

WITT MARES PLC  
701 TOWN CENTER DRIVE, SUITE 900  
NEWPORT NEWS, VA 23606-4287

OBICI HEALTHCARE FOUNDATION, INC.  
1514 HOLLAND ROAD NO. 104  
SUFFOLK, VA 23434

|||||

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CLIENT'S COPY

COPY



Obici Healthcare Foundation, Inc.  
1514 Holland Road No. 104  
Suffolk, VA 23434

Obici Healthcare Foundation, Inc.:

Enclosed are the organization's 2008 Exempt Organization returns. The paper filed return(s) should be signed, dated, and mailed, as indicated.

Specific filing instructions are as follows.

FORM 990-PF RETURN:

This return has been prepared for electronic filing. If you wish to have it transmitted electronically to the IRS, please sign, date, and return Form 8879-EO to our office. We will then submit the electronic return to the IRS. Do not mail a paper copy of the return to the IRS.

Form 990-PF has an overpayment of \$36,527. The entire overpayment has been applied to the estimated tax payments.

No amount is due on Form 990-PF.

FORM 990-T RETURN:

No amount is due on Form 990-T.

Please sign and mail as soon as possible.

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

Please note that there is \$4,020,756 of undistributed income for 2008 on Form 990-PF. The organization must distribute this amount by the end of its 2009 tax year to avoid the excise tax on undistributed income.

Additionally, duly signed and authorized copies of this return should be filed with each of the following state authorities, on or before February 15, 2009.

Mail to: Office of the Attorney General  
Commerce Division  
900 East Main Street  
Richmond, Va 23219

The Virginia Form 500 should be mailed as soon as possible  
to:

Virginia Dept. Of Taxation  
P.O. Box 1500  
Richmond, Va 23218-1500

No payment is required with this return when filed.

The additional copy(ies) of Form 8886, Reportable Transaction  
Disclosure Statement, should be filed separately at the  
following address:

Internal Revenue Service  
OTSA Mail Stop 4915  
1973 North Rulon White Blvd.  
Ogden, Utah 84404

Copies of all the returns are enclosed for your files. We  
suggest that you retain these copies indefinitely.

Very truly yours,

Witt Mares

Form **990-W**

**Estimated Tax on Unrelated Business Taxable  
Income for Tax-Exempt Organizations**

OMB No. 1545-0976

**(WORKSHEET)**  
Department of the Treasury  
Internal Revenue Service

(and on Investment Income for Private Foundations) **FORM 990-PF**  
(Keep for your records. Do not send to the Internal Revenue Service.)

**2009**

1	Unrelated business taxable income expected in the tax year .....	1	
2	Tax on the amount on line 1. See instructions for tax computation .....	2	
3	Alternative minimum tax (see instructions) .....	3	
4	Total. Add lines 2 and 3 .....	4	
5	Estimated tax credits (see instructions) .....	5	
6	Balance. Subtract line 5 from line 4 .....	6	
7	Other taxes (see instructions) .....	7	
8	Total. Add lines 6 and 7 .....	8	
9	Credit for federal tax paid on fuels (see instructions) .....	9	
10a	Subtract line 9 from line 8. <b>Note.</b> If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions .....	10a	
b	Enter the tax shown on the 2008 return (see instructions). <b>Caution.</b> If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c .....	10b	2,098.
c	<b>2009 Estimated Tax.</b> Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c .....	10c	2,120.
			<b>ADJUSTED TO</b>

		(a)	(b)	(c)	(d)	
11	Installment due dates (see instructions) .....	11	08/17/09	09/15/09	12/15/09	03/15/10
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions) .....	12	530.	530.	530.	530.
13	2008 Overpayment (see instructions) .....	13				
14	Payment due. (Subtract line 13 from line 12.) .....	14				

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2009)

**ESTIMATED TAX** 2,120.  
**OVERPAYMENT APPLIED** 36,527.  
**AMOUNT DUE** 0.

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

**2008**

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.

For calendar year 2008, or tax year beginning **APR 1, 2008**, and ending **MAR 31, 2009**

G Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>OBICI HEALTHCARE FOUNDATION, INC.</b> Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>1514 HOLLAND ROAD 104</b> City or town, state, and ZIP code <b>SUFFOLK, VA 23434</b>	A Employer identification number <b>51-0249728</b> B Telephone number <b>757-539-8810</b>
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		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 74,042,899.</b> (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>				
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received		<b>N/A</b>	
	2 Check <input checked="" 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	<b>1,597,919.</b>	<b>1,597,919.</b>	<b>STATEMENT 4</b>
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	<b>-10487344.</b>		<b>STATEMENT 3</b>
	b Gross sales price for all assets on line 6a	<b>37,507,493.</b>		
	7 Capital gain net income (from Part IV, line 2)		<b>0.</b>	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	<b>239,193.</b>	<b>239,193.</b>	<b>STATEMENT 5</b>	
12 <b>Total.</b> Add lines 1 through 11	<b>-8,650,232.</b>	<b>1,837,112.</b>		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	<b>349,136.</b>	<b>0.</b>	<b>349,136.</b>
	14 Other employee salaries and wages	<b>139,212.</b>	<b>0.</b>	<b>139,212.</b>
	15 Pension plans, employee benefits	<b>76,753.</b>	<b>0.</b>	<b>76,753.</b>
	16a Legal fees <b>STMT 6</b>	<b>21,456.</b>	<b>0.</b>	<b>21,456.</b>
	b Accounting fees <b>STMT 7</b>	<b>34,775.</b>	<b>0.</b>	<b>34,775.</b>
	c Other professional fees			
	17 Interest	<b>196,571.</b>	<b>40,867.</b>	<b>0.</b>
	18 Taxes <b>STMT 8</b>	<b>103,775.</b>	<b>0.</b>	<b>30,886.</b>
	19 Depreciation and depletion	<b>13,414.</b>	<b>0.</b>	
	20 Occupancy	<b>41,056.</b>	<b>0.</b>	<b>41,056.</b>
	21 Travel, conferences, and meetings	<b>43,556.</b>	<b>0.</b>	<b>47,923.</b>
	22 Printing and publications			
	23 Other expenses <b>STMT 9</b>	<b>1,715,398.</b>	<b>1,586,398.</b>	<b>127,675.</b>
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	<b>2,735,102.</b>	<b>1,627,265.</b>	<b>868,872.</b>
	25 Contributions, gifts, grants paid	<b>8,241,771.</b>		<b>4,834,977.</b>
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	<b>10,976,873.</b>	<b>1,627,265.</b>	<b>5,703,849.</b>	
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<b>-19627105.</b>			
b <b>Net investment income</b> (if negative, enter -0-)		<b>209,847.</b>		
c <b>Adjusted net income</b> (if negative, enter -0-)			<b>N/A</b>	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2008)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	4,707,711.	851.	851.	
	2 Savings and temporary cash investments		15,192,757.	15,192,757.	
	3 Accounts receivable				
	Less: allowance for doubtful accounts				
	4 Pledges receivable				
	Less: allowance for doubtful accounts				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable				
	Less: allowance for doubtful accounts				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	48,013.	39,633.	38,061.	
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 13	30,426,201.	9,790,782.	9,790,782.	
	c Investments - corporate bonds STMT 14	3,642,930.	4,741,968.	4,741,968.	
	11 Investments - land, buildings, and equipment: basis				
Less: accumulated depreciation					
12 Investments - mortgage loans					
13 Investments - other STMT 15	69,284,269.	43,393,325.	43,393,325.		
14 Land, buildings, and equipment: basis	64,869.				
Less: accumulated depreciation STMT 16	27,130.	46,070.	37,739.	37,739.	
15 Other assets (describe STATEMENT 17)	682,095.	847,416.	847,416.		
16 Total assets (to be completed by all filers)	108,837,289.	74,044,471.	74,042,899.		
Liabilities	17 Accounts payable and accrued expenses	60,098.	32,251.		
	18 Grants payable	5,076,768.	3,406,794.		
	19 Deferred revenue	2,848,593.			
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe )				
23 Total liabilities (add lines 17 through 22)	7,985,459.	3,439,045.			
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	100,851,830.	70,605,426.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances	100,851,830.	70,605,426.			
31 Total liabilities and net assets/fund balances	108,837,289.	74,044,471.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	100,851,830.
2 Enter amount from Part I, line 27a	2	-19,627,105.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 11	3	6,083,056.
4 Add lines 1, 2, and 3	4	87,307,781.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 12	5	16,702,355.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	70,605,426.



**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					
b SEE ATTACHED STATEMENTS					
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 37,507,493.		47,994,837.	-10,487,344.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			-10,487,344.		
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	-10,487,344.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 .....				3	N/A

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2007	4,585,183.	115,770,846.	.039606
2006	717,008.	105,190,685.	.006816
2005			
2004			
2003			
2 Total of line 1, column (d)			2 .046422
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .023211
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 88,420,528.
5 Multiply line 4 by line 3			5 2,052,329.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,098.
7 Add lines 5 and 6			7 2,054,427.
8 Enter qualifying distributions from Part XII, line 4			8 5,864,604.

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

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 36,527.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns for Yes/No. Includes questions about political campaigns, unrelated business income, and state reporting.

**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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP://WWW.OBICIHCF.ORG/</u>	13	X	
14	The books are in care of ► <u>MICHAEL HAMMOND</u> Telephone no. ► <u>757-539-8810</u> Located at ► <u>1514 HOLLAND ROAD, SUFFOLK, VA</u> ZIP+4 ► <u>23434</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

		Yes	No
<b>1a</b>	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
<b>c</b>	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 2008?	1c	X
<b>2</b>	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)):		
<b>a</b>	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2008 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 2008.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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 2008?	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))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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)?
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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)?

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? 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?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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

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.

Table with 5 columns: (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. Row 1: SEE STATEMENT 18, 349,136., 17,456., 36,025.

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

Table with 5 columns: (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. Row 1: NONE

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

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CORNERSTONE PARTNERS, LLC 1900 ARLINGTON BOULEVARD, CHARLOTTESVILLE, VA	INVESTMENT/MANAGEMENT	416,838.
PETER B. CANNELL & CO., INC. 645 MADISON AVENUE, NEW YORK, NY 10007	INVESTMENT/MANAGEMENT	67,777.
COVINGTON, HENDRIX, ANDERSON ARCHITECTS 360 SOUTHPORT CIRCLE, SUITE 104, VIRGINIA BEACH	ARCHITECT SERVICES	107,132.
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 GRANTS TO IMPROVE HEALTHCARE IN THE CITY OF SUFFOLK, INCLUDING CASE MANAGEMENT FOR UNINSURED LOW INCOME INDIVIDUALS, MENTAL HEALTH, WELLNESS AND FITNESS CENTER	0.
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

**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	76,555,763.
b	Average of monthly cash balances .....	1b	13,211,270.
c	Fair market value of all other assets .....	1c	0.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	89,767,033.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) .....	1e	0.
2	Acquisition indebtedness applicable to line 1 assets .....	2	0.
3	Subtract line 2 from line 1d .....	3	89,767,033.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	1,346,505.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	88,420,528.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	4,421,026.

**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	4,421,026.
2a	Tax on investment income for 2008 from Part VI, line 5 .....	2a	2,098.
b	Income tax for 2008. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	2,098.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	4,418,928.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	4,418,928.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	4,418,928.

**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	5,703,849.
b	Program-related investments - total from Part IX-B .....	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	2	160,755.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	4	5,864,604.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b .....	5	2,098.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	5,862,506.

**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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				4,418,928.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			5,466,432.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$	5,864,604.			
a Applied to 2007, but not more than line 2a			5,466,432.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				398,172.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				4,020,756.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶  
**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**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 the instructions.)**

**1 Information Regarding Foundation Managers:**  
**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 19

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

**c** Any submission deadlines:

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



**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 20				
<b>Total</b> .....				<b>▶ 3a</b> 4834977.
<i>b Approved for future payment</i>				
<b>Total</b> SEE STATEMENT 21 .....				<b>▶ 3b</b> 3406794.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Dividends and interest from securities, etc.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: 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.

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 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' and a large 'COPY' watermark.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [ ] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A'.

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

Signature and title section for officer or trustee (2009 EXECUTIVE DIRECTOR) and preparer (WITT MARES PLC, 701 TOWN CENTER DRIVE, SUITE 900, NEWPORT NEWS, VA 23606-4287). Includes fields for date, title, signature, and EIN.

**Part IV** Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES ST			
b	PUBLICLY TRADED SECURITIES LT			
c	HIGHCLERE INTERNATIONAL EQUITY FUND-ST	P		
d	HIGHCLERE INTERNATIONAL INVESTORS-LT	P		
e	CARDINAL MID-CAP VALUE EQUITY PARTNERS LP-ST	P		
f	CARDINAL MID-CAP VALUE EQUITY PARTNERS LP-LT	P		
g	ACACIA INTERNATIONAL PARTNERS, LP-ST	P		
h	ACACIA INTERNATIONAL PARTNERS, LP-LT	P		
i	ALLIANCE BERNSTEIN ALL ASSET DEEP VALUE AIV, LP-S	P		
j	ARTIO INTERNATIONAL EQUITY FUND II LLC-ST	P		
k	ARTIO INTERNATIONAL EQUITY FUND II LLC-LT	P		
l	1607 CAPITAL INTERNATIONAL FUND-ST	P		
m	1607 CAPITAL INTERNATIONAL FUND-LT	P		
n	FEDERAL STREET ASSOCIATES OFFSHORE FUND, LTD	P		
o	WINSTON HEDGED EQUITY FUNDS, LTD	P		

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	24,189,974.		26,855,252.	-2,665,278.
b	12,574,378.		16,064,424.	-3,490,046.
c			743,455.	-743,455.
d			400,616.	-400,616.
e			880,787.	-880,787.
f			1,057,874.	-1,057,874.
g			156,798.	-156,798.
h			523,158.	-523,158.
i	7,696.			7,696.
j			734,014.	-734,014.
k			322,524.	-322,524.
l			135,934.	-135,934.
m			47,566.	-47,566.
n			68,545.	-68,545.
o	405,866.			405,866.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-2,665,278.
b			-3,490,046.
c			-743,455.
d			-400,616.
e			-880,787.
f			-1,057,874.
g			-156,798.
h			-523,158.
i			7,696.
j			-734,014.
k			-322,524.
l			-135,934.
m			-47,566.
n			-68,545.
o			405,866.

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
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 .....	3

**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 SR PHOENICIA INC.	P		
b THE TORREY DEVELOPMENT OFFSHORE FUND	P		
c LIGHTHOUSE DIVERSIFIED FUND LIMITED	P		
d THE TORREY INTERNATIONAL OFFSHORE FUND	P		
e CAPITAL GAINS DIVIDENDS			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 48,976.			48,976.
b		3,890.	-3,890.
c 48,253.			48,253.
d 95,390.			95,390.
e 136,960.			136,960.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			48,976.
b			-3,890.
c			48,253.
d			95,390.
e			136,960.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-10,487,344.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 .....	3	N/A

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Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	COMPUTER & EQUIPMENT														
1	COMPUTER	12/18/06	SL	5.00			1,447.				1,447.	361.		289.	650.
21	COPIER	12/18/06	SL	5.00			6,100.				6,100.	1,525.		1,220.	2,745.
113	2 COMPUTER MONITORS	12/18/06	SL	5.00			3,423.				3,423.	856.		685.	1,541.
115	BROTHER LASER PRINTER	12/18/06	SL	5.00			707.				707.	176.		141.	317.
116	COMPUTER EQUIPMENT	12/18/06	SL	5.00			980.				980.	245.		196.	441.
117	3 COMPUTER/MONITOR	01/02/07	SL	5.00			5,308.				5,308.	1,327.		1,062.	2,389.
118	COMPUTER EQUIPMENT	01/02/07	SL	5.00			912.				912.	228.		182.	410.
119	PHONE SYSTEM	01/19/07	SL	7.00			2,939.				2,939.	490.		420.	910.
120	PHONES	01/24/07	SL	7.00			591.				591.	98.		84.	182.
121	PHONE VOICEMAIL	02/14/07	SL	7.00			2,601.				2,601.	433.		372.	805.
122	PRINTER	02/15/07	SL	5.00			657.				657.	153.		132.	285.
141	LAPTOP COMPUTER	04/23/07	SL	5.00			1,344.				1,344.	246.		269.	515.
142	PROJECTOR	04/23/07	SL	5.00			1,302.				1,302.	239.		261.	500.
145	AVAYA PHONE	07/13/07	SL	5.00			435.				435.	42.		62.	104.
158	DESKTOP COMPUTER	08/06/08	SL	5.00			2,066.				2,066.			310.	310.
169	MICROSOFT OFFICE	09/22/08	SL	3.00			897.				897.			149.	149.
170	FILE ROOM SYSTEM	10/03/08	SL	10.00			1,300.				1,300.			65.	65.

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Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	* 990-PF PG 1 TOTAL - COMPUTER & EQUIPMENT						33,009.				33,009.	6,419.		5,899.	12,318.
	FURNITURE & EQUIPMENT														
123	FURNITURE	12/07/06	SL	7.00		HY16	5,255.				5,255.	1,001.		751.	1,752.
140	CONFERENCE TABLE & 8 CHAIRS	07/27/07	SL	7.00		HY16	5,623.				5,623.	134.		803.	937.
171	2 LEATHER MESH CHAIRS	08/04/08	SL	7.00		HY16	713.				713.			68.	68.
172	DESK AND FILE CABINET	08/01/08	SL	7.00		HY16	781.				781.			74.	74.
	* 990-PF PG 1 TOTAL - FURNITURE & EQUIPMENT						12,372.				12,372.	1,135.		1,696.	2,831.
	SOFTWARE														
124	SOFTWARE	01/02/07		36M		HY43	730.				730.	304.		243.	547.
125	SOFTWARE	12/18/06		36M		HY43	452.				452.	200.		151.	351.
126	SOFTWARE	03/31/07		36M		HY43	849.				849.	283.		283.	566.
143	GIFT MANAGEMENT SOFTWARE	06/01/07	SL	3.00		HY16	14,960.				14,960.	4,156.		4,987.	9,143.
144	3 POWER POINT SOFTWARE	06/01/07	SL	3.00		HY16	595.				595.	165.		198.	363.
146	ADOBE DREAMWEAVER SOFTWARE	08/20/07	SL	3.00		HY16	1,065.				1,065.	237.		355.	592.
147	ADOBE CREATIVE SUITE DESIGN SOFTWARE	09/21/07	SL	3.00		HY16	837.				837.	140.		279.	419.
	* 990-PF PG 1 TOTAL - SOFTWARE						19,488.				19,488.	5,485.		6,496.	11,981.
	* GRAND TOTAL 990-PF PG 1 DEPR & AMORT						64,869.				64,869.	13,039.		14,091.	27,130.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES ST	24,189,974.	26,855,252.	0.	0.	-2,665,278.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES LT	12,574,378.	16,064,424.	0.	0.	-3,490,046.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
HIGHCLERE INTERNATIONAL EQUITY FUND-ST	0.	743,455.	0.	0.	-743,455.	



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
HIGHCLERE INTERNATIONAL INVESTORS-LT	0.	400,616.	0.	PURCHASED	0.	-400,616.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CARDINAL MID-CAP VALUE EQUITY PARTNERS LP-ST	0.	880,787.	0.	PURCHASED	0.	-880,787.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CARDINAL MID-CAP VALUE EQUITY PARTNERS LP-LT	0.	1,057,874.	0.	PURCHASED	0.	-1,057,874.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
ACACIA INTERNATIONAL PARTNERS, LP-ST	0.	156,798.	0.	PURCHASED	0.	-156,798.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ACACIA INTERNATIONAL PARTNERS, LP-LT	0.	523,158.	0.	0.	-523,158.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ALLIANCE BERNSTEIN ALL ASSET DEEP VALUE AIV, LP-ST	7,696.	0.	0.	0.	7,696.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ARTIO INTERNATIONAL EQUITY FUND II LLC-ST	0.	734,014.	0.	0.	-734,014.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ARTIO INTERNATIONAL EQUITY FUND II LLC-LT	0.	322,524.	0.	0.	-322,524.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
1607 CAPITAL INTERNATIONAL FUND-ST	0.	135,934.	0.	PURCHASED 0.		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
1607 CAPITAL INTERNATIONAL FUND-LT	0.	47,566.	0.	PURCHASED 0.		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FEDERAL STREET ASSOCIATES OFFSHORE FUND, LTD	0.	68,545.	0.	PURCHASED 0.		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
WINSTON HEDGED EQUITY FUNDS, LTD	405,866.	0.	0.	PURCHASED 0.		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SR PHOENICIA INC.	48,976.	0.	0.	0.	48,976.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THE TORREY DEVELOPMENT OFFSHORE FUND	0.	3,890.	0.	0.	-3,890.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LIGHTHOUSE DIVERSIFIED FUND LIMITED	48,253.	0.	0.	0.	48,253.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THE TORREY INTERNATIONAL OFFSHORE FUND	95,390.	0.	0.	0.	95,390.

CAPITAL GAINS DIVIDENDS FROM PART IV					136,960.
TOTAL TO FORM 990-PF, PART I, LINE 6A					-10,487,344.



FORM 990-PF	ACCOUNTING FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	34,775.	0.		34,775.	
TO FORM 990-PF, PG 1, LN 16B	34,775.	0.		34,775.	

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	33,602.	0.		30,221.	
FEDERAL EXCISE TAX	10,566.	0.		0.	
OTHER FEES AND TAXES	665.	0.		665.	
FOREIGN TAX	58,942.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	103,775.	0.		30,886.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES (SUNTRUST)	509,674.	509,674.		0.	
INVESTMENT FEES (PARTNERSHIPS)	379,788.	379,788.		0.	
INVESTMENT FEES (FOREIGN INVESTMENTS)	407,999.	407,999.		0.	
ADVERTISING	33,033.	0.		32,733.	
MAINTENANCE AGREEMENTS	4,089.	0.		4,089.	
CONSULTANT SERVICE	46,851.	0.		47,273.	
DUES AND SUBSCRIPTIONS	14,595.	0.		14,426.	
INSURANCE	10,034.	0.		10,034.	
OFFICE EXPENSES	13,378.	0.		12,846.	
TELEPHONE	4,206.	0.		4,206.	
POSTAGE AND SHIPPING	2,137.	0.		2,068.	
ARTIO INTERNATIONAL EQUITY FUND II LLC	10,389.	10,389.		0.	
1607 CAPITAL INTERNATIONAL EQUITY FUND	32,484.	32,484.		0.	

ACACIA INSTITUTIONAL PARTNERS	32,286.	32,286.	0.
BLUESTEM PARTNERS, LP	213,778.	213,778.	0.
AMORTIZATION	677.	0.	0.
TO FORM 990-PF, PG 1, LN 23	<u>1,715,398.</u>	<u>1,586,398.</u>	<u>127,675.</u>

## FOOTNOTES

STATEMENT 10

INCOME (LOSSES), DEDUCTIONS, CREDITS, AND OTHER ITEMS FROM THE FOLLOWING PASS-THROUGH ENTITIES WERE ENTERED IN THIS TAX RETURN.

CARDINAL MID-CAP VALUE EQUITY PARTNERS, LP [FEIN:20-391816]

CEDAR ROCK CAPITAL PARTNERS, LLC [FEIN:98-0425858]

THE HIGHCLERE INTERNATIONAL INVESTORS SMALLER COMPANIES FUND, C/O HIGHCLERE INTERNATIONAL INVESTORS, INC [FEIN: 20-4622296]

BLUESTEM PARTNERS, LP [FEIN: 16-1671729]

ACACIA INST PARTNERS, L.P. [FEIN: 13-3885966]

ALLIANCEBERNSTEIN ALL ASSET DEEP VALUE AIV I LP [FEIN:80-0298191]

1607 CAPITAL INTERNATIONAL EQUITY FUND [FEIN:26-1761983]

ARTIO INTERNATIONAL EQUITY FUND II, LLC [FEIN: 43-2077663]

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FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	11
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DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	1,006,288.
REVERSAL OF PRIOR YEAR ACCRUAL OF CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT	5,076,768.
TOTAL TO FORM 990-PF, PART III, LINE 3	6,083,056.

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FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	12
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DESCRIPTION	AMOUNT
UNREALIZED LOSS ON PARTNERSHIP AND FOREIGN INVESTMENTS	16,702,355.
TOTAL TO FORM 990-PF, PART III, LINE 5	16,702,355.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
APACHE CORP	176,248.	176,248.
APPLE INC.	178,704.	178,704.
BROOKFIELD ASSET MANAGEMENT INC.	186,030.	186,030.
CROWN HOLDINGS INC.	215,935.	215,935.
EQT CORP	172,315.	172,315.
EV3 INC.	198,800.	198,800.
GODCORP INC.	106,624.	106,624.
HORMEL FOODS CORP	199,773.	199,773.
HUDSON CITY BANCORP INC.	192,885.	192,885.
INTERNATIONAL BUSINESS MACHS	193,780.	193,780.
MCCORMIC & CO INC.	195,162.	195,162.
MEDCO HEALTH SOLUTIONS	190,164.	190,164.
POTASH CORP SASK INC.	185,863.	185,863.
RAYONIER INC.	199,452.	199,452.
REPUBLIC SVCS	197,225.	197,225.
SOUTHWESTERN ENERGY CO	97,977.	97,977.
TELEFLEX INC.	74,271.	74,271.
TERADAT CORP DEL	184,097.	184,097.
THERMO FISHER SCIENTIFIC INC.	189,051.	189,051.
URBAN OUTFITTERS, INC	188,255.	188,255.
VERTEX PHARMACEUTICALS, INC.	175,253.	175,253.
ACCURAY, INC.	88,025.	88,025.
AVIS BUDGET GROUP INC.	29,575.	29,575.



CABOT MICROELECTRONICS CORP	156,195.	156,195.
CAL DIVE INTL INC	165,865.	165,865.
CALIFORNIA PIZZA KITCHEN, INC.	85,020.	85,020.
CHECKPOINT SYSTEMS INC	152,042.	152,042.
CONSTELLATION BRANDS	142,800.	142,800.
COOPER COS INC	158,640.	158,640.
ENCORE ACQUISITION CO	151,255.	151,255.
HANESBRANDS INC.	157,905.	157,905.
HAYNES INTL INC.	165,726.	165,726.
JOHN BEAN TECHNOLOGIES	104,600.	104,600.
KANSAS CITY SOUTHERN	108,035.	108,035.
LIFEPOINT HOSPITALS INC	146,020.	146,020.
LIVE NATION INC	84,105.	84,105.
NALCO HOLDING CO	182,980.	182,980.
NV ENERGY INC	197,190.	197,190.
PETSMART INC.	209,600.	209,600.
SALLY BEAUTY HOLDINGS INC	150,520.	150,520.
ZEBRA TECHNOLOGIES COPR	152,160.	152,160.
FIDUCIARY MGMT INC FDS	2,994,071.	2,994,071.
PIMCO COMMODITY REALRETURN STRATEGY	310,589.	310,589.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,790,782.	9,790,782.

FORM 990-PF	CORPORATE BONDS	STATEMENT	14
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
RIDGEWORTH FD TOTAL RETURN BD	3,889,393.	3,889,393.	
PIMCO GLOBAL BOND FUND	852,575.	852,575.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,741,968.	4,741,968.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	15
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIGHTHOUSE DIVERSIFIED FUND	FMV	156,947.	156,947.
THE TORRY INTERNATIONAL OFFSHORE FUND	FMV	590,427.	590,427.
THE TORRY DEVELOPMENT OFFSHORE FUND	FMV	629,869.	629,869.
CARDINAL MID-CAP VALUE EQUITY LP	FMV	3,906,557.	3,906,557.
ARTIO INST. INTERNATIONAL EQUITY FUND	FMV	3,822,516.	3,822,516.
HIGHCLERE INTERNATION SMALL CO FUND	FMV	3,156,693.	3,156,693.
CEDAR ROCK CAPITAL PARTNERS LLC	FMV	4,456,436.	4,456,436.
1607 CAPITAL PARTNERS	FMV	2,326,517.	2,326,517.

BLUESTEM PARTNERS LP	FMV	8,767,198.	8,767,198.
FEDERAL STREET PARTNERS	FMV	4,179,288.	4,179,288.
SR EMERGING	FMV	2,574,384.	2,574,384.
WINSTON HEDGED EQUITY	FMV	3,849,612.	3,849,612.
SR PHOENICIA	FMV	1,984,775.	1,984,775.
ACACIA INST. PARTNERS	FMV	2,972,286.	2,972,286.
ALLIANCE BERNSTEIN	FMV	19,820.	19,820.
TOTAL TO FORM 990-PF, PART II, LINE 13		43,393,325.	43,393,325.

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FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT 16

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,447.	650.	797.
COPIER	6,100.	2,745.	3,355.
2 COMPUTER MONITORS	3,423.	1,541.	1,882.
BROTHER LASER PRINTER	707.	317.	390.
COMPUTER EQUIPMENT	980.	441.	539.
3 COMPUTER/MONITOR	5,308.	2,389.	2,919.
COMPUTER EQUIPMENT	912.	410.	502.
PHONE SYSTEM	2,939.	910.	2,029.
PHONES	591.	182.	409.
PHONE VOICEMAIL	2,601.	805.	1,796.
PRINTER	657.	285.	372.
FURNITURE	5,255.	1,752.	3,503.
SOFTWARE	730.	547.	183.
SOFTWARE	452.	351.	101.
SOFTWARE	849.	566.	283.
CONFERENCE TABLE & 8 CHAIRS	5,623.	937.	4,686.
LAPTOP COMPUTER	1,344.	515.	829.
PROJECTOR	1,302.	500.	802.
GIFT MANAGEMENT SOFTWARE	14,960.	9,143.	5,817.
3 POWER POINT SOFTWARE	595.	363.	232.
AVAYA PHONE	435.	104.	331.
ADOBE DREAMWEAVER SOFTWARE	1,065.	592.	473.
ADOBE CREATIVE SUITE DESIGN SOFTWARE	837.	419.	418.
DESKTOP COMPUTER	2,066.	310.	1,756.
MICROSOFT OFFICE	897.	149.	748.
FILE ROOM SYSTEM	1,300.	65.	1,235.
2 LEATHER MESH CHAIRS	713.	68.	645.
DESK AND FILE CABINET	781.	74.	707.
TOTAL TO FM 990-PF, PART II, LN 14	64,869.	27,130.	37,739.

FORM 990-PF	OTHER ASSETS	STATEMENT	17
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART COLLECTION	653,240.	653,240.	653,240.
DEVELOPMENT COSTS	17,775.	172,772.	172,772.
ACCRUED INTEREST ON INVESTMENTS	11,080.	21,404.	21,404.
TO FORM 990-PF, PART II, LINE 15	682,095.	847,416.	847,416.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	18
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE Y. BIRDSONG 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	CHAIRMAN 1.00	0.	0.	0.
J. SAMUEL GLASSCOCK 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	VICE CHAIRMAN 1.00	0.	0.	0.
HENRY G. SIMPSON 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	SECRETARY / TREASURER 1.00	0.	0.	0.
MICHAEL BEACHLER 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	EXECUTIVE DIRECTOR 40.00	174,499.	8,725.	8,839.
MICHAEL HAMMOND 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	CFO 40.00	95,789.	4,789.	19,366.
DENISE BLAKNEY 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	SENIOR PROGRAM OFFICER 40.00	78,848.	3,942.	7,820.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		349,136.	17,456.	36,025.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 19

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDLISA KELCH  
1514 HOLLAND ROAD, SUITE 104  
SUFFOLK, VA 23434TELEPHONE NUMBERNAME OF GRANT PROGRAM

757-539-8810

OBICI INITIAL GRANT PROGRAM

FORM AND CONTENT OF APPLICATIONS

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

IN ADDITION:

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

ANY SUBMISSION DEADLINES

JULY 20, 2009

RESTRICTIONS AND LIMITATIONS ON AWARDS

MAXIMUM GRANT SIZE: \$500,000

RESTRICTIONS:

- LOBBYING OR POLITICAL ACTIVITIES.
- CLINICAL RESEARCH.
- MEETINGS AND CONFERENCES UNLESS THEY ARE ESSENTIAL TO A LARGER PROJECT.
- DIRECT FUNDING FOR DIRECT MEDICAL OR SOCIAL SERVICES THAT ARE ALREADY FUNDED THROUGH EXISTING THIRD-PARTY REIMBURSEMENT SOURCES.
- CAPITAL PROJECTS ONLY CONSIDERED IF THERE IS A 1 TO 1 DOLLAR MATCH COMMITTED TO THE PROJECT, AND IT CAN BE DEMONSTRATED THAT THE PROJECT WOULD IMPROVE HEALTH AND HEALTHCARE FOR THE MEDICALLY INDIGENT.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 20

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN CANCER SOCIETY 4116 EXPRESSWAY DRIVE, VIRGINIA BEACH, VA 23452	SUPPORT SVCS AND IMPROVE ACCESS TO CARE FOR CANCER PATIENTS	501C3	5,995.
AMERICAN LUNG ASSOCIATION OF VIRGINIA 9221 FOREST HILL AVENUE, RICHMOND, VA 23235	SUPPORT FOR ASTHMA EDUCATION PROGRAMS FOR KIDS AND ADULTS	501C3	29,338.
AMERICAN RED CROSS 157 NORTH MAIN ST, SUITE C, SUFFOLK, VA 23434	SUPPORT FOR COMMUNITY DEFIBRILLATORS ASSESSMENT	501C3	91,519.
CANDII, INC. 222 WEST 21ST ST, SUITE F308, NORFOLK, VA 23517	HIV/STD PREVENTION PROGRAM	501C3	36,750.
CENTER FOR NEW HOPE AND BEGINNINGS 400 FINNEY AVENUE, SUFFOLK, VA 23439	SUPPORT FOR CASE MGMT SERVICES SUPPORTING TRANSITION OF HOMELESS	501C3	12,495.
CHESAPEAKE SERVICE SYSTEMS 1100 EXECUTIVE BOULEVARD, CHESAPEAKE, VA 23320	NUTRITION EDUCATION AND EXERCISE PROGRAM FOR DISABLED ADULTS	501C3	27,720.
CITY OF FRANKLIN, 207 WEST 207 WEST SECOND AVE, FRANKLIN, VA 23851	PLANNING GRANT TO IMPROVE EARLY CHILDHOOD SERVICES IN FRANKLIN		16,125.

CITY OF SUFFOLK P.O. BOX 1858, SUFFOLK, VA 23439	MATCHING CAPITAL FUNDS FOR NEW SUFFOLK HUMAN SERVICE		250,000.
EASTERN VIRGINIA MEDICAL SCHOOL 855 W. BRAMBLETON AVENUE, NORFOLK, VA 23510	VIDEO INTERVENTION TO INCREASE SAFETY OF CHILDREN IN VEHICLES	501C3	33,433.
EDMARC, INC. 516 LONDON STREET, PORTSMOUTH, VA 23704	FUNDS TO EXPAND PEDIATRIC HOSPICE AND PALLIATIVE CARE PROGRAM	501C3	25,000.
HAMPTON ROADS EDUCATIONAL COMMUNICATIONS ASSOCIATION 5200 HAMPTON BOULEVARD, NORFOLK, VA 23508	STAFF TO PRESENT OBESITY EDUCATIONAL GUIDES TO EDUCATORS	501C3	23,249.
LET'S TALK 818 GAMMON ROAD, VIRGINIA BEACH, VA 23464	SUPPORT FOR EDUCATION, NUTRITION AND EXERCISE TEEN PROGRAM	501C3	21,947.
NORFOLK STATE UNIVERSITY 700 PARK AVENUE, NORFOLK, VA 23504	SUPPORT FOR HEALTH PROMOTION PROGRAM AT LOCAL CHURCH	501C3	32,223.
PAUL D. CAMP COMMUNITY COLLEGE P.O. BOX 737, FRANKLIN, VA 23851	FUNDS FOR NURSE EDUCATION AND NURSING SKILLS LAB	501C3	17,175.
PENINSULA INSTITUTE FOR COMMUNITY HEALTH 12284 WARWICK BLVD, SUITE 2G, NEWPORT NEWS, VA 23606	PLANNING GRANT PHARMACEUTICAL ACCESS NETWORK OF PROVIDERS	501C3	18,804.
PENINSULA INSTITUTE FOR COMMUNITY HEALTH-DENTAL 12284 WARWICK BOULEVARD, SUITE 2G, NEWPORT NEWS, VA 23504	START UP SUPPORT FOR A DENTAL CLINIC	501C3	156,315.

ROANOKE CHOWAN COMMUNITY HEATH CENTER 113 B HERTFORD COUNTY HIGH ROAD, AHOSKIE, NC 27910	501C3	75,682.
	EXPANSION OF TELEHEALTH NETWORK TO GATES COUNTY, NC	
SENTARA OBICI HOSPITAL 2800 GODWIN BLVD, SUFFOLK, VA 23434	501C3	747,582.
	CASE MANAGEMENT TO LOW INCOME UNINSURED RESIDENTS	
SOUTHEASTERN VIRGINIA AREAWIDE MODEL PROGRAM 5 INTERSTATE CORPORATE CENTER, SUITE 101, NORFOLK, VA 23502	501C3	35,908.
	FUNDS FOR STAFF TO HELP LOW INCOME OLDER & DISABLED GET INSURANCE	
SUFFOLK MEALS ON WHEELS 2800 GODWIN BLVD, SUFFOLK, VA 23434	501C3	26,809.
	SUPPORT FOR HOT/COLD MEAL DELIVERY EXPANSION AND FOR DELIVERY VAN	
SUFFOLK PARTNERSHIP FOR A HEALTHY COMMUNITY P.O. BOX 6082, SUFFOLK, VA 23433	501C3	15,294.
	FUNDS TO IDENTIFY THE COMMUNITY'S ASSETS AND TO ORGANIZE THEM	
THE GENEVIEVE SHELTER 1548 HOLLAND ROAD, SUFFOLK, VA 23434	501C3	60,443.
	SUPPORT FOR DOMESTIC VIOLENCE VICTIMS HEALTH ISSUES	
THE UP CENTER 109 CLAY STREET, SUFFOLK, VA 23434	501C3	30,000.
	IN-HOME COUNSELING FOR AT-RISK YOUTH	
THE UP CENTER 109 CLAY STREET, SUFFOLK, VA 23434	501C3	80,000.
	OUTPATIENT COUNSELING FOR AT-RISK INDIVIDUALS AND FA	

Organization Name and Address	Program Description	501C3	Amount
THEATRE IV 114 WEST BROAD STREET, RICHMOND, VA 23220	PERFORMANCES OF CHILD ABUSE PREVENTION/INTERVENTION	501C3	32,937.
VIRGINIA LEGAL AID SOCIETY BOX 6200, 513 CHURCH STREET, LYNCHBURG, VA 23505	MEDICAL LEGAL PLAN TO ENSURE NEEDS OF LOW INCOME FAMILIES	501C3	67,500.
VIRGINIA COMMONWEALTH UNIVERSITY 909 WEST FRANKLIN STREET , RICHMOND, VA 23284-2039	FUNDS TO INCREASE UNDER REPRESENTED MINORITIES WORKING AS DENTISTS	501C3	81,587.
WESTERN TIDEWATER HEALTH DISTRICT 1217 N. MAIN ST., SUFFOLK, VA 23434	EXPANSION OF MATERNAL & CHILD HEALTH & FAMILY PLANNING SERVICES	501C3	152,292.
YOUNG MEN'S CHRISTIAN ASSOCIATION OF SOUTH HAMPTON ROADS 250 WEST BRAMBLETON AVENUE, SUITE 100, NORFOLK, VA 23510	FUNDS FOR AFTER SCHOOL PROGRAM FOR YOUTH AT RISK FOR OBESITY	501C3	125,000.
PENINSULA METROPOLITAN YOUNG MEN'S CHRISTIAN ASSOCIATION 259 JAMES STREET, SMITHFIELD, VA 23430	EXPAND AFTER SCHOOL PROGRAM, MEMBERSHIPS, AND FACILITIES	501C3	136,462.
FOR KIDS, INC. 4000 COLLEY AVENUE, SUITE 300, NORFOLK, VA 23508	FUNDS FOR CHILDREN AND ADULT CASE MANAGEMENT	501C3	92,124.
PENINSULA METROPOLITAN YOUNG MEN'S CHRISTIAN ASSOCIATION 259 JAMES STREET, SMITHFIELD, VA 23430	MATCHING CAPITAL FUNDS FOR EXPANSION OF FACILITIES	501C3	82,500.
SUFFOLK PARTNERSHIP FOR A HEALTHY COMMUNITY 402 PRINCETON ROAD, SUFFOLK, VA 23434	SUPPORT FOR WESTERN TIDEWATER FREE CLINIC	501C3	2066869.



UNITED WAY OF SOUTH HAMPTON ROADS 2515 WALMER AVENUE, NORFOLK, VA 23513-2604	FOOD, CLOTHING, TEMP SHELTER & HEALTH RELATED EXPENSE-TORNADO	501C3	100,000.
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HORIZON HEALTH SERVICES P.O. BOX 29, WAVERLY, VA 23890	NEW ELECTRONIC MEDICAL RECORDS AT NEW DENTAL OFFICE	501C3	27,900.
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TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>4,834,977.</u>
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COPY

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
APPROVED FOR FUTURE PAYMENT

STATEMENT 21

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN LUNG ASSOCIATION OF VIRGINIA 9221 FOREST HILL AVENUE, RICHMOND, VA 23235	SUPPORT FOR ASTHMA EDUCATION PROGRAMS FOR KIDS AND ADULTS	501C3	29,338.
AMERICAN CANCER SOCIETY 4116 EXPRESSWAY DRIVE, VIRGINIA BEACH, VA 23452	OUTREACH, SUPPORT SERVICES & ACCESS TO CANCER PATIENTS,	501C3	58,693.
CANDII, INC. 222 WEST 21ST. STREET, SUITE F308, NORFOLK, VA 23517	HIV/STD PREVENTION PROGRAM	501C3	36,750.
CHESAPEAKE SERVICE SYSTEMS 1100 EXECUTIVE BOULEVARD , CHESAPEAKE, VA 23320	SUPPORT FOR NUTRITION EDUCATION & EXERCISE PROGRAMS FOR DISABLED	501C3	27,720.
CITY OF FRANKLIN 207 WEST SECOND AVE., FRANKLIN, VA 23851	PLANNING GRANT TO IMPROVE EARLY CHILDHOOD SERVICES IN FRANKLIN		16,125.
FOR KIDS, INC. P. O. BX 6044, NORFOLK, VA 23508	FUNDS FOR CHILDREN AND ADULT CASE MANAGEMENT	501C3	207,876.
EASTERN VIRGINIA MEDICAL SCHOOL 855 W. BRAMBLETON AVENUE, NORFOLK, VA 23510	VIDEO INTERVENTION TO INCREASE SAFETY OF CHILDREN IN VEHICLES	501C3	33,433.
EASTERN VIRGINIA MEDICAL SCHOOL FOUNDATION P.O. BOX 5, NORFOLK, VA 23501	LOAN FORGIVENESS PROGRAM MINORITY MEDICAL STUDENTS	501C3	120,000.

EDMARC, INC. 516 LONDON STREET, PORTSMOUTH, VA 23704	FUNDS TO EXPAND PEDIATRIC HOSPICE AND PALLIATIVE CARE PROGRAM	501C3	25,000.
HAMPTON ROADS EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION 5200 HAMPTON BLVD., NORFOLK, VA 23508	FOR STAFF TO PRESENT OBESITY EDUCATIONAL GUIDE DAYCARE PROVIDERS	501C3	60,874.
LET'S TALK 818 GAMMON ROAD, VIRGINIA BEACH, VA 23464	SUPPORT FOR EDUCATION, NUTRITION AND EXERCISE TEEN PROGRAM	501C3	21,947.
NORFOLK STATE UNIVERSITY 700 PARK AVENUE, NORFOLK, VA 23504	SUPPORT FOR HEALTH PROMOTION PROGRAM AT LOCAL CHURCH	501C3	32,222.
PAUL D. CAMP COMMUNITY COLLEGE P. O. BOX 737, FRANKLIN, VA 23851	FUNDS FOR NURSE EDUCATION AND NURSING SKILLS LAB	501C3	17,175.
PENINSULA INSTITUTE FOR COMMUNITY HEALTH-DENTAL 12284 WARWICK BLVD, SUITE 2G, NEWPORT NEWS, VA 23504	START UP SUPPORT FOR A DENTAL CLINIC	501C3	23,685.
PENINSULA METROPOLITAN YOUNG MEN'S CHRISTIAN ASSOCIATION 259 JAMES STREET, SMITHFIELD, VA 23430	FUND FOR AFTER SCHOOL PROGRAM AND IMPROVE FACILITIES	501C3	360,567.
ROANOKE CHOWAN COMMUNITY HEALTH CENTER 113 B. HERFORD COUNTY HIGH ROAD, AHOSKIE, NC 27910	EXPANSION OF TELEHEALTH NETWORK TO GATES COUNTY, NC	501C3	31,325.

ROANOKE CHOWAN COMMUNITY HEALTH CENTER 113 B. HERFORD COUNTY HIGH ROAD, AHOSKIE, NC 27910	501C3	4,928.
	PLANNING GRANT TO BETTER SERVE THE NC MEDICALLY INDIGENT	
SENTARA OBICI HOSPITAL 2800 GODWIN BLVD, SUFFOLK, VA 23434	501C3	175,766.
	CASE MANAGEMENT TO LOW INCOME UNINSURED RESIDENTS	
SOUTHEASTERN VIRGINIA AREAWIDE MODEL PROGRAM 5 INTERSTATE CORPORATE CENTER, SUITE 101, NORFOLK, VA 23502	501C3	35,908.
	FUNDS TO HELP LOW INCOME OLDER & DISABLED OBTAIN INSURANCE &	
SUFFOLK MEALS ON WHEELS 2800 GODWIN BLVD, SUFFOLK, VA 23434	501C3	26,809.
	SUPPORT FOR HOT/COLD MEAL DELIVERY EXPANSION AND FOR DELIVERY VAN	
SUFFOLK PARTNERSHIP FOR A HEALTHY COMMUNITY 402 PRINCETON ROAD, SUFFOLK, VA 23434	501C3	383,131.
	SUPPORT FOR THE WESTERN TIDEWATER FREE CLINIC	
THE CHILDREN'S CENTER 700 CAMPBELL AVENUE, FRANKLIN, VA 23851	501C3	63,750.
	PHYSICAL/OCCUPATIONAL THERAPIST FUNDING FOR INFANT THERAPY SERVICES	
THE GENEVIEVE SHELTER 1548 HOLLAND ROAD, SUFFOLK, VA 23434	501C3	160,442.
	SUPPORT FOR DOMESTIC VIOLENCE VICTIMS HEALTH ISSUES	
THE UP CENTER 109 CLAY STREET, SUFFOLK, VA 23434	501C3	30,000.
	IN-HOME COUNSELING FOR AT-RISK YOUTH	
THE UP CENTER 109 CLAY STREET, SUFFOLK, VA 23434	501C3	30,000.
	OUTPATIENT COUNSELING FOR AT-RISK INDIVIDUALS & FAMILIES	

THEATRE IV 114 WEST BROAD STREET, RICHMOND, VA 23220	PERFORMANCES OF CHILD ABUSE PREVENTION/INTERVENTION	501C3	32,937.
VIRGINIA LEGAL AID SOCIETY P.O. BOX 6200, LYNCHBURG, VA 23505	MEDICAL LEGAL PLAN TO ENSURE NEEDS OF LOW INCOME FAMILIES	501C3	7,500.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 5268 GODWIN BLVD., SUFFOLK, VA 23434	SUPPORT FOR FAMILY THERAPY FOR YOUTH WITH SUBSTANCE ABUSE	501C3	54,972.
WESTERN TIDEWATER HEALTH DISTRICT 1217 N. MAIN ST., SUFFOLK, VA 23434	FUNDS TO FORMULATE ACTION PLAN TO ADDRESS OBESITY IN SUFFOLK	501C3	38,040.
WESTERN TIDEWATER HEALTH DISTRICT 1217 N. MAIN ST., SUFFOLK, VA 23434	EXPANSION OF MATERNAL & CHILD HEALTH AND FAMILY PLANNING SERVICES	501C3	401,874.
YOUNG MEN'S CHRISTIAN ASSOCIATION OF SOUTH HAMPTON ROADS 250 WEST BRAMBLETON AVE, SUITE 100, NORFOLK, VA 23510	AFTER SCHOOL PROGRAM FOR SUFFOLK YOUTH AT RISK FOR OBESITY	501C3	125,000.
VIRGINIA COMMONWEALTH UNIVERSITY 520 N. 12 STREET, RICHMOND, VA 23298	INCREASE REPRESENTATION FOR MINORITIES WORKING AS DENTISTS	501C3	213,587.
HORIZON HEALTH SERVICES-WAVERLY MEDICAL CENTER P.O. BOX 29, WAVERLY, VA 23890	MATCHING CAPITAL FUNDS FOR A NEW DENTAL CENTER	501C3	482,100.

<p>AMERICAN RED CROSS  157 N. MAIN STREET, SUITE C.,  SUFFOLK, VA 23434</p>	<p>SUPPORT FOR COMMUNITY  DEFIBRILLATORS  ASSESSMENT</p>	<p>501C3</p>	<p>13,614.</p>
<p>SUFFOLK PARTNERSHIP  P.O. BOX 6082, SUFFOLK, VA 23433</p>	<p>FUNDS TO IDENTIFY THE  COMMUNITY'S ASSETS AND  ORGANIZE THEM</p>	<p>501C3</p>	<p>23,706.</p>

TOTAL TO FORM 990-PF, PART XV, LINE 3B

3,406,794.

COPY

**Exempt Organization Business Income Tax Return**  
(and proxy tax under section 6033(e))

**2008**

Department of the Treasury  
Internal Revenue Service

For calendar year 2008 or other tax year beginning **APR 1, 2008**, and ending **MAR 31, 2009**

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

<b>A</b> <input type="checkbox"/> Check box if address changed  <b>B</b> Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	Print or Type	Name of organization ( <input type="checkbox"/> Check box if name changed and see instructions.) <b>OBICI HEALTHCARE FOUNDATION, INC.</b> Number, street, and room or suite no. If a P.O. box, see page 9 of instructions. <b>1514 HOLLAND ROAD, NO. 104</b> City or town, state, and ZIP code <b>SUFFOLK, VA 23434</b>	<b>D</b> Employer identification number (Employees' trust, see instructions for Block D on page 9.) <b>51-0249728</b>  <b>E</b> Unrelated business activity codes (See instructions for Block E on page 9.) <b>531390</b>
<b>C</b> Book value of all assets at end of year <b>74042899.</b>	<b>F</b> Group exemption number (See instructions for Block F.) <b>▶</b> <b>G</b> Check organization type <b>▶</b> <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> 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 HAMMOND** Telephone number **▶ 757-539-8810**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
<b>1a</b> Gross receipts or sales			
<b>b</b> Less returns and allowances <b>c</b> Balance <b>▶</b>	<b>1c</b>		
<b>2</b> Cost of goods sold (Schedule A, line 7)	<b>2</b>		
<b>3</b> Gross profit. Subtract line 2 from line 1c	<b>3</b>		
<b>4a</b> Capital gain net income (attach Schedule D)	<b>4a</b>		
<b>b</b> Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	<b>4b</b>		
<b>c</b> Capital loss deduction for trusts	<b>4c</b>		
<b>5</b> Income (loss) from partnerships and S corporations (attach statement)	<b>5</b>	<b>50,106.</b>	<b>STMT 22</b>
<b>6</b> Rent income (Schedule C)	<b>6</b>		
<b>7</b> Unrelated debt-financed income (Schedule E)	<b>7</b>		
<b>8</b> Interest, annuities, royalties, and rents from controlled organizations (Sch. F)	<b>8</b>		
<b>9</b> Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	<b>9</b>		
<b>10</b> Exploited exempt activity income (Schedule I)	<b>10</b>		
<b>11</b> Advertising income (Schedule J)	<b>11</b>		
<b>12</b> Other income (See instructions; attach schedule.)	<b>12</b>		
<b>13 Total.</b> Combine lines 3 through 12	<b>13</b>	<b>50,106.</b>	<b>50,106.</b>

**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.)

<b>14</b> Compensation of officers, directors, and trustees (Schedule K)	<b>14</b>	
<b>15</b> Salaries and wages	<b>15</b>	
<b>16</b> Repairs and maintenance	<b>16</b>	
<b>17</b> Bad debts	<b>17</b>	
<b>18</b> Interest (attach schedule)	<b>18</b>	<b>SEE STATEMENT 23</b>
<b>19</b> Taxes and licenses	<b>19</b>	
<b>20</b> Charitable contributions (See instructions for limitation rules.)	<b>20</b>	
<b>21</b> Depreciation (attach Form 4562)	<b>21</b>	
<b>22</b> Less depreciation claimed on Schedule A and elsewhere on return	<b>22a</b>	<b>22b</b>
<b>23</b> Depletion	<b>23</b>	
<b>24</b> Contributions to deferred compensation plans	<b>24</b>	
<b>25</b> Employee benefit programs	<b>25</b>	
<b>26</b> Excess exempt expenses (Schedule I)	<b>26</b>	
<b>27</b> Excess readership costs (Schedule J)	<b>27</b>	
<b>28</b> Other deductions (attach schedule)	<b>28</b>	
<b>29 Total deductions.</b> Add lines 14 through 28	<b>29</b>	<b>155,704.</b>
<b>30</b> Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	<b>30</b>	<b>-105,598.</b>
<b>31</b> Net operating loss deduction (limited to the amount on line 30)	<b>31</b>	
<b>32</b> Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	<b>32</b>	<b>-105,598.</b>
<b>33</b> Specific deduction (Generally \$1,000, but see instructions for exceptions)	<b>33</b>	<b>1,000.</b>
<b>34 Unrelated business taxable income.</b> Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	<b>34</b>	<b>-105,598.</b>

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here [ ] See instructions and: a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ (2) \$ (3) \$ b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ (2) Additional 3% tax (not more than \$100,000) \$ c Income tax on the amount on line 34 35c 0. 36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: [ ] Tax rate schedule or [ ] Schedule D (Form 1041) 36 37 Proxy tax. See instructions 37 38 Alternative minimum tax 38 39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies 39 0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40a 40b Other credits (see instructions) 40b 40c General business credit. Attach Form 3800 40c 40d Credit for prior year minimum tax (attach Form 8801 or 8827) 40d 40e Total credits. Add lines 40a through 40d 40e 41 Subtract line 40e from line 39 41 0. 42 Other taxes. Check if from: [ ] Form 4255 [ ] Form 8611 [ ] Form 8697 [ ] Form 8866 [ ] Other (attach schedule) 42 43 Total tax. Add lines 41 and 42 43 0. 44a Payments: A 2007 overpayment credited to 2008 44a 44b 2008 estimated tax payments 44b 44c Tax deposited with Form 8868 44c 44d Foreign organizations: Tax paid or withheld at source (see instructions) 44d 44e Backup withholding (see instructions) 44e 44f Other credits and payments: [ ] Form 2439 [ ] Form 4136 [ ] Other Total 44f 45 Total payments. Add lines 44a through 44f 45 46 Estimated tax penalty (see instructions). Check if Form 2220 is attached [ ] 46 47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 47 0. 48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 48 0. 49 Enter the amount of line 48 you want: Credited to 2009 estimated tax Refunded 49

Part V Statements Regarding Certain Activities and Other Information (See instructions on page 18)

1 At any time during the 2008 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here VARIOUS Yes No X 2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see page 5 of the instructions for other forms the organization may have to file. Yes No X 3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

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

N/A

1 Inventory at beginning of year 1 2 Purchases 2 3 Cost of labor 3 4a Additional section 263A costs 4a b Other costs (attach schedule) 4b 5 Total. Add lines 1 through 4b 5 6 Inventory at end of year 6 7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 7 8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes No X

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.

Sign Here Signature of officer Date Title 2009 EXECUTIVE DIRECTOR May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No Preparer's signature Date Check if self-employed [X] Preparer's SSN or PTIN Firm's name (or yours if self-employed), address, and ZIP code WITT MARES PLC 701 TOWN CENTER DRIVE, SUITE 900 NEWPORT NEWS, VA 23606-4287 EIN 54-1184709 Phone no. (757) 873-1587



Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)(see instr. on pg 19)

1 Description of property

Table with 4 rows for property description (1-4).

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.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) 0. (b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) 0.

Schedule E - Unrelated Debt-Financed Income (See instructions on page 19)

Table with 4 columns: 1 Description of debt-financed property, 2 Gross income from or allocable to debt-financed property, 3(a) Straight line depreciation, 3(b) Other deductions.

Table with 5 columns: 4 Amount of average acquisition debt, 5 Average adjusted basis, 6 Column 4 divided by column 5, 7 Gross income reportable, 8 Allocable deductions.

Totals Enter here and on page 1, Part I, line 7, column (A) 0. Enter here and on page 1, Part I, line 7, column (B) 0.

Total dividends-received deductions included in column 8 0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (See instructions on page 20)

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.

Nonexempt Controlled Organizations

Table with 5 columns: 7 Taxable Income, 8 Net unrelated income (loss), 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.

Totals Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A) 0. Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B) 0.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions on page 21)

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. Totals row shows 0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions on page 21)

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. Totals row shows 0.

Schedule J - Advertising Income (see instructions on page 21)

Part I: 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. Totals row shows 0.

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. Totals row shows 0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions on page 22)

Table with 4 columns: 1 Name, 2 Title, 3 Percent of time devoted to business, 4 Compensation attributable to unrelated business. Total row shows 0.

FORM 990-T INCOME (LOSS) FROM PARTNERSHIPS STATEMENT 22

DESCRIPTION	AMOUNT
BLUESTEM PARTNERS, LP	50,106.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	50,106.

FORM 990-T INTEREST PAID STATEMENT 23

DESCRIPTION	AMOUNT
BLUESTEM PARTNERS LP	155,704.
TOTAL TO FORM 990-T, PAGE 1, LINE 18	155,704.

COPY

**Depreciation and Amortization** 990-PF  
 (Including Information on Listed Property)

**2008**

Attachment  
 Sequence No. **67**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return <b>OBICI HEALTHCARE FOUNDATION, INC.</b>	Business or activity to which this form relates <b>FORM 990-PF PAGE 1</b>	Identifying number <b>51-0249728</b>
---	--	---

**Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount. See the instructions for a higher limit for certain businesses .....	<b>1</b>	<b>250,000.</b>
2 Total cost of section 179 property placed in service (see instructions) .....	<b>2</b>	
3 Threshold cost of section 179 property before reduction in limitation .....	<b>3</b>	<b>800,000.</b>
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0- .....	<b>4</b>	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions .....	<b>5</b>	
<b>6</b> (a) Description of property (b) Cost (business use only) (c) Elected cost		
7 Listed property. Enter the amount from line 29 .....	<b>7</b>	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 .....	<b>8</b>	
9 Tentative deduction. Enter the smaller of line 5 or line 8 .....	<b>9</b>	
10 Carryover of disallowed deduction from line 13 of your 2007 Form 4562 .....	<b>10</b>	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 .....	<b>11</b>	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11 .....	<b>12</b>	
13 Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12 .....	<b>13</b>	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)**

14 Special depreciation for qualified property (other than listed property) placed in service during the tax year .....	<b>14</b>	
15 Property subject to section 168(f)(1) election .....	<b>15</b>	
16 Other depreciation (including ACRS) .....	<b>16</b>	<b>13,414.</b>

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**

**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2008 .....	<b>17</b>	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here .....	<input type="checkbox"/>	

**Section B - Assets Placed in Service During 2008 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
<b>19a</b> 3-year property						
<b>b</b> 5-year property						
<b>c</b> 7-year property						
<b>d</b> 10-year property						
<b>e</b> 15-year property						
<b>f</b> 20-year property						
<b>g</b> 25-year property			25 yrs.		S/L	
<b>h</b> Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
<b>i</b> Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

**Section C - Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System**

<b>20a</b> Class life					S/L	
<b>b</b> 12-year			12 yrs.		S/L	
<b>c</b> 40-year	/		40 yrs.	MM	S/L	

**Part IV Summary (See instructions.)**

21 Listed property. Enter amount from line 28 .....	<b>21</b>	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr. ....	<b>22</b>	<b>13,414.</b>
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs .....	<b>23</b>	

Part V

Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? 24b If "Yes," is the evidence written? 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use 26 Property used more than 50% in a qualified business use: 27 Property used 50% or less in a qualified business use: 28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles) 31 Total commuting miles driven during the year 32 Total other personal (noncommuting) miles driven 33 Total miles driven during the year. Add lines 30 through 32 34 Was the vehicle available for personal use during off-duty hours? 35 Was the vehicle used primarily by a more than 5% owner or related person? 36 Is another vehicle available for personal use?

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners 39 Do you treat all use of vehicles by employees as personal use? 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? 41 Do you meet the requirements concerning qualified automobile demonstration use? Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs (b) Date amortization begins (c) Amortizable amount (d) Code section (e) Amortization period or percentage (f) Amortization for this year 42 Amortization of costs that begins during your 2008 tax year: 43 Amortization of costs that began before your 2008 tax year 44 Total. Add amounts in column (f). See the instructions for where to report

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

<b>Part II</b>			<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).		
<b>Type or print</b>  <small>File by the extended due date for filing the return. See instructions.</small>	Name of Exempt Organization		Employer identification number		
	OBICI HEALTHCARE FOUNDATION, INC.		51-0249728		
	Number, street, and room or suite no. If a P.O. box, see instructions.		For IRS use only		
1514 HOLLAND ROAD, NO. 104					
City, town or post office, state, and ZIP code. For a foreign address, see instructions.					
SUFFOLK, VA 23434					

**Check type of return to be filed** (File a separate application for each return):

- Form 990   
  Form 990-EZ   
  Form 990-T (sec. 401(a) or 408(a) trust)   
  Form 1041-A   
  Form 5227   
  Form 8870  
 Form 990-BL   
 Form 990-PF   
 Form 990-T (trust other than above)   
 Form 4720   
 Form 6069

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**MICHAEL HAMMOND**

• The books are in the care of  1514 HOLLAND ROAD, NO. 104 - SUFFOLK, VA 23434  
 Telephone No.  757-539-8810      FAX No.  757-539-8887

• 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.

4 I request an additional 3-month extension of time until FEBRUARY 15, 2010.

5 For calendar year \_\_\_\_\_, or other tax year beginning APR 1, 2008, and ending MAR 31, 2009.

6 If this tax year is for less than 12 months, check reason:  Initial return     Final return     Change in accounting period

7 State in detail why you need the extension  
ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

<b>8a</b>	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.	<b>8a</b>	\$	2,098.
<b>b</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 and any amount paid previously with Form 8868.	<b>8b</b>	\$	38,625.
<b>c</b>	<b>Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	0.

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  \_\_\_\_\_ Title  CPA Date  \_\_\_\_\_

**IRS e-file Signature Authorization  
for an Exempt Organization**

For calendar year 2008, or fiscal year beginning APR 1, 2008, and ending MAR 31, 2009

**2008**

Department of the Treasury  
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**  
▶ **See instructions.**

Name of exempt organization

Employer identification number

**OBICI HEALTHCARE FOUNDATION, INC.**

**51-0249728**

Name and title of officer

**GINA PITRONE  
2009 EXECUTIVE DIRECTOR**

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

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount from the return if any. If you check the box on line **1a, 2a, 3a, 4a, or 5a**, below, and the amount on that line for the return for which you are filing this form was blank, then leave line **1b, 2b, 3b, 4b, or 5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

<b>1a</b> Form 990 check here ▶ <input type="checkbox"/>	<b>b</b> Total revenue, if any (Form 990, line 12) .....	<b>1b</b> _____
<b>2a</b> Form 990-EZ check here ▶ <input type="checkbox"/>	<b>b</b> Total revenue, if any (Form 990-EZ, line 9) .....	<b>2b</b> _____
<b>3a</b> Form 1120-POL check here ▶ <input type="checkbox"/>	<b>b</b> Total tax (Form 1120-POL, line 22) .....	<b>3b</b> _____
<b>4a</b> Form 990-PF check here ▶ <input checked="" type="checkbox"/>	<b>b</b> Tax based on investment income (Form 990-PF, Part VI, line 5) .....	<b>4b</b> <u>2098</u>
<b>5a</b> Form 8868 check here ▶ <input type="checkbox"/>	<b>b</b> Balance Due (Form 8868, line 3c) .....	<b>5b</b> _____

**Part II Declaration and Signature Authorization of Officer**

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2008 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) an indication of any refund offset, (c) the reason for any delay in processing the return or refund, and (d) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an 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. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

**Officer's PIN: check one box only**

I authorize WITT MARES PLC to enter my PIN 12345  
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2008 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2008 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ \_\_\_\_\_ Date ▶ \_\_\_\_\_

**Part III Certification and Authentication**

**ERO's EFIN/PIN.** Enter your six-digit EFIN followed by your five-digit self-selected PIN. 54130345678  
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2008 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ \_\_\_\_\_ Date ▶ \_\_\_\_\_

**ERO Must Retain This Form - See Instructions  
Do Not Submit This Form To the IRS Unless Requested To Do So**

**Reportable Transaction Disclosure Statement**

▶ **Attach to your tax return.**  
 ▶ **See separate instructions.**

Name(s) shown on return (individuals enter last name, first name, middle initial)

Identifying number

**OBICI HEALTHCARE FOUNDATION, INC.**

**51-0249728**

Number, street, and room or suite no.

**1514 HOLLAND ROAD, NO. 104**

City or town, state, and ZIP code

**SUFFOLK, VA 23434**

**A** If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ..... ▶ Statement number \_\_\_\_\_ of \_\_\_\_\_

**B** Enter the form number of the tax return to which this form is attached or related ..... ▶ **990-PF**

Enter the year of the tax return identified above ..... ▶ **03/31/2009**

Is this Form 8886 being filed with an amended tax return?  Yes  No

**C** Check the box(es) that apply (see instructions).  Initial year filer  Protective disclosure

**1a** Name of reportable transaction

**988 LOSSES EXCEEDING \$50,000 THRESHOLD**

**1b** Initial year participated in transaction

**2008**

**1c** Reportable transaction or tax shelter registration number (9 digits or 11 digits)

**2** Identify the type of reportable transaction. Check all boxes that apply (see instructions).

- a**  Listed
- b**  Confidential
- c**  Contractual protection
- d**  Loss
- e**  Brief asset holding period
- f**  Transaction of interest

**3** If you checked box 2a or 2f, enter the published guidance number for the listed transaction or transaction of interest .....

**4** Enter the number of "same as or substantially similar" transactions reported on this form .....

**5** If you participated in the transaction through another entity, check all applicable boxes and provide the information below for the entity (see instructions). (Attach additional sheets, if necessary.)

- a** Type of entity:
 

<input type="checkbox"/> Partnership	<input type="checkbox"/> Partnership
<input type="checkbox"/> S corporation	<input type="checkbox"/> S corporation
<input type="checkbox"/> Trust	<input type="checkbox"/> Trust
<input type="checkbox"/> Foreign	<input type="checkbox"/> Foreign

**b** Name  
 ▶ **SEE STATEMENT 24**

**c** Employer identification number (EIN), if known .....

**d** Date Schedule K-1 received from entity (enter "none" if Schedule K-1 not received) .....

**6** Enter below the name and address of each individual or entity to whom you paid a fee with regard to the transaction if that individual or entity promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction. (Attach additional sheets, if necessary.)

<b>a</b> Name	Identifying number (if known)	Fees paid \$
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Number, street, and room or suite no.

City or town, state, and ZIP code

<b>b</b> Name	Identifying number (if known)	Fees paid \$
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Number, street, and room or suite no.

City or town, state, and ZIP code



7 Facts

a Identify the type of tax benefit generated by the transaction. Check all the boxes that apply (see instructions).

- Deductions       Exclusions from gross income       Tax credits       Other \_\_\_\_\_
- Capital loss       Nonrecognition of gain       Deferral
- Ordinary loss       Adjustments to basis       Absence of adjustments to basis

b Further describe the amount and nature of the expected tax treatment and expected tax benefits generated by the transaction for all affected years. Include facts of each step of the transaction that relate to the expected tax benefits including the amount and nature of your investment. Include in your description your participation in the transaction and all related transactions regardless of the year in which they were entered into. Also, include a description of any tax result protection with respect to the transaction.

SEE STATEMENT 25

8 Identify all tax-exempt, foreign, and related entities and individuals involved in the transaction. Check the appropriate box(es) (see instructions). Include their names(s), identifying number(s), address(es), and a brief description of their involvement. For each foreign entity, identify its country of incorporation or existence. For each related entity, explain how it is related. (Attach additional sheets, if necessary.)

a Type of entity:       Tax-exempt       Foreign       Related

Name	Identifying number
Address	
Description	

b Type of entity:       Tax-exempt       Foreign       Related

Name	Identifying number
Address	
Description	

FORM 8886 PARTICIPATED IN TRANSACTION THROUGH STATEMENT 24  
 ANOTHER ENTITY

TRANSACTION NAME: 988 LOSSES EXCEEDING \$50,000 THRESHOLD

NAME AND EIN OF OTHER ENTITY	TYPE OF ENTITY				DATE K-1 RECEIVED
	PARTNER	S CORP	TRUST	FOREIGN	
THE CHILDREN'S INVESTMENT FUND, LP 36-4545674	X				NONE
ARMOR QUALIFIED, LP 20-4146257	X				NONE
LUXOR CAPITAL PARTNERS, LP 10-0004268	X				NONE

COPY

EACH OF THE UNDERLYING INVESTMENT FUNDS HAS INDICATED THAT THEY, EITHER DIRECTLY OR THROUGH THEIR INVESTMENT IN ANOTHER ENTITY, TRADE VARIOUS STOCKS, SECURITIES AND RELATED FINANCIAL INSTRUMENTS FOR THEIR OWN ACCOUNTS. THE REGULAR ACTIVITY AND PURPOSE OF THE UNDERLYING INVESTMENT FUNDS IS TO GENERATE A PRE-TAX ECONOMIC RETURN FOR THEIR INVESTORS. EACH OF THE UNDERLYING INVESTMENTS FUNDS HAS ENTERED INTO ONE OF THE NAMED REPORTABLE TRANSACTIONS REPORTED ON LINE 1A AS PART OF ITS REGULAR INVESTMENT ACTIVITY. HOWEVER, THE UNDERLYING INVESTMENT FUNDS ARE UNABLE TO EITHER COMPUTE THE ALLOCABLE LOSS OR DETERMINE IF ANY EXCEPTIONS TO THE LOSS REPORTING REQUIREMENT ARE AVAILABLE. ACCORDINGLY, THE TAXPAYER IS DISCLOSING THESE TRANSACTIONS ON A PROTECTIVE BASIS.

COPY

**Return by a U.S. Transferor of Property  
 to a Foreign Corporation**

OMB No. 1545-0026

Attachment  
 Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

**Part I U.S. Transferor Information** (see instructions)

Name of transferor  <b>OBICI HEALTHCARE FOUNDATION, INC.</b>	Identifying number (see instructions)  <b>51-0249728</b>
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**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made?  Yes  No

**2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<b>BLUESTEM PARTNERS, LP</b>	<b>16-1671729</b>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets?  Yes  No
- c** Is the partner disposing of its **entire** interest in the partnership?  Yes  No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?  Yes  No

**Part II Transferee Foreign Corporation Information** (see instructions)

3 Name of transferee (foreign corporation)  <b>POLAR CAPITAL EUROPEAN FORAGER FUND LIMITED</b>	4 Identifying number, if any
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5 Address (including country)  
**1 GEORGE'S QUAY PLAZA  
 GEORGE'S QUAY, IRELAND DUBLIN 2 IRELAND**

6 Country code of country of incorporation or organization  
**EI**

7 Foreign law characterization (see instructions)

8 Is the transferee foreign corporation a controlled foreign corporation?  Yes  No

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash			160,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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**Part IV Additional Information Regarding Transfer of Property** (see instructions)

**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before \_\_\_\_\_ % (b) After \_\_\_\_\_ %

**10** Type of nonrecognition transaction (see instructions) ► \_\_\_\_\_

**11** Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) .....  Yes  No
- b Gain recognition under section 904(f)(5)(F) .....  Yes  No
- c Recapture under section 1503(d) .....  Yes  No
- d Exchange gain under section 987 .....  Yes  No

**12** Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? .....  Yes  No

**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property .....  Yes  No
- b Depreciation recapture .....  Yes  No
- c Branch loss recapture .....  Yes  No
- d Any other income recognition provision contained in the above-referenced regulations .....  Yes  No

**14** Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? .....  Yes  No

**15 a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? .....  Yes  No

**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ \_\_\_\_\_

**16** Was cash the only property transferred? .....  Yes  No

**17 a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? .....  Yes  No

**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## Return by a U.S. Transferor of Property to a Foreign Corporation

OMB No. 1545-0026

Attachment  
Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

**Part I U.S. Transferor Information** (see instructions)

Name of transferor  <b>OBICI HEALTHCARE FOUNDATION, INC.</b>	Identifying number (see instructions)  <b>51-0249728</b>
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**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? .....  Yes  No
- b** Did the transferor remain in existence after the transfer? .....  Yes  No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? .....  Yes  No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? .....  Yes  No

**2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
<b>BLUESTEM PARTNERS, LP</b>	<b>16-1671729</b>

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? .....  Yes  No
- c** Is the partner disposing of its **entire** interest in the partnership? .....  Yes  No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? .....  Yes  No

**Part II Transferee Foreign Corporation Information** (see instructions)

<b>3</b> Name of transferee (foreign corporation)  <b>SECTOR UMBRELLA TRUST-SECTOR SPECULARE IV, FUND</b>	<b>4</b> Identifying number, if any
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**5** Address (including country)  
**75TH ST. STEPHEN'S GREEN  
 DUBLIN, IRELAND IRELAND**

**6** Country code of country of incorporation or organization  
**EI**

**7** Foreign law characterization (see instructions)

- 8** Is the transferee foreign corporation a controlled foreign corporation? .....  Yes  No

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash			500,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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**Part IV Additional Information Regarding Transfer of Property** (see instructions)

**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before \_\_\_\_\_ % (b) After \_\_\_\_\_ %

**10** Type of nonrecognition transaction (see instructions) ► \_\_\_\_\_

**11** Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) .....  Yes  No
- b Gain recognition under section 904(f)(5)(F) .....  Yes  No
- c Recapture under section 1503(d) .....  Yes  No
- d Exchange gain under section 987 .....  Yes  No

**12** Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? .....  Yes  No

**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property .....  Yes  No
- b Depreciation recapture .....  Yes  No
- c Branch loss recapture .....  Yes  No
- d Any other income recognition provision contained in the above-referenced regulations .....  Yes  No

**14** Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? .....  Yes  No

**15 a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? .....  Yes  No

**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ \_\_\_\_\_

**16** Was cash the only property transferred? .....  Yes  No

**17 a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? .....  Yes  No

**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_