the best of my knowledge and belief, a true, correct, and complete return, made in good faith, for the taxable year stated, pursuant to the income tax laws of the Commonwealth of Virginia. If prepared by a person other than taxpayer, this declaration is based on all information of which they have any knowledge.

1/16/14 (Date)  (Signature of Officer) Executive Director (Title)

1/16/14 (Date) KPMG LLP (703) 286-8000 (Address) Margot A. Becklaw (Preparer's Name, Firm Name and Phone Number)

Approved Vendor Code 1062 **IMPORTANT: ATTACH A COPY OF YOUR FEDERAL RETURN TO THIS RETURN**

**2012 Virginia
Schedule 500FED**

**Schedule of Federal
Line Items**



Name as shown on Virginia return OBICI HEALTHCARE FOUNDATION, INC. Federal Employer ID Number 51-0249728

Form 1120-Deductions and Taxable Income

1. Domestic Production Activities Deduction	1	<u>.00</u>
2. Federal Taxable Income before NOL and Special Deductions	2	<u>.00</u>
3. Net Operating Loss Deduction	3	<u>.00</u>
4. Special Deductions	4	<u>.00</u>
5. Federal Taxable Income after NOL and Special Deductions	5	<u>NONE.00</u>

Form 1120, Schedule C-Dividends and Special Deductions

6. Subpart F Income	6	<u>.00</u>
7. Foreign Dividend Gross-Up	7	<u>.00</u>

Form 1120, Schedule K or M-3

8. Tax Exempt Interest	8	<u>.00</u>
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Form 5884

9. Salaries and Wages not deducted due to the WOTC	9	<u>.00</u>
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Form 4562-Special Depreciation Allowance and Other Depreciation

10. Special depreciation allowance for qualified property placed in service during the tax year	10	<u>.00</u>
11. Property subject to 168(f)(1) election	11	<u>.00</u>
12. Other depreciation	12	<u>.00</u>

Form 1118, Schedule A, Income or Loss Before Adjustments-Gross Income or Loss

13. Total: Deemed Dividends (Exclude Gross-up)	13	<u>.00</u>
14. Total: Deemed Dividend (Gross-up)	14	<u>.00</u>
15. Total: Other Dividends (Exclude Gross-up)	15	<u>.00</u>
16. Total: Other Dividends (Gross-up)	16	<u>.00</u>
17. Total: Interest	17	<u>.00</u>
18. Total: Gross Rents, Royalties, and License Fees	18	<u>.00</u>
19. Total: Gross Income from Performance of Services	19	<u>.00</u>
20. Total: Other	20	<u>.00</u>
21. Total: Total Gross Income or Loss from Outside The US	21	<u>.00</u>

Form 1118, Schedule A, Income or Loss Before Adjustments-Deductions

22. Total: Definitely Allocable-Rental, Royalty, and Licensing Expenses-Depreciation, Depletion, and Amortization	22	<u>.00</u>
23. Total: Definitely Allocable-Rental, Royalty, and Licensing Expenses-Other Expenses	23	<u>.00</u>
24. Total: Definitely Allocable-Expenses Related to Gross Income From Performance of Services	24	<u>.00</u>
25. Total: Definitely Allocable-Other Definitely Allocable Deductions	25	<u>.00</u>
26. Total: Total Definitely Allocable Deductions	26	<u>.00</u>
27. Total: Apportioned Share of Deductions Not Definitely Allocable	27	<u>.00</u>
28. Total: Net Operating Loss Deduction	28	<u>.00</u>
29. Total: Total Deductions	29	<u>.00</u>

Form 1118, Schedule A, Income or Loss Before Adjustments-Total Income

30. Total: Total Income or (Loss) Before Adjustments	30	<u>.00</u>
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Attach Schedule 500FED to Your Virginia Corporation Return, Form 500

VIRGINIA FORM 500, PAGE 1 DETAIL

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LOCATION OF CORPORATION'S BOOKS

OBICI HEALTHCARE FOUNDATION, INC.
106 W. FINNEY AVENUE
SUFFOLK
VA 23434