

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2019 or tax year beginning **APR 1, 2019**, and ending **MAR 31, 2020**

Name of foundation: **OBICI HEALTHCARE FOUNDATION, INC.**

Number and street (or P.O. box number if mail is not delivered to street address): **106 W. FINNEY AVENUE**

City or town, state or province, country, and ZIP or foreign postal code: **SUFFOLK, VA 23434**

Room/suite: _____

A Employer identification number: 51-0249728

B Telephone number: 757-539-8810

C If exemption application is pending, check here

D 1. Foreign organizations, check here

2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 105,498,671.**

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d), must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	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	256,390.	256,390.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,996,617.			STATEMENT 1
	b Gross sales price for all assets on line 6a	13,800,603.			
	7 Capital gain net income (from Part IV, line 2)		4,997,631.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	197,409.	3,154,040.	0.	STATEMENT 2	
12 Total. Add lines 1 through 11	5,450,416.	8,408,061.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	320,300.	0.	0.	320,300.
	14 Other employee salaries and wages	391,189.	0.	0.	391,189.
	15 Pension plans, employee benefits	216,995.	0.	0.	172,626.
	16a Legal fees				
	b Accounting fees	STMT 3 47,600.	0.	0.	47,600.
	c Other professional fees	STMT 4 711,367.	697,870.	0.	13,497.
	17 Interest	47,733.	0.	0.	0.
	18 Taxes	STMT 5 395.	0.	0.	395.
	19 Depreciation and depletion	94,726.	0.	0.	
	20 Occupancy	76,807.	0.	0.	77,530.
	21 Travel, conferences, and meetings	47,752.	0.	0.	50,651.
	22 Printing and publications				
	23 Other expenses	STMT 6 407,299.	0.	0.	352,338.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,362,163.	697,870.	0.	1,426,126.
	25 Contributions, gifts, grants paid	7,104,661.			4,246,461.
26 Total expenses and disbursements. Add lines 24 and 25	9,466,824.	697,870.	0.	5,672,587.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-4,016,408.				
b Net investment income (if negative, enter -0-)		7,710,191.			
c Adjusted net income (if negative, enter -0-)			0.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	24,790.	165,727.	165,727.
	2 Savings and temporary cash investments	5,894,805.	2,662,636.	2,662,636.
	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	78,985.	21,850.	21,850.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	7,741,825.	10,438,251.	10,438,251.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 9	106,259,153.	90,115,660.	90,115,660.	
14 Land, buildings, and equipment: basis 2,417,471.				
Less: accumulated depreciation 1,009,189.	1,499,577.	1,408,282.	1,408,282.	
15 Other assets (describe STATEMENT 10)	760,515.	686,265.	686,265.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	122,259,650.	105,498,671.	105,498,671.	
Liabilities	17 Accounts payable and accrued expenses	31,855.	99,322.	
	18 Grants payable	1,275,226.	4,133,426.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	1,204,658.	1,120,314.	
	22 Other liabilities (describe)	575,969.	273,424.	
	23 Total liabilities (add lines 17 through 22)	3,087,708.	5,626,486.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions	119,171,942.	99,872,185.	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
29 Total net assets or fund balances	119,171,942.	99,872,185.		
30 Total liabilities and net assets/fund balances	122,259,650.	105,498,671.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	119,171,942.
2 Enter amount from Part I, line 27a	2	-4,016,408.
3 Other increases not included in line 2 (itemize) PRIOR YEAR GRANT RECOVERED	3	14,193.
4 Add lines 1, 2, and 3	4	115,169,727.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	15,297,542.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	99,872,185.

Form 990-PF (2019)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 NET GAINS/LOSSES FROM SALES OF SECURITIES	P		03/30/20
b NET GAINS/LOSSES FROM SALES OF OTHER ASSETS	P		03/30/20
c FOREIGN CORPORATION REDEMPTIONS	P		03/30/20
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 371,029.			371,029.
b			0.
c 13,429,574.		8,802,972.	4,626,602.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			371,029.
b			0.
c			4,626,602.
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	4,997,631.
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	4,997,631.

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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	5,009,791.	117,620,262.	.042593
2017	5,353,624.	116,763,646.	.045850
2016	5,511,690.	107,219,885.	.051405
2015	5,681,173.	109,186,883.	.052032
2014	5,283,993.	113,701,688.	.046472

2 Total of line 1, column (d)	2	.238352
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.047670
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	118,272,343.
5 Multiply line 4 by line 3	5	5,638,043.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	77,102.
7 Add lines 5 and 6	7	5,715,145.
8 Enter qualifying distributions from Part XII, line 4	8	5,677,233.

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 amount owed is 81,996.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, tax returns, and substantial contributors. Marked with 'X' for 'Yes' or 'No'.

Part VII-A Statements Regarding Activities (continued)

		Yes	No
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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		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>	X	
14	The books are in care of ► <u>ANNETTE C. BEUCLER</u> Telephone no. ► <u>757-539-8810</u> Located at ► <u>106 W. FINNEY AVENUE, 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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year	15 N/A	
16	At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

		Yes	No
1a	During the year, did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ► <u>2018</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	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:			Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b		
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>			
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?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		320,300.	37,980.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DIANE NELMS - 106 W. FINNEY AVENUE, SUFFOLK, VA 23434	COMMUNICATIONS MANAGER 40.00	76,102.	20,450.	0.
SARAH TAYLOR - 106 W. FINNEY AVENUE, SUFFOLK, VA 23434	PROGRAM OFFICER 40.00	81,000.	11,832.	0.
FIONA CHARLES - 106 W. FINNEY AVENUE, SUFFOLK, VA 23434	PROGRAM OFFICER 40.00	75,563.	11,861.	0.
JESSICA MULLEN - 106 W. FINNEY AVENUE, SUFFOLK, VA 23434	PROGRAM OFFICER 40.00	63,333.	9,815.	0.
ANNA ROBERTS - 106 W. FINNEY AVENUE, SUFFOLK, VA 23434	EXECUTIVE ASSISTANT 40.00	55,542.	16,576.	0.
Total number of other employees paid over \$50,000				0

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

3 Five highest-paid independent contractors for professional services. 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 - 675 PETER JEFFERSON PKWY, STE 160, CHARLOTTESVILLE, VA	INVESTMENT MANAGEMENT	505,655.
CATCHAFIRE, INC. 31 E 32ND ST, 3RD FLOOR, NEW YORK, NY 10016	CAPACITY BUILDING SUPPORT	95,000.
SUNTRUST BANK, INC. - MAIL CODE 0210 / P.O. BOX 4655, ATLANTA, GA 30302	INVESTMENT CUSTODIAN	88,446.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
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	
3 All other program-related investments. See instructions.	
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	115,482,630.
b	Average of monthly cash balances	1b	3,908,575.
c	Fair market value of all other assets	1c	682,240.
d	Total (add lines 1a, b, and c)	1d	120,073,445.
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	120,073,445.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,801,102.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	118,272,343.
6	Minimum investment return. Enter 5% of line 5	6	5,913,617.

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

1	Minimum investment return from Part X, line 6	1	5,913,617.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	154,204.
2b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
2c	Add lines 2a and 2b	2c	154,204.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,759,413.
4	Recoveries of amounts treated as qualifying distributions	4	14,193.
5	Add lines 3 and 4	5	5,773,606.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,773,606.

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	5,672,587.
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	4,646.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	5,677,233.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,677,233.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				5,773,606.
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only			5,686,222.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 5,677,233.				
a Applied to 2018, but not more than line 2a			5,677,233.	
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 2019 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2019 (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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			8,989.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				5,773,606.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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 2019, 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				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6, for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed: **SEE STATEMENT 14**

SEE STATEMENT 13

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALBEMARLE REGIONAL HEALTH SERVICES P.O. BOX 189 ELIZABETH CITY, NC 27907	NONE	GOV	STRENGTHENING THE SAFETY NET	33,814.
AMERICAN CANCER SOCIETY 4416 EXPRESSWAY DR. VIRGINIA BEACH, VA 23452	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
AMERICAN CANCER SOCIETY 4416 EXPRESSWAY DR. VIRGINIA BEACH, VA 23452	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
AMERICAN DIABETES ASSOCIATION 870 GREENBRIER CIRCLE, SUITE 404 CHESAPEAKE, VA 23320	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
AMERICAN NATIONAL RED CROSS 611 W. BRAMBLETON AVENUE NORFOLK, VA 23510	NONE	PC	COMMUNITY ENGAGEMENT GRANT	3,000.
Total	SEE CONTINUATION SHEET(S)			4,232,268.
b Approved for future payment				
EASTERN VIRGINIA MEDICAL SCHOOL P.O. BOX 1980 NORFOLK, VA 23501	NONE	PC	STRENGTHENING THE SAFETY NET	84,640.
FOODBANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DRIVE NORFOLK, VA 23504	NONE	PC	HEALTHY BEHAVIORS	100,000.
FORKIDS, INC. 4200 COLLEY AVENUE, SUITE A NORFOLK, VA 23508	NONE	PC	STRENGTHENING THE SAFETY NET	16,000.
Total	SEE CONTINUATION SHEET(S)			4,133,426.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ASSOCIATION OF FUNDRAISING PROFESSIONALS VA, HAMPTON ROADS CHAPTER AFP HAMPTON ROADS NORFOLK, VA 23501	NONE	PC	COMMUNITY ENGAGEMENT GRANT	1,000.
BLAKEY WEAVER COUNSELING CENTER INC 129 N. SARATOGA STREET, STE 1 SUFFOLK, VA 23434	NONE	PC	STRENGTHENING THE SAFETY NET	25,000.
BOYS AND GIRLS CLUBS OF SOUTHEAST VIRGINIA 1300 DIAMOND SPRINGS ROAD, SUITE 300 VIRGINIA BEACH, VA 23455	NONE	PC	HEALTHY BEHAVIORS	25,000.
CENTER FOR NONPROFIT EXCELLENCE 1701-A ALLIED STREET CHARLOTTESVILLE, VA 22903	NONE	PC	CAPACITY BUILDING	192,550.
CENTER FOR NONPROFIT EXCELLENCE 1701-A ALLIED STREET CHARLOTTESVILLE, VA 22903	NONE	PC	CAPACITY BUILDING	192,550.
CITY OF SUFFOLK 442 WASHINGTON STREET SUFFOLK, VA 23434	NONE	GOV	COMMUNITY ENGAGEMENT GRANT	5,000.
COALITION AGAINST POVERTY IN SUFFOLK (CAPS) P.O. BOX 1117 SUFFOLK, VA 23434	NONE	PC	COMMUNITY ENGAGEMENT GRANT	2,500.
COVER 3 FOOTBALL DBA COVER 3 FOUNDATION 125 S. COLLEGE DRIVE FRANKLIN, VA 23851	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
COVER 3 FOOTBALL DBA COVER 3 FOUNDATION 125 S. COLLEGE DRIVE FRANKLIN, VA 23851	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
EASTERN VIRGINIA MEDICAL SCHOOL P.O. BOX 1980 NORFOLK, VA 23501	NONE	PC	STRENGTHENING THE SAFETY NET	46,496.
Total from continuation sheets				4,180,454.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOODBANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DRIVE NORFOLK, VA 23504	NONE	PC	HEALTHY BEHAVIORS	100,000.
FORKIDS, INC. 4200 COLLEY AVENUE, SUITE A NORFOLK, VA 23508	NONE	PC	STRENGTHENING THE SAFETY NET	25,800.
FORKIDS, INC. 4200 COLLEY AVENUE, SUITE A NORFOLK, VA 23508	NONE	PC	STRENGTHENING THE SAFETY NET	25,000.
FORKIDS, INC. 4200 COLLEY AVENUE, SUITE A NORFOLK, VA 23508	NONE	PC	STRENGTHENING THE SAFETY NET	17,200.
FORKIDS, INC. 4200 COLLEY AVENUE, SUITE A NORFOLK, VA 23508	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
FRANKLIN CITY PUBLIC SCHOOLS 207 W. SECOND AVENUE FRANKLIN, VA 23851	NONE	GOV	EARLY CHILDHOOD EDUCATION	10,340.
GIRL SCOUT COUNCIL OF THE COLONIAL COAST 912 CEDAR RD. CHESAPEAKE, VA 23322	NONE	PC	HEALTHY BEHAVIORS	50,000.
GIRLS ON THE RUN OF SOUTH HAMPTON ROADS 287 INDEPENDENCE BLVD., STE. 120 VIRGINIA BEACH, VA 23462	NONE	PC	HEALTHY BEHAVIORS	88,000.
HAMPTON ROADS COMMUNITY HEALTH CENTER 664 LINCOLN ST. PORTSMOUTH, VA 23704	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
HIGH STREET UNITED METHODIST CHURCH P. O. BOX 218 FRANKLIN, VA 23851	NONE	PC	COMMUNITY ENGAGEMENT GRANT	2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HORIZON HEALTH SERVICES, INC. 8314 MAIN STREET IVOR, VA 23866	NONE	PC	STRENGTHENING THE SAFETY NET	40,000.
HORIZON HEALTH SERVICES, INC. 8314 MAIN STREET IVOR, VA 23866	NONE	PC	STRENGTHENING THE SAFETY NET	102,000.
HORIZON HEALTH SERVICES, INC. 8314 MAIN STREET IVOR, VA 23866	NONE	PC	STRENGTHENING THE SAFETY NET	68,000.
HORIZON HEALTH SERVICES, INC. 8314 MAIN STREET IVOR, VA 23866	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
ISLE OF WIGHT CHRISTIAN OUTREACH PROGRAM 402 GRACE STREET SMITHFIELD, VA 23430	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
ISLE OF WIGHT COUNTY SCHOOLS 820 W. MAIN ST. SMITHFIELD, VA 23430	NONE	GOV	EARLY CHILDHOOD EDUCATION	12,859.
ISLE OF WIGHT EDUCATION FOUNDATION PO BOX 113 SMITHFIELD, VA 23431	NONE	PC	COMMUNITY ENGAGEMENT GRANT	2,500.
JDRF VIRGINIA 1801 LIBBIE AVE # 106 RICHMOND, VA 23226	NONE	PC	COMMUNITY ENGAGEMENT GRANT	3,700.
LIONS CHARITY FOUNDATION OF SOUTHEASTERN VIRGINIA 2357 HAVERSHAM CLOSE VIRGINIA BEACH, VA 23454	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
MARCH OF DIMES INC. 2800 ALBANY COURT VIRGINIA BEACH, VA 23456	NONE	PC	COMMUNITY ENGAGEMENT GRANT	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL KIDNEY FOUNDATION 1622 E PARHAM RD RICHMOND, VA 23228	NONE	PC	COMMUNITY ENGAGEMENT GRANT	2,500.
RX DRUG ACCESS PARTNERSHIP 1500 FOREST AVE, SUITE 200 RICHMOND, VA 23229	NONE	PC	STRENGTHENING THE SAFETY NET	9,000.
RX DRUG ACCESS PARTNERSHIP 1500 FOREST AVE, SUITE 200 RICHMOND, VA 23229	NONE	PC	STRENGTHENING THE SAFETY NET	6,000.
SMART BEGINNINGS SOUTHEAST 209 E CAWSON ST HOPEWELL, VA 23860	NONE	PC	HEALTHY BEHAVIORS	25,000.
SOUTHAMPTON COUNTY PUBLIC SCHOOLS 21308 PLANK ROAD COURTLAND, VA 23837	NONE	GOV	EARLY CHILDHOOD EDUCATION	19,927.
SOUTHEAST 4-H EDUCATIONAL CENTER 15189 AIRFIELD ROAD WAKEFIELD, VA 23888	NONE	PC	HEALTHY BEHAVIORS	50,000.
SOUTHEASTERN VIRGINIA HEALTH SYSTEM 9492 WARWICK BLVD NEWPORT NEWS, VA 23607	NONE	PC	STRENGTHENING THE SAFETY NET	50,000.
STRAIGHTEN UP AND FLY RIGHT, INC. 141 CHURCH STREET SUFFOLK, VA 23434	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
SUFFOLK ART LEAGUE P.O. BOX 1086 SUFFOLK, VA 23439	NONE	PC	COMMUNITY ENGAGEMENT GRANT	1,000.
SUFFOLK CENTER FOR CULTURAL ARTS 100 W. FINNEY AVENUE SUFFOLK, VA 23434	NONE	PC	COMMUNITY ENGAGEMENT GRANT	4,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SUFFOLK CHRISTIAN FELLOWSHIP CENTER 211 E. WASHINGTON ST SUFFOLK, VA 23434	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
SUFFOLK MEALS ON WHEELS 2800 GODWIN BLVD SUFFOLK, VA 23434	NONE	PC	STRENGTHENING THE SAFETY NET	5,872.
SUFFOLK MEALS ON WHEELS 2800 GODWIN BLVD SUFFOLK, VA 23434	NONE	PC	COMMUNITY ENGAGEMENT GRANT	1,700.
SUFFOLK PUBLIC SCHOOLS 100 NORTH MAIN STREET SUFFOLK, VA 23434	NONE	GOV	HEALTHY BEHAVIORS	25,000.
SUFFOLK PUBLIC SCHOOLS 100 NORTH MAIN STREET SUFFOLK, VA 23434	NONE	GOV	EARLY CHILDHOOD EDUCATION	45,486.
SUFFOLK PUBLIC SCHOOLS 100 NORTH MAIN STREET SUFFOLK, VA 23434	NONE	GOV	HEALTHY BEHAVIORS	50,000.
SUFFOLK PUBLIC SCHOOLS 100 NORTH MAIN STREET SUFFOLK, VA 23434	NONE	GOV	EARLY CHILDHOOD EDUCATION	90,000.
SUFFOLK PUBLIC SCHOOLS 100 NORTH MAIN STREET SUFFOLK, VA 23434	NONE	GOV	HEALTHY BEHAVIORS	100,000.
SURRY COUNTY PUBLIC SCHOOLS 45 SCHOOL ST SURRY, VA 23883	NONE	GOV	EARLY CHILDHOOD EDUCATION	12,966.
SUSSEX COUNTY 15080 COURTHOUSE RD SUSSEX, VA 23884	NONE	GOV	COMMUNITY ENGAGEMENT GRANT	1,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE CHILDREN'S CENTER 700 CAMPBELL AVE FRANKLIN, VA 23851	NONE	PC	EARLY CHILDHOOD EDUCATION	10,846.
THE CHILDREN'S CENTER 700 CAMPBELL AVE FRANKLIN, VA 23851	NONE	PC	HEALTHY BEHAVIORS	50,000.
THE CHILDREN'S CENTER 700 CAMPBELL AVE FRANKLIN, VA 23851	NONE	PC	MATERNAL CHILD HEALTH	104,281.
THE CHILDREN'S CENTER 700 CAMPBELL AVE FRANKLIN, VA 23851	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
THE DOORWAYS, FORMERLY HOSPITALITY HOUSE OF RICHMOND, INC. 612 E. MARSHALL STREET RICHMOND, VA 23219	NONE	PC	COMMUNITY ENGAGEMENT GRANT	4,000.
THE GENIEVE SHELTER 2480 PRUDEN STREET SUITE A SUFFOLK, VA 23434	NONE	PC	STRENGTHENING THE SAFETY NET	30,000.
THE GENIEVE SHELTER 2480 PRUDEN STREET SUITE A SUFFOLK, VA 23434	NONE	PC	STRENGTHENING THE SAFETY NET	20,000.
THE GENIEVE SHELTER 2480 PRUDEN STREET SUITE A SUFFOLK, VA 23434	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
THE SUFFOLK FOUNDATION 110 W. FINNEY AVE. SUFFOLK, VA 23434	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
THE UP CENTER 150 BOUSH STREET SUITE 500 NORFOLK, VA 23510	NONE	PC	STRENGTHENING THE SAFETY NET	18,750.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE UP CENTER 150 BOUSH STREET SUITE 500 NORFOLK, VA 23510	NONE	PC	STRENGTHENING THE SAFETY NET	75,551.
THE UP CENTER 150 BOUSH STREET SUITE 500 NORFOLK, VA 23510	NONE	PC	STRENGTHENING THE SAFETY NET	50,367.
THE UP CENTER 150 BOUSH STREET SUITE 500 NORFOLK, VA 23510	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
THE YOUTH GROUP, INC. PO BOX 124 BOYKINS, VA 23827	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
UNIVERSITY OF VIRGINIA P.O. BOX 400195 CHARLOTTESVILLE, VA 22904	NONE	PC	EARLY CHILDHOOD EDUCATION	500,000.
VIRGINIA LEGAL AID SOCIETY, INC. 513 CHURCH ST. LYNCHBURG, VA 24504	NONE	PC	STRENGTHENING THE SAFETY NET	60,000.
VIRGINIA LEGAL AID SOCIETY, INC. 513 CHURCH ST. LYNCHBURG, VA 24504	NONE	PC	STRENGTHENING THE SAFETY NET	12,000.
VIRGINIA LEGAL AID SOCIETY, INC. 513 CHURCH ST. LYNCHBURG, VA 24504	NONE	PC	STRENGTHENING THE SAFETY NET	109,800.
VIRGINIA LEGAL AID SOCIETY, INC. 513 CHURCH ST. LYNCHBURG, VA 24504	NONE	PC	STRENGTHENING THE SAFETY NET	73,200.
VIRGINIA SUPPORTIVE HOUSING P.O. BOX 8585 RICHMOND, VA 23226	NONE	PC	COMMUNITY ENGAGEMENT GRANT	2,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VOICES FOR KIDS CASA PROGRAM OF SOUTHEAST VIRGINIA P. O. BOX 949, 409 MAIN STREET SMITHFIELD, VA 23431	NONE	PC	COMMUNITY ENGAGEMENT GRANT	2,300.
WALK IN IT INC. 108 NIBLICK CIRCLE SUFFOLK, VA 23434	NONE	PC	COMMUNITY ENGAGEMENT GRANT	3,000.
WAVERLY RESCUE SQUAD, INC. 115 BANK ST WAVERLY, VA WAVERLY, VA 23890	NONE	PC	COMMUNITY ENGAGEMENT GRANT	4,764.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 7025 HARBOUR VIEW BLVD, SUITE 119 SUFFOLK, VA 23435	NONE	PC	STRENGTHENING THE SAFETY NET	44,960.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 7025 HARBOUR VIEW BLVD, SUITE 119 SUFFOLK, VA 23435	NONE	PC	STRENGTHENING THE SAFETY NET	127,414.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 7025 HARBOUR VIEW BLVD, SUITE 119 SUFFOLK, VA 23435	NONE	PC	STRENGTHENING THE SAFETY NET	84,942.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	NONE	PC	STRENGTHENING THE SAFETY NET	238,000.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	NONE	PC	STRENGTHENING THE SAFETY NET	296,400.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	NONE	PC	STRENGTHENING THE SAFETY NET	197,600.
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVENUE SUFFOLK, VA 23434	NONE	GOV	MATERNAL CHILD HEALTH	4,800.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVENUE SUFFOLK, VA 23434	NONE	GOV	MATERNAL CHILD HEALTH	45,000.
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVENUE SUFFOLK, VA 23434	NONE	GOV	MATERNAL CHILD HEALTH	263,033.
WESTERN TIDEWATER TENNIS ASSOCIATION 136 WYNWOOD DRIVE FRANKLIN, VA 23851	NONE	PC	COMMUNITY ENGAGEMENT GRANT	2,000.
YMCA OF SOUTH HAMPTON ROADS 2769 GODWIN BLVD SUFFOLK, VA 23434	NONE	PC	HEALTHY BEHAVIORS	25,000.
YMCA OF SOUTH HAMPTON ROADS 2769 GODWIN BLVD SUFFOLK, VA 23434	NONE	PC	HEALTHY BEHAVIORS	100,000.
YMCA OF SOUTH HAMPTON ROADS 2769 GODWIN BLVD SUFFOLK, VA 23434	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
YMCA OF SOUTH HAMPTON ROADS 2769 GODWIN BLVD SUFFOLK, VA 23434	NONE	PC	COMMUNITY ENGAGEMENT GRANT	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FORKIDS, INC. 4200 COLLEY AVENUE, SUITE A NORFOLK, VA 23508	NONE	PC	STRENGTHENING THE SAFETY NET	24,000.
FORKIDS, INC. 4200 COLLEY AVENUE, SUITE A NORFOLK, VA 23508	NONE	PC	STRENGTHENING THE SAFETY NET	24,000.
FORKIDS, INC. 4200 COLLEY AVENUE, SUITE A NORFOLK, VA 23508	NONE	PC	STRENGTHENING THE SAFETY NET	16,000.
GIRLS ON THE RUN OF SOUTH HAMPTON ROADS 287 INDEPENDENCE BLVD., STE. 120 VIRGINIA BEACH, VA 23462	NONE	PC	HEALTHY BEHAVIORS	100,000.
GIRLS ON THE RUN OF SOUTH HAMPTON ROADS 287 INDEPENDENCE BLVD., STE. 120 VIRGINIA BEACH, VA 23462	NONE	PC	HEALTHY BEHAVIORS	100,000.
HORIZON HEALTH SERVICES, INC. 8314 MAIN STREET IVOR, VA 23866	NONE	PC	STRENGTHENING THE SAFETY NET	68,000.
HORIZON HEALTH SERVICES, INC. 8314 MAIN STREET IVOR, VA 23866	NONE	PC	STRENGTHENING THE SAFETY NET	68,000.
HORIZON HEALTH SERVICES, INC. 8314 MAIN STREET IVOR, VA 23866	NONE	PC	STRENGTHENING THE SAFETY NET	102,000.
HORIZON HEALTH SERVICES, INC. 8314 MAIN STREET IVOR, VA 23866	NONE	PC	STRENGTHENING THE SAFETY NET	102,000.
PAUL D. CAMP COMMUNITY COLLEGE FOUNDATION 100 NORTH COLLEGE DRIVE FRANKLIN, VA 23851	NONE	PC	HEALTHY BEHAVIORS	50,000.
Total from continuation sheets				3,932,786.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RX DRUG ACCESS PARTNERSHIP 1500 FOREST AVE, SUITE 200 RICHMOND, VA 23229	NONE	PC	STRENGTHENING THE SAFETY NET	8,000.
RX DRUG ACCESS PARTNERSHIP 1500 FOREST AVE, SUITE 200 RICHMOND, VA 23229	NONE	PC	STRENGTHENING THE SAFETY NET	12,000.
RX DRUG ACCESS PARTNERSHIP 1500 FOREST AVE, SUITE 200 RICHMOND, VA 23229	NONE	PC	STRENGTHENING THE SAFETY NET	12,000.
RX DRUG ACCESS PARTNERSHIP 1500 FOREST AVE, SUITE 200 RICHMOND, VA 23229	NONE	PC	STRENGTHENING THE SAFETY NET	8,000.
SUFFOLK PUBLIC SCHOOLS 100 NORTH MAIN STREET SUFFOLK, VA 23434	NONE	GOV	HEALTHY BEHAVIORS	100,000.
SUFFOLK PUBLIC SCHOOLS 100 NORTH MAIN STREET SUFFOLK, VA 23434	NONE	GOV	HEALTHY BEHAVIORS	100,000.
THE CHILDREN'S CENTER 700 CAMPBELL AVE FRANKLIN, VA 23851	NONE	PC	MATERNAL CHILD HEALTH	59,518.
THE CHILDREN'S CENTER 700 CAMPBELL AVE FRANKLIN, VA 23851	NONE	PC	MATERNAL CHILD HEALTH	89,278.
THE CHILDREN'S CENTER 700 CAMPBELL AVE FRANKLIN, VA 23851	NONE	PC	MATERNAL CHILD HEALTH	66,398.
THE CHILDREN'S CENTER 700 CAMPBELL AVE FRANKLIN, VA 23851	NONE	PC	MATERNAL CHILD HEALTH	99,597.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE UP CENTER 150 BOUSH STREET SUITE 500 NORFOLK, VA 23510	NONE	PC	STRENGTHENING THE SAFETY NET	79,597.
THE UP CENTER 150 BOUSH STREET SUITE 500 NORFOLK, VA 23510	NONE	PC	STRENGTHENING THE SAFETY NET	51,788.
THE UP CENTER 150 BOUSH STREET SUITE 500 NORFOLK, VA 23510	NONE	PC	STRENGTHENING THE SAFETY NET	77,683.
THE UP CENTER 150 BOUSH STREET SUITE 500 NORFOLK, VA 23510	NONE	PC	STRENGTHENING THE SAFETY NET	53,064.
VIRGINIA LEGAL AID SOCIETY, INC. P.O. BOX 6200 LYNCHBURG, VA 24505	NONE	PC	STRENGTHENING THE SAFETY NET	109,800.
VIRGINIA LEGAL AID SOCIETY, INC. P.O. BOX 6200 LYNCHBURG, VA 24505	NONE	PC	STRENGTHENING THE SAFETY NET	73,200.
VIRGINIA LEGAL AID SOCIETY, INC. P.O. BOX 6200 LYNCHBURG, VA 24505	NONE	PC	STRENGTHENING THE SAFETY NET	73,200.
VIRGINIA LEGAL AID SOCIETY, INC. P.O. BOX 6200 LYNCHBURG, VA 24505	NONE	PC	STRENGTHENING THE SAFETY NET	109,800.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 7025 HARBOUR VIEW BLVD, SUITE 119 SUFFOLK, VA 23435	NONE	PC	STRENGTHENING THE SAFETY NET	84,942.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 7025 HARBOUR VIEW BLVD, SUITE 119 SUFFOLK, VA 23435	NONE	PC	STRENGTHENING THE SAFETY NET	84,942.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 7025 HARBOUR VIEW BLVD, SUITE 119 SUFFOLK, VA 23435	NONE	PC	STRENGTHENING THE SAFETY NET	127,414.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 7025 HARBOUR VIEW BLVD, SUITE 119 SUFFOLK, VA 23435	NONE	PC	STRENGTHENING THE SAFETY NET	127,414.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	NONE	PC	STRENGTHENING THE SAFETY NET	288,000.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	NONE	PC	STRENGTHENING THE SAFETY NET	192,000.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	NONE	PC	STRENGTHENING THE SAFETY NET	280,200.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	NONE	PC	STRENGTHENING THE SAFETY NET	186,800.
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVENUE SUFFOLK, VA 23434	NONE	GOV	MATERNAL CHILD HEALTH	103,586.
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVENUE SUFFOLK, VA 23434	NONE	GOV	MATERNAL CHILD HEALTH	155,380.
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVENUE SUFFOLK, VA 23434	NONE	GOV	MATERNAL CHILD HEALTH	106,074.
WESTERN TIDEWATER HEALTH DISTRICT 135 HALL AVENUE SUFFOLK, VA 23434	NONE	GOV	MATERNAL CHILD HEALTH	159,111.
Total from continuation sheets				

Part XV Supplementary Information				
3 Grants and Contributions Approved for Future Payment (Continuation)				
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)				
YMCA OF SOUTH HAMPTON ROADS 2769 GODWIN BLVD SUFFOLK, VA 23434	NONE	PC	HEALTHY BEHAVIORS	100,000.
YMCA OF SOUTH HAMPTON ROADS 2769 GODWIN BLVD SUFFOLK, VA 23434	NONE	PC	HEALTHY BEHAVIORS	100,000.
Total from continuation sheets				

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NET GAINS/LOSSES FROM SALES OF SECURITIES			PURCHASED		03/30/20
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	371,029.	0.	0.	0.	371,029.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NET GAINS/LOSSES FROM SALES OF OTHER ASSETS			PURCHASED		03/30/20
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	0.	1,014.	0.	0.	-1,014.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FOREIGN CORPORATION REDEMPTIONS			PURCHASED		03/30/20
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	13,429,574.	8,802,972.	0.	0.	4,626,602.

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

4,996,617.

FORM 990-PF	OTHER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LIGATION	10,459.	10,459.	0.
EXCISE TAX REFUND	186,950.	0.	0.
INCOME FROM PARTNERSHIPS	0.	3,143,581.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	197,409.	3,154,040.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	47,600.	0.	0.	47,600.
TO FORM 990-PF, PG 1, LN 16B	47,600.	0.	0.	47,600.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	697,870.	697,870.	0.	0.
OTHER PROFESSIONAL FEES	8,295.	0.	0.	8,295.
PAYROLL PROCESS FEES	1,565.	0.	0.	1,565.
BANK FEES	140.	0.	0.	140.
COMPLIANCE FEES	3,497.	0.	0.	3,497.
TO FORM 990-PF, PG 1, LN 16C	711,367.	697,870.	0.	13,497.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	395. 0.	0. 0.	0. 0.	395. 0.
TO FORM 990-PF, PG 1, LN 18	395.	0.	0.	395.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE CONTRACTED SERVICES/RECRUITING	14,038.	0.	0.	14,071.
MISCELLANEOUS	4,674.	0.	0.	434.
DUES AND SUBSCRIPTIONS	2,419.	0.	0.	2,634.
TECHNOLOGY EXPENSE	29,073.	0.	0.	29,073.
GRANT PROGRAM EXPENSES	53,487.	0.	0.	12,827.
AMORTIZATION	272,954.	0.	0.	263,942.
PRINTING AND PUBLICATIONS	2,472.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	28,182.	0.	0.	29,357.
	407,299.	0.	0.	352,338.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7
DESCRIPTION		AMOUNT
UNREALIZED LOSSES IN INVESTMENTS, PARTNERSHIPS & FOREIGN INVESTMENTS		15,297,542.
TOTAL TO FORM 990-PF, PART III, LINE 5		15,297,542.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALARM.COM HOLDINGS INC	420,228.	420,228.
ALBEMARLE CORP COM	107,103.	107,103.
ALLSCRIPTS HEALTHCARE SOLUTIONS INC	130,240.	130,240.
AMC NETWORKS	109,371.	109,371.
ASTRONICS CORP COM	28,605.	28,605.
AXALTA COATING SYSTEMS LTD	122,617.	122,617.
BOX INC	522,667.	522,667.
BWX TECHNOLOGIES INC	68,194.	68,194.
CADENCE BANCORPORATION CL A	74,670.	74,670.
CARTER INC	118,314.	118,314.
CHANNELADVISOR CORP	66,792.	66,792.
CIENA CORP	91,563.	91,563.
CIMPRESS NV	79,055.	79,055.
COMPASS MINERALS INTERNATIONAL INC	88,481.	88,481.
COMSCORE INC	40,284.	40,284.
DESPEGAR.COM CORP	80,917.	80,917.
ELEMENT SOLUTIONS INC	604,570.	604,570.
ENTEGRIS INC	94,017.	94,017.
FIREEYE INC	130,134.	130,134.
GRAPHIC PACKAGING CORP	134,200.	134,200.
GREENSKY INC CL A	43,166.	43,166.
HANES BRANDS INC	107,032.	107,032.
IMAX CORP	76,925.	76,925.
LIBERTY BRAVES GROUP CL A	39,000.	39,000.
LIBERTY BRAVES GROUP CL C	34,308.	34,308.
LIONS GATE ENTMT CORP	78,840.	78,840.
LIVE NATION ENTERTAINMENT, INC.	47,733.	47,733.
MAXAR TECHNOLOGIES LTD	53,240.	53,240.
MFC ISHARES TR RUSSELL 2000 VALUE ETF	24,609.	24,609.
MFC VANGURAD INTL EQUITY INDEX FUNDS	5,466,426.	5,466,426.
MIMECAST LIMITED	66,258.	66,258.
PAGERDUTY INC COM	100,587.	100,587.
PAPA JOHNS INTL INC	189,357.	189,357.
PERSPECTA INC COM	54,720.	54,720.
PQ GROUP HOLDINGS INC	80,660.	80,660.
SPDR S&P OILGAS EXPLORATION FUND	351,997.	351,997.
URBAN OUTFITTERS	116,768.	116,768.
VALVOLINE INC	57,596.	57,596.
VAREX IMAGING CORP COM	74,943.	74,943.
WPX ENERGY INC	55,510.	55,510.
ZUORA INC CL A COM	206,554.	206,554.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,438,251.	10,438,251.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS - FOREIGN CORPORATIONS	FMV	17,024,248.	17,024,248.
ALTERNATIVE INVESTMENTS - LIMITED PARTNERSHIPS AND CORPORATIONS	FMV	73,091,412.	73,091,412.
TOTAL TO FORM 990-PF, PART II, LINE 13		90,115,660.	90,115,660.

FORM 990-PF	OTHER ASSETS	STATEMENT 10	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART COLLECTION	658,240.	658,240.	658,240.
CEMETARY LOTS	24,000.	24,000.	24,000.
ACCRUED INTEREST ON INVESTMENTS	11,445.	4,025.	4,025.
DEPOSITS	100.	0.	0.
EXCISE TAX RECEIVABLE	66,730.	0.	0.
TO FORM 990-PF, PART II, LINE 15	760,515.	686,265.	686,265.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11	
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAXES PAYABLE	575,969.	232,723.	
EXCISE TAXES PAYABLE	0.	40,701.	
TOTAL TO FORM 990-PF, PART II, LINE 22	575,969.	273,424.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
R. SCOTT CARR 106 W. FINNEY AVENUE SUFFOLK, VA 23434	CHAIRMAN 1.00	0.	0.	0.
LYNNE RABIL 106 W. FINNEY AVENUE SUFFOLK, VA 23434	VICE-CHAIRMAN 1.00	0.	0.	0.
THOMAS WOODWARD III 106 W. FINNEY AVENUE SUFFOLK, VA 23434	TREASURER 1.00	0.	0.	0.
ROBERT C. BARCLAY, IV 106 W. FINNEY AVENUE SUFFOLK, VA 23434	BOARD OF DIRECTORS 1.00	0.	0.	0.
ROBERT C. CLAUD 106 W. FINNEY AVENUE SUFFOLK, VA 23434	BOARD OF DIRECTORS 1.00	0.	0.	0.
PAT EDWARDS 106 W. FINNEY AVENUE SUFFOLK, VA 23434	BOARD OF DIRECTORS 1.00	0.	0.	0.
JEFFREY D. FORMAN 106 W. FINNEY AVENUE SUFFOLK, VA 23434	BOARD OF DIRECTORS 1.00	0.	0.	0.
RALPH HOWELL, JR. 106 W. FINNEY AVENUE SUFFOLK, VA 23434	BOARD OF DIRECTORS 1.00	0.	0.	0.
EMANUEL MYRICK 106 W. FINNEY AVENUE SUFFOLK, VA 23434	BOARD OF DIRECTORS 1.00	0.	0.	0.
BILL PEAK 106 W. FINNEY AVENUE SUFFOLK, VA 23434	BOARD OF DIRECTORS 1.00	0.	0.	0.

OBICI HEALTHCARE FOUNDATION, INC.

51-0249728

MELISSA ROLLINS 106 W. FINNEY AVENUE SUFFOLK, VA 23434	BOARD OF DIRECTORS 1.00	0.	0.	0.
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JANICE WHITE 106 W. FINNEY AVENUE SUFFOLK, VA 23434	BOARD OF DIRECTORS 1.00	0.	0.	0.
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ANNETTE C. BEUHLER 106 W. FINNEY AVENUE SUFFOLK, VA 23434	PRESIDENT & CEO / BOARD SECRETARY 40.00	213,948.	25,178.	0.
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MICHAEL K. BRINKLEY 106 W. FINNEY AVENUE SUFFOLK, VA 23434	DIRECTOR OF FINANCE 20.00	29,269.	1,008.	0.
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VICTORIA MASTON 106 W. FINNEY AVENUE SUFFOLK, VA 23434	DIRECTOR OF ADMINISTRATION 40.00	77,083.	11,794.	0.
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TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

320,300.	37,980.	0.
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FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GRANTS MANAGER
106 W. FINNEY AVENUE
SUFFOLK, VA 23434

TELEPHONE NUMBER

757-539-8810

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS MUST BE SUBMITTED THROUGH THE FOUNDATION'S GRANT PORTAL
ACCESSED THROUGH THE OBICI HEALTHCARE FOUNDATION WEBSITE:
[HTTPS://OBICIHCF.ORG/HOW-TO-APPLY/](https://obicihcf.org/how-to-apply/)

THE FOLLOWING MATERIALS MUST ACCOMPANY THE PRIORITY GRANT APPLICATION:

1. IRS DETERMINATION LETTER OR A WRITTEN DOCUMENT CERTIFYING TAX EXEMPT STATUS
2. PROPOSAL COVER SHEET
3. PROJECT NARRATIVE
4. BUDGET WORKSHEET AND BUDGET NARRATIVE
5. CURRENT AUDITED FINANCIAL STATEMENTS OR 990
6. ANY OTHER SUPPLEMENTAL MATERIAL DETAILED IN THE RFP

ANY SUBMISSION DEADLINES

PRIORITY GRANTS - DEADLINES VARY BY RFP
COMMUNITY ENGAGEMENT GRANTS - NO DEADLINE

RESTRICTIONS AND LIMITATIONS ON AWARDS

1. LOBBYING OR POLITICAL PROGRAMS OR EVENTS
2. ACTIVITIES THAT EXCLUSIVELY BENEFIT THE MEMBERS OF SECTARIAN OR RELIGIOUS ORGANIZATIONS
3. ORGANIZATIONS THAT DISCRIMINATE BY RACE, COLOR, CREED, GENDER OR NATIONAL ORIGIN
4. BIOMEDICAL, CLINICAL OR EDUCATIONAL RESEARCH
5. INDIVIDUAL SCHOLARSHIPS
6. DIRECT SUPPORT TO ENDOWMENTS
7. FUNDING THAT SUPPLANTS EXISTING SOURCES OF SUPPORT
8. INDIVIDUALS, INCLUDING PATIENT ASSISTANCE FUNDS
9. PROJECTS OUTSIDE OF THE FOUNDATION'S SERVICE AREA
10. MEETINGS AND CONFERENCES, UNLESS THEY ARE ESSENTIAL TO A LARGER PROJECT

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 14

RESTRICTIONS AND LIMITATIONS ON AWARDS

- 11. DIRECT FUNDING FOR MEDICAL OR SOCIAL SERVICES THAT ARE ALREADY FUNDED THROUGH EXISTING THIRD-PARTY REIMBURSEMENT SOURCES
- 12. ORGANIZATIONS THAT DO NOT HAVE 501(C)(3) STATUS OR ARE NOT A PUBLIC ENTITY
- 13. PROJECTS NOT RELATED TO THE FOUNDATION'S MISSION STATEMENT

Return of Certain Excise Taxes Under Chapters 41 and 42 of the Internal Revenue Code

Department of the Treasury
Internal Revenue Service

(Sections 170(f)(10), 664(c)(2), 4911, 4912, 4941, 4942, 4943, 4944, 4945, 4955, 4958, 4959, 4960, 4965, 4966, 4967, and 4968)

2019

▶ Go to www.irs.gov/Form4720 for instructions and the latest information.

For calendar year 2019 or other tax year beginning **APR 1**, 2019, and ending **MAR 31**, 2020

Name of organization or entity OBICI HEALTHCARE FOUNDATION, INC.	Employer identification number 51-0249728
Number, street, and room or suite no. (or P.O. box if mail is not delivered to street address) 106 W. FINNEY AVENUE	Check box for type of annual return: <input type="checkbox"/> Form 990 <input type="checkbox"/> Form 990-EZ <input checked="" type="checkbox"/> Form 990-PF <input type="checkbox"/> Other <input type="checkbox"/> Form 5227
City or town, state or province, country, and ZIP or foreign postal code SUFFOLK, VA 23434	

A Is the organization a foreign private foundation within the meaning of section 4948(b)?	X
B Has corrective action been taken on any taxable event that resulted in Ch. 42 taxes being reported on this form? (Enter "N/A" if not applicable)	N/A

If "Yes," attach a detailed description and documentation of the corrective action taken and, if applicable, enter the fair market value of any property recovered as a result of the correction ▶ \$. If "No," (that is, any uncorrected acts or transactions), attach an explanation (see instructions).

Part I Taxes on Organization (Sections 170(f)(10), 664(c)(2), 4911(a), 4912(a), 4942(a), 4943(a), 4944(a)(1), 4945(a)(1), 4955(a)(1), 4959, 4960(a), 4965(a)(1), 4966(a)(1), and 4968(a))

1 Tax on undistributed income - Schedule B, line 4	1	2,697.
2 Tax on excess business holdings - Schedule C, line 7	2	
3 Tax on investments that jeopardize charitable purpose - Schedule D, Part I, column (e)	3	
4 Tax on taxable expenditures - Schedule E, Part I, column (g)	4	
5 Tax on political expenditures - Schedule F, Part I, column (e)	5	
6 Tax on excess lobbying expenditures - Schedule G, line 4	6	
7 Tax on disqualifying lobbying expenditures - Schedule H, Part I, column (e)	7	
8 Tax on premiums paid on personal benefit contracts	8	
9 Tax on being a party to prohibited tax shelter transactions - Schedule J, Part I, column (h)	9	
10 Tax on taxable distributions - Schedule K, Part I, column (f)	10	
11 Tax on a charitable remainder trust's unrelated business taxable income. Attach statement	11	
12 Tax on failure to meet the requirements of section 501(r)(3) - Schedule M, Part II, line 2	12	
13 Tax on excess executive compensation - Schedule N	13	
14 Tax on net investment income of private colleges and universities - Schedule O	14	
15 Total (add lines 1 - 14)	15	2,697.

Part II-A Taxes on Managers, Self-Dealers, Disqualified Persons, Donors, Donor Advisors, and Related Persons (Sections 4912(b), 4941(a), 4944(a)(2), 4945(a)(2), 4955(a)(2), 4958(a), 4965(a)(2), 4966(a)(2), and 4967(a))

(a) Name and address of person subject to tax. City or town, state or province, country, ZIP or foreign postal code		(b) Taxpayer identification number	
a			
b			
c			
(c) Tax on self-dealing - Schedule A, Part II, col. (d), and Part III, col. (d)	(d) Tax on investments that jeopardize charitable purpose - Schedule D, Part II, col. (d)	(e) Tax on taxable expenditures - Schedule E, Part II, col. (d)	(f) Tax on political expenditures - Schedule F, Part II, col. (d)
a			
b			
c			
Total			
(g) Tax on disqualifying lobbying expenditures - Sch H, Part II, col. (d)	(h) Tax on excess benefit transactions - Schedule I, Part II, col. (d), and Part III, col. (d)	(i) Tax on being a party to prohibited tax shelter transactions - Schedule J, Part II, col. (d)	(j) Tax on taxable distributions - Schedule K, Part II, col. (d)
a			
b			
c			
Total			
(k) Tax on prohibited benefits - Sch L, Part II, col. (d), and Part III, col. (d)			(l) Total - Add cols. (c) through (k)
a			
b			
c			
Total			

Part II-B Summary of Taxes (See Tax Payments in the instructions.)	
1 Enter the taxes listed in Part II-A, column (I), that apply to managers, self-dealers, disqualified persons, donors, donor advisors, and related persons who sign this form. If all sign, enter the total amount from Part II-A, column (I)	1
2 Total tax. Add Part I, line 15, and Part II-B, line 1	2 2,697.
3 Total payments including amount paid with Form 8868 (see instructions)	3
4 Tax due. If line 2 is larger than line 3, enter amount owed (see instructions)	4 2,697.
5 Overpayment. If line 2 is smaller than line 3, enter the difference. This is your refund	5

SCHEDULE A - Initial Taxes on Self-Dealing (Section 4941)

Part I Acts of Self-Dealing and Tax Computation			
(a) Act number	(b) Date of act	(c) Description of act	
1			
2			
3			
4			
5			

(d) Question number from Form 990-PF, Part VII-B, or Form 5227, Part VI-B, applicable to the act	(e) Amount involved in act	(f) Initial tax on self-dealer (10% of col. (e))	(g) Tax on foundation managers (if applicable) (lesser of \$20,000 or 5% of col. (e))

Part II Summary of Tax Liability of Self-Dealers and Proration of Payments			
(a) Names of self-dealers liable for tax	(b) Act no. from Part I, col. (a)	(c) Tax from Part I, col. (f), or prorated amount	(d) Self-dealer's total tax liability (add amounts in col. (c)) (see instructions)

Part III Summary of Tax Liability of Foundation Managers and Proration of Payments			
(a) Names of foundation managers liable for tax	(b) Act no. from Part I, col. (a)	(c) Tax from Part I, col. (g), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE B - Initial Tax on Undistributed Income (Section 4942)

1 Undistributed income for years before 2018 (from Form 990-PF for 2019, Part XIII, line 6d)	1
2 Undistributed income for 2018 (from Form 990-PF for 2019, Part XIII, line 6e)	2 8,989.
3 Total undistributed income at end of current tax year beginning in 2019 and subject to tax under section 4942 (add lines 1 and 2)	3 8,989.
4 Tax - Enter 30% of line 3 here and on Part I, line 1	4 2,697.

SCHEDULE C - Initial Tax on Excess Business Holdings (Section 4943)

Business Holdings and Computation of Tax

If you have taxable excess holdings in more than one business enterprise, attach a separate schedule for each enterprise. Refer to the instructions for each line item before making any entries.

Name and address of business enterprise

Employer identification number

Form of enterprise (corporation, partnership, trust, joint venture, sole proprietorship, etc.)

		(a) Voting stock (profits interest or beneficial interest)	(b) Value	(c) Nonvoting stock (capital interest)
1	Foundation holdings in business enterprise	1		
2	Permitted holdings in business enterprise	2		
3	Value of excess holdings in business enterprise	3		
4	Value of excess holdings disposed of within 90 days; or, other value of excess holdings not subject to section 4943 tax (attach statement)	4		
5	Taxable excess holdings in business enterprise - line 3 minus line 4	5		
6	Tax - Enter 10% of line 5	6		
7	Total tax - Add amounts on line 6, columns (a), (b), and (c); enter total here and on Part I, line 2	7		

SCHEDULE D - Initial Taxes on Investments That Jeopardize Charitable Purpose (Section 4944)

Part I Investments and Tax Computation

(a) Investment number	(b) Date of investment	(c) Description of investment	(d) Amount of investment	(e) Initial tax on foundation (10% of col. (d))	(f) Initial tax on foundation managers (if applicable) - (lesser of \$10,000 or 10% of col. (d))
1					
2					
3					
4					
5					
Total - Column (e). Enter here and on Part I, line 3					
Total - Column (f). Enter total (or prorated amount) here and in Part II, column (c), below					

Part II Summary of Tax Liability of Foundation Managers and Proration of Payments

(a) Names of foundation managers liable for tax	(b) Investment no. from Part I, col. (a)	(c) Tax from Part I, col. (f), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE E - Initial Taxes on Taxable Expenditures (Section 4945)

Part I Expenditures and Computation of Tax				
(a) Item number	(b) Amount	(c) Date paid or incurred	(d) Name and address of recipient	(e) Description of expenditure and purposes for which made
1				
2				
3				
4				
5				
(f) Question number from Form 990-PF, Part VII-B, or Form 5227, Part VI-B, applicable to the expenditure			(g) Initial tax imposed on foundation (20% of col. (b))	(h) Initial tax imposed on foundation managers (if applicable)- (lesser of \$10,000 or 5% of col. (b))
Total - Column (g). Enter here and on Part I, line 4				
Total - Column (h). Enter total (or prorated amount) here and in Part II, column (c), below				

Part II Summary of Tax Liability of Foundation Managers and Proration of Payments			
(a) Names of foundation managers liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (h), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE F - Initial Taxes on Political Expenditures (Section 4955)

Part I Expenditures and Computation of Tax					
(a) Item number	(b) Amount	(c) Date paid or incurred	(d) Description of political expenditure	(e) Initial tax imposed on organization or foundation (10% of col. (b))	(f) Initial tax imposed on managers (if applicable) (lesser of \$5,000 or 2½% of col. (b))
1					
2					
3					
4					
5					
Total - Column (e). Enter here and on Part I, line 5					
Total - Column (f). Enter total (or prorated amount) here and in Part II, column (c), below					

Part II Summary of Tax Liability of Organization Managers or Foundation Managers and Proration of Payments			
(a) Names of organization managers or foundation managers liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (f), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE G - Tax on Excess Lobbying Expenditures (Section 4911)

1	Excess of grass roots expenditures over grass roots nontaxable amount (from Schedule C (Form 990 or 990-EZ), Part II-A, column (b), line 1h). (See the instructions before making an entry.)	1	
2	Excess of lobbying expenditures over lobbying nontaxable amount (from Schedule C (Form 990 or 990-EZ), Part II-A, column (b), line 1i). (See the instructions before making an entry.)	2	
3	Excess lobbying expenditures - enter the larger of line 1 or line 2	3	
4	Tax - Enter 25% of line 3 here and on Part I, line 6	4	

SCHEDULE H - Taxes on Disqualifying Lobbying Expenditures (Section 4912)

Part I Expenditures and Computation of Tax					
(a) Item number	(b) Amount	(c) Date paid or incurred	(d) Description of lobbying expenditures	(e) Tax imposed on organization (5% of col. (b))	(f) Tax imposed on organization managers (if applicable) (5% of col. (b))
1					
2					
3					
4					
5					
Total - Column (e). Enter here and on Part I, line 7					
Total - Column (f). Enter total (or prorated amount) here and in Part II, column (c), below					

Part II Summary of Tax Liability of Organization Managers and Proration of Payments			
(a) Names of organization managers liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (f), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE I - Initial Taxes on Excess Benefit Transactions (Section 4958)

Part I Excess Benefit Transactions and Tax Computation		
(a) Transaction number	(b) Date of transaction	(c) Description of transaction
1		
2		
3		
4		
5		
(d) Amount of excess benefit	(e) Initial tax on disqualified persons (25% of col. (d))	(f) Tax on organization managers (if applicable) (lesser of \$20,000 or 10% of col. (d))

SCHEDULE I - Initial Taxes on Excess Benefit Transactions (Section 4958) *Continued*

Part II Summary of Tax Liability of Disqualified Persons and Proration of Payments			
(a) Names of disqualified persons liable for tax	(b) Trans. no. from Part I, col. (a)	(c) Tax from Part I, col. (e), or prorated amount	(d) Disqualified person's total tax liability (add amounts in col. (c)) (see instructions)

Part III Summary of Tax Liability of 501(c)(3), (c)(4) & (c)(29) Organization Managers and Proration of Payments			
(a) Names of 501(c)(3), (c)(4) & (c)(29) organization managers liable for tax	(b) Trans. no. from Part I, col. (a)	(c) Tax from Part I, col. (f), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see instructions)

SCHEDULE J - Taxes on Being a Party to Prohibited Tax Shelter Transactions (Section 4965)

Part I Prohibited Tax Shelter Transactions (PTST) and Tax Imposed on the Tax-Exempt Entity (see instructions)				
(a) Transaction number	(b) Transaction date	(c) Type of transaction 1 - Listed 2 - Subsequently listed 3 - Confidential 4 - Contractual protection	(d) Description of transaction	
1				
2				
3				
4				
5				
(e) Did the tax-exempt entity know or have reason to know this transaction was a PTST when it became a party to the transaction? Answer Yes or No		(f) Net income attributable to the PTST	(g) 75% of proceeds attributable to the PTST	(h) Tax imposed on the tax-exempt entity (see instructions)
Total - Column (h). Enter here and on Part I, line 9				

SCHEDULE L - Taxes on Prohibited Benefits Distributed From Donor Advised Funds (Section 4967).

See the instructions.

Part I Prohibited Benefits and Tax Computation		
(a) Item number	(b) Date of prohibited benefit	(c) Description of benefit
1		
2		
3		
4		
5		
(d) Amount of prohibited benefit	(e) Tax on donors, donor advisors, or related persons (125% of col. (d)) (see instructions)	(f) Tax on fund managers (if applicable) (lesser of 10% of col. (d) or \$10,000) (see instructions)

Part II Summary of Tax Liability of Donors, Donor Advisors, Related Persons, and Proration of Payments			
(a) Names of donors, donor advisors, or related persons liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (e) or prorated amount	(d) Donor's, donor advisor's, or related person's total tax liability (add amounts in col. (c)) (see instructions)

Part III Summary of Tax Liability of Fund Managers and Proration of Payments			
(a) Names of fund managers liable for tax	(b) Item no. from Part I, col. (a)	(c) Tax from Part I, col. (f) or prorated amount	(d) Fund manager's total tax liability (add amounts in col. (c)) (see instructions)

Schedule M - Tax on Hospital Organization for Failure to Meet the Community Health Needs Assessment Requirements (Sections 4959 and 501(r)(3)). (See instructions.)

Part I Failures to Meet Section 501(r)(3)				
(a) Item number	(b) Name of hospital facility	(c) Description of the failure	(d) Tax year hospital facility last conducted a CHNA	(e) Tax year hospital facility last adopted an implementation strategy
1				
2				
3				
4				
5				

Part II Computation of Tax	
1	Number of hospital facilities operated by the hospital organization that failed to meet the Community Health Needs Assessment requirements of section 501(r)(3) 1
2	Tax - Enter \$50,000 multiplied by line 1 here and on Part I, line 12 2

SCHEDULE N - Tax on Excess Executive Compensation (Section 4960). (See instructions.)

(a) Item number	(b) Name of covered employee	(c) Excess remuneration	(d) Excess parachute payment	(e) Total. Add column (c) and (d)
1				
2				
3				
4				
5				
6	Attachment, if necessary. See instructions			
Total (add column (e) items 1 - 6)				
Tax. Enter 21% of the amount above here and on Part I, line 13				

SCHEDULE O - Excise Tax on Net Investment Income of Private Colleges and Universities (Section 4968)

	(a) Name	(b) EIN	(c) Gross investment income (See instructions.)	(d) Capital gain net income	(e) Administrative expenses allocable to income included in cols. (c) and (d)	(f) Net investment income (See instructions.)
1	Filing Organization					
2	Related Organization					
3	Related Organization					
4	Related Organization					
5	Total from attachment, if necessary					
6	Total					
7	Excise Tax on Net Investment Income. Enter 1.4% of the amount in 6(f) here and on Part I, line 14					

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.

Ann H C Belcher | PRESIDENT | 10/27/2020
Signature of officer or trustee Title Date

Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor, or related person Date

Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor, or related person Date

Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor, or related person Date

Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor, or related person Date

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

Paid Preparer Use Only

Print/Type preparer's name VIRGINIA R. BELCHER	Preparer's signature <i>Virginia R. Belcher</i>	Date 10-19-20	Check <input type="checkbox"/> if self-employed	PTIN P00421964
Firm's name ▶ KEITER, STEPHENS, HURST, GARY & SHREAVES			Firm's EIN ▶ 54-1631262	
Firm's address ▶ 4401 DOMINION BLVD GLEN ALLEN, VA 23060			Phone no. (804) 747-0000	

EXTENDED TO FEBRUARY 16, 2021
Exempt Organization Business Income Tax Return
 (and proxy tax under section 6033(e))

2019

For calendar year 2019 or other tax year beginning APR 1, 2019 and ending MAR 31, 2020

▶ Go to www.irs.gov/Form990T for instructions and the latest information.

▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

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

Department of the Treasury
Internal Revenue Service

<p>A <input type="checkbox"/> Check box if address changed</p> <p>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)</p> <p>C Book value of all assets at end of year 105,498,671.</p>	<p>Print or Type</p>	<p>Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) OBICI HEALTHCARE FOUNDATION, INC.</p> <p>Number, street, and room or suite no. If a P.O. box, see instructions. 106 W. FINNEY AVENUE</p> <p>City or town, state or province, country, and ZIP or foreign postal code SUFFOLK, VA 23434</p> <p>F Group exemption number (See instructions.) ▶</p> <p>G Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust</p>	<p>D Employer identification number (Employees' trust, see instructions.) 51-0249728</p> <p>E Unrelated business activity code (See instructions.) 525990</p>
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H Enter the number of the organization's unrelated trades or businesses. ▶ 1 Describe the only (or first) unrelated trade or business here ▶ **INVESTMENT ACTIVITIES**. If only one, complete Parts I-V. If more than one, describe the first in the blank space at the end of the previous sentence, complete Parts I and II, complete a Schedule M for each additional trade or business, then complete Parts III-V.

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 ▶ **ANNETTE C. BEUCHLER** Telephone number ▶ **757-539-8810**

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales			
b	Less returns and allowances			
	c Balance ▶	1c		
2	Cost of goods sold (Schedule A, line 7)	2		
3	Gross profit. Subtract line 2 from line 1c	3		
4a	Capital gain net income (attach Schedule D)	4a		
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c	Capital loss deduction for trusts	4c		
5	Income (loss) from a partnership or an S corporation (attach statement)	5	-664,863.	-664,863.
6	Rent income (Schedule C)	6		
7	Unrelated debt-financed income (Schedule E)	7		
8	Interest, annuities, royalties, and rents from a controlled organization (Schedule F)	8		
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10	Exploited exempt activity income (Schedule I)	10		
11	Advertising income (Schedule J)	11		
12	Other income (See instructions; attach schedule)	12		
13	Total. Combine lines 3 through 12	13	-664,863.	-664,863.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)
 (Deductions must be directly connected with the unrelated business income.)

14	Compensation of officers, directors, and trustees (Schedule K)	14	
15	Salaries and wages	15	
16	Repairs and maintenance	16	
17	Bad debts	17	
18	Interest (attach schedule) (see instructions)	18	
19	Taxes and licenses	19	
20	Depreciation (attach Form 4562)	20	
21	Less depreciation claimed on Schedule A and elsewhere on return	21a	
22	Depletion	22	
23	Contributions to deferred compensation plans	23	
24	Employee benefit programs	24	
25	Excess exempt expenses (Schedule I)	25	
26	Excess readership costs (Schedule J)	26	
27	Other deductions (attach schedule)	27	
28	Total deductions. Add lines 14 through 27	28	0.
29	Unrelated business taxable income before net operating loss deduction. Subtract line 28 from line 13	29	-664,863.
30	Deduction for net operating loss arising in tax years beginning on or after January 1, 2018 (see instructions)	30	SEE STATEMENT 16 0.
31	Unrelated business taxable income. Subtract line 30 from line 29	31	-664,863.

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

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

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

(see instructions)

1. Description of property

(1)	
(2)	
(3)	
(4)	

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.

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

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

0.

0.

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

1. Description of debt-financed property

2. Gross income from or allocable to debt-financed property

3. Deductions directly connected with or allocable to debt-financed property

(a) Straight line depreciation (attach schedule)

(b) Other deductions (attach schedule)

(1)				
(2)				
(3)				
(4)				

4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)

5. Average adjusted basis of or allocable to debt-financed property (attach schedule)

6. Column 4 divided by column 5

7. Gross income reportable (column 2 x column 6)

8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))

(1)			%	
(2)			%	
(3)			%	
(4)			%	

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

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

Totals

0.

0.

Total dividends-received deductions included in column 8

0.

0.

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

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

Nonexempt Controlled Organizations

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
Totals			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).
			0.	0.

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

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals		Enter here and on page 1, Part I, line 9, column (A).		Enter here and on page 1, Part I, line 9, column (B).
		0.		0.

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

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals		Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).			Enter here and on page 1, Part II, line 25.
		0.	0.			0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))		0.	0.			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.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0.	0.				0.

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

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

Form 990-T (2019)

FORM 990-T	INCOME (LOSS) FROM PARTNERSHIPS	STATEMENT 15
DESCRIPTION		NET INCOME OR (LOSS)
ALPINE INVESOTRS VI - ORDINARY BUSINESS INCOME (LOSS)		139,774.
GOODNIGHT MIDSTREAM CO-INVEST LP - ORDINARY BUSINESS INCOME (LOSS)		-49,206.
WHITMAN/PETERSON PARTNERS III - ORDINARY BUSINESS INCOME (LOSS)		-177,304.
TAILWATER ENERGY FUND III - ORDINARY BUSINESS INCOME (LOSS)		-186,661.
TAILWATER ENERGY FUND IV - ORDINARY BUSINESS INCOME (LOSS)		-147,916.
VORTUS INVESTMENTS II - ORDINARY BUSINESS INCOME (LOSS)		-209,151.
BROADVAIL CAPITAL PARTNERS FUND I - ORDINARY BUSINESS INCOME (LOSS)		-10,596.
BROADVAIL GROWTH EQUITY FUND II - ORDINARY BUSINESS INCOME (LOSS)		-9,567.
MERCED PARTNERS V - ORDINARY BUSINESS INCOME (LOSS)		12,092.
PARTNERS FOR GROWTH V - ORDINARY BUSINESS INCOME (LOSS)		9,465.
SYNOVA CAPITAL FUND IV - ORDINARY BUSINESS INCOME (LOSS)		294.
MERCED PARTNERS IV - ORDINARY BUSINESS INCOME (LOSS)		6,525.
NEXUS SPECIAL SITUATIONS II - ORDINARY BUSINESS INCOME (LOSS)		-42,612.
TOTAL INCLUDED ON FORM 990-T, PAGE 1, LINE 5		-664,863.

FORM 990-T	NET OPERATING LOSS DEDUCTION			STATEMENT 16
TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
03/31/19	939,062.	0.	939,062.	939,062.
NOL CARRYOVER AVAILABLE THIS YEAR			939,062.	939,062.

FORM 990-T	NET OPERATING LOSS DEDUCTION			STATEMENT 17
TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
03/31/18	49,830.	0.	49,830.	49,830.
NOL CARRYOVER AVAILABLE THIS YEAR			49,830.	49,830.

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2019

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return.
Go to www.irs.gov/Form8865 for instructions and the latest information.
Information furnished for the foreign partnership's tax year
beginning **JAN 1**, 2019, and ending **DEC 31**, 2019

Attachment
Sequence No. **118**

Name of person filing this return **OBICI HEALTHCARE FOUNDATION, INC.** Filer's identification number **51-0249728**

Filer's address (if you aren't filing this form with your tax return) **OBICI HEALTHCARE FOUNDATION, INC.**
A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):
1 2 3 4
B Filer's tax year beginning **APR 1**, 2019, and ending **MAR 31**, 2020

C Filer's share of liabilities: Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Other \$ _____

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name _____ EIN _____
Address _____

E Check if any excepted specified foreign financial assets are reported on this form. See instructions

F Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identification number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

G1 Name and address of foreign partnership **OLD WELL EMERGING MARKETS FUND LTD**
27 HOSPITAL ROAD
GEORGE TOWN, CAYMAN ISLANDS KY1-9008
2(a) EIN (if any) **98-1387159**
2(b) Reference ID number _____
3 Country under whose laws organized **CAYMAN ISLANDS**

4 Date of organization **10/01/2017** 5 Principal place of business **CAYMAN ISLANDS** 6 Principal business activity code number **523900** 7 Principal business activity **INVESTMENTS** 8a Functional currency **USD** 8b Exchange rate (see instructions) **1.000000**

H Provide the following information for the foreign partnership's tax year:
1 Name, address, and identification number of agent (if any) in the United States _____
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065
Service Center where Form 1065 is filed: _____

3 Name and address of foreign partnership's agent in country of organization, if any _____
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different _____

5 During the tax year, did the foreign partnership pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions _____
If "Yes," enter the total amount of the disallowed deductions \$ _____
▶ Yes No

6 Is the partnership a section 721(c) partnership, as defined in Temporary Regulations section 1.721(c)-1T(b)(14)?
▶ Yes No

7 Were any special allocations made by the foreign partnership?
▶ Yes No

8 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), attached to this return. See instructions _____

9 How is this partnership classified under the law of the country in which it's organized? ▶ **LTD PARTNERSHIP**

10 a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that's a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 10b
▶ Yes No

b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss, as defined in Reg. 1.1503(d)-1(b)(5)(ii)?
▶ Yes No

11 Does this partnership meet both of the following requirements?
1. The partnership's total receipts for the tax year were less than \$250,000.
2. The value of the partnership's total assets at the end of the tax year was less than \$1 million.
If "Yes," don't complete Schedules L, M-1, and M-2.
▶ Yes No

- 12 a Is the filer of this Form 8865 claiming a foreign-derived intangible income deduction (under section 250) with respect to any amounts listed on Schedule N? Yes No
- b If "Yes," enter the amount of gross income derived from sales, leases, exchanges, or other dispositions (but not licenses) from transactions with or by the foreign partnership that the filer included in its computation of foreign-derived deduction eligible income (FDDEI) ▶ _____
- c If "Yes," enter the amount of gross income derived from a license of property to or by the foreign partnership that the filer included in its computation of FDDEI ▶ _____
- d If "Yes," enter the amount of gross income derived from services provided to or by the foreign partnership that the filer included in its computation of FDDEI ▶ _____
- 13 Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership ▶ _____
- 14 At any time during the tax year were any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? Yes No
- 15 a Were there any transfers of property or money within a 2-year period between the partnership and any of its partners that would require disclosure under Regs. 1.703-3 or 1.707-6? If "Yes," attach a statement identifying the transfers, the amount or value of each transfer, and an explanation of the tax treatment. See instructions for exceptions Yes No
- b Did the partnership assume a liability or receive property subject to a liability where such liability was incurred by a partner within a 2-year period of transferring the property to the partnership? If "Yes," attach a statement identifying the property transferred, the amount or value of each transfer, the debt assumed or taken by the partnership, and an explanation of the tax treatment Yes No

Sign Here Only if You're Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member Date

Paid Preparer Use Only	Print/Type preparer's name VIRGINIA R. BELCHER	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00421964
	Firm's name ▶ KEITER, STEPHENS, HURST, GARY & SHREAVES, PC			Firm's EIN ▶ 54-1631262	
	Firm's address ▶ 4401 DOMINION BLVD			Phone no. (804) 747-0000	
	GLEN ALLEN, VA 23060				

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identification number (if any) of the person(s) whose interest you constructively own. See instructions.

a <input type="checkbox"/> Owns a direct interest	b <input type="checkbox"/> Owns a constructive interest			
Name	Address	Identification number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identification number (if any)	Check if foreign person

Schedule A-2 Foreign Partners of Section 721(c) Partnership (see instructions)

Name of foreign partner	Address	Country of organization (if any)	U.S. taxpayer identification number (if any)	Check if related to U.S. transferor	Percentage interest	
					Capital	Profits
				<input type="checkbox"/>	%/	%/
				<input type="checkbox"/>	%/	%/

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-3 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

**SCHEDULE O
(Form 8865)**

(Rev. December 2018)
Department of the Treasury
Internal Revenue Service

**Transfer of Property to a Foreign Partnership
(Under Section 6038B)**

OMB No. 1545-1668

▶ Attach to Form 8865. See the Instructions for Form 8865.
▶ Go to www.irs.gov/Form8865 for instructions and the latest information.

Name of transferor **OBICI HEALTHCARE FOUNDATION, INC.** Filer's identifying number **51-0249728**

Name of foreign partnership **OLD WELL EMERGING MARKETS FUND LT** EIN (if any) **98-1387159** Reference ID number (see instr)

- 1 a Is the partnership a section 721(c) partnership (as defined in Temporary Regulations section 1.721(c)-1T(b)(14))? See instructions Yes No
 b If "Yes," was the gain deferral method applied to avoid the recognition of gain upon the contribution of property? Yes No
 2 Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Yes No

Part I Transfers Reportable Under Section 6038B

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) Recovery period	(f) Section 704(c) allocation method	(g) Gain recognized on transfer
Cash	12/31/19		1,800,000.				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property described in section 197(f)(9)							
Intangible property, other than intangible property described in section 197(f)(9)							
Other property							
Totals			1,800,000.				

3 Enter the transferor's percentage interest in the partnership: (a) Before the transfer **.0000** % (b) After the transfer **1.2047** %

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 12-2018

Return of U.S. Persons With Respect to Certain Foreign Partnerships

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return.
▶ Go to www.irs.gov/Form8865 for instructions and the latest information.

2019

Information furnished for the foreign partnership's tax year

Attachment Sequence No. **118**

beginning **JAN 1**, 2019, and ending **DEC 31**, 2019

Name of person filing this return

Filer's identification number

OBICI HEALTHCARE FOUNDATION, INC.

51-0249728

Filer's address (if you aren't filing this form with your tax return)

A Category of filer (see Categories of Filers in the instructions and check applicable box(es)):

1 2 3 4

B Filer's tax year beginning **APR 1**, 2019, and ending **MAR 31**, 2020

C Filer's share of liabilities: Nonrecourse \$ Qualified nonrecourse financing \$ Other \$

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name EIN

Address

E Check if any excepted specified foreign financial assets are reported on this form. See instructions

F Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identification number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

G1 Name and address of foreign partnership

H CAPITAL V, LP

**CRICKET SQUARE, PO BOX 268
GRAND CAYMAN CAYMAN ISLANDS KY1-1004**

2(a) EIN (if any)
98-1453278

2(b) Reference ID number

3 Country under whose laws organized
CAYMAN ISLANDS

4 Date of organization 11/02/2018	5 Principal place of business CAYMAN ISLANDS	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency USD	8b Exchange rate (see instructions) 1.000000
---	--	--	---	--------------------------------------	--

H Provide the following information for the foreign partnership's tax year:

1 Name, address, and identification number of agent (if any) in the United States

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065
Service Center where Form 1065 is filed:

3 Name and address of foreign partnership's agent in country of organization, if any

**H CAPITAL MGMT CO LTD
CRICKET SQUARE, PO BOX 268
GRAND CAYMAN CAYMAN ISLANDS KY1-110**

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different

5 During the tax year, did the foreign partnership pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions Yes No

If "Yes," enter the total amount of the disallowed deductions \$

6 Is the partnership a section 721(c) partnership, as defined in Temporary Regulations section 1.721(c)-1T(b)(14)? Yes No

7 Were any special allocations made by the foreign partnership? Yes No

8 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), attached to this return. See instructions

9 How is this partnership classified under the law of the country in which it's organized? ▶ **LTD PARTNERSHIP**

10 a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that's a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 10b Yes No

b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss, as defined in Reg. 1.1503(d)-1(b)(5)(ii)? Yes No

11 Does this partnership meet both of the following requirements?
1. The partnership's total receipts for the tax year were less than \$250,000.
2. The value of the partnership's total assets at the end of the tax year was less than \$1 million.
If "Yes," don't complete Schedules L, M-1, and M-2. Yes No

- 12 a Is the filer of this Form 8865 claiming a foreign-derived intangible income deduction (under section 250) with respect to any amounts listed on Schedule N? Yes No
- b If "Yes," enter the amount of gross income derived from sales, leases, exchanges, or other dispositions (but not licenses) from transactions with or by the foreign partnership that the filer included in its computation of foreign-derived deduction eligible income (FDDEI) ▶ _____
- c If "Yes," enter the amount of gross income derived from a license of property to or by the foreign partnership that the filer included in its computation of FDDEI ▶ _____
- d If "Yes," enter the amount of gross income derived from services provided to or by the foreign partnership that the filer included in its computation of FDDEI ▶ _____
- 13 Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership ▶ _____
- 14 At any time during the tax year were any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? Yes No
- 15 a Were there any transfers of property or money within a 2-year period between the partnership and any of its partners that would require disclosure under Regs. 1.703-3 or 1.707-6? If "Yes," attach a statement identifying the transfers, the amount or value of each transfer, and an explanation of the tax treatment. See instructions for exceptions Yes No
- b Did the partnership assume a liability or receive property subject to a liability where such liability was incurred by a partner within a 2-year period of transferring the property to the partnership? If "Yes," attach a statement identifying the property transferred, the amount or value of each transfer, the debt assumed or taken by the partnership, and an explanation of the tax treatment Yes No

Sign Here Only if You're Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only

Print/Type preparer's name VIRGINIA R. BELCHER	Preparer's signature _____	Date _____	Check <input type="checkbox"/> if self-employed	PTIN P00421964
Firm's name ▶ KEITER, STEPHENS, HURST, GARY & SHREAVES, PC			Firm's EIN ▶ 54-1631262	
Firm's address ▶ 4401 DOMINION BLVD GLEN ALLEN, VA 23060			Phone no. (804) 747-0000	

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identification number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest b Owns a constructive interest

Name	Address	Identification number (if any)	Check if foreign person	Check if direct partner
H CAPITAL MGMT CO LTD	CRICKET SQUARE, PO BOX 268 GRAND CAYMAN CAYMAN ISLAND	99-9999999	X	X

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identification number (if any)	Check if foreign person

Schedule A-2 Foreign Partners of Section 721(c) Partnership (see instructions)

Name of foreign partner	Address	Country of organization (if any)	U.S. taxpayer identification number (if any)	Check if related to U.S. transferor	Percentage interest	
					Capital	Profits
				<input type="checkbox"/>	%	%
				<input type="checkbox"/>	%	%

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-3 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
H CAPITAL MGMT CO LTD	CRICKET SQUARE, PO BOX 268 GRAND CAYMAN CAYMAN ISLAND	APPLIEDFOR		

**SCHEDULE O
(Form 8865)**

(Rev. December 2018)
Department of the Treasury
Internal Revenue Service

**Transfer of Property to a Foreign Partnership
(Under Section 6038B)**

▶ Attach to Form 8865. See the Instructions for Form 8865.
▶ Go to www.irs.gov/Form8865 for instructions and the latest information.

OMB No. 1545-1668

Name of transferor **OBICI HEALTHCARE FOUNDATION, INC.** Filer's identifying number **51-0249728**

Name of foreign partnership **H CAPITAL V, LP** EIN (if any) **98-1453278** Reference ID number (see instr)

- 1 a Is the partnership a section 721(c) partnership (as defined in Temporary Regulations section 1.721(c)-1T(b)(14))? See instructions Yes No
 b If "Yes," was the gain deferral method applied to avoid the recognition of gain upon the contribution of property? Yes No
 2 Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Yes No

Part I Transfers Reportable Under Section 6038B

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) Recovery period	(f) Section 704(c) allocation method	(g) Gain recognized on transfer
Cash	12/31/19		170,400.				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property described in section 197(f)(9)							
Intangible property, other than intangible property described in section 197(f)(9)							
Other property							
Totals			170,400.				

3 Enter the transferor's percentage interest in the partnership: (a) Before the transfer % (b) After the transfer %

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 12-2018

Return of U.S. Persons With Respect to Certain Foreign Partnerships

Department of the Treasury
Internal Revenue Service

▶ Attach to your tax return.
▶ Go to www.irs.gov/Form8865 for instructions and the latest information.
Information furnished for the foreign partnership's tax year
beginning **JAN 1**, 2019, and ending **DEC 31**, 2019

2019

Attachment Sequence No. **118**

Name of person filing this return OBICI HEALTHCARE FOUNDATION, INC.	Filer's identification number 51-0249728
---	--

Filer's address (if you aren't filing this form with your tax return)	A Category of filer (see Categories of Filers in the instructions and check applicable box(es): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> B Filer's tax year beginning APR 1 , 2019, and ending MAR 31 , 2020
---	--

C Filer's share of liabilities: Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Other \$ _____

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name	EIN
Address	

E Check if any excepted specified foreign financial assets are reported on this form. See instructions

F Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identification number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

G1 Name and address of foreign partnership D1 CAPITAL PARTNERS OFFSHORE LP 7-11 SIR JOHN ROGERSON'S QUAY DUBLIN 2, IRELAND	2(a) EIN (if any) 2(b) Reference ID number D1CAPOFFSHORE 3 Country under whose laws organized IRELAND
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4 Date of organization	5 Principal place of business IRELAND	6 Principal business activity code number 523900	7 Principal business activity INVESTMENTS	8a Functional currency	8b Exchange rate (see instructions)
-------------------------------	--	---	--	-------------------------------	--

H Provide the following information for the foreign partnership's tax year:

1 Name, address, and identification number of agent (if any) in the United States	2 Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input type="checkbox"/> Form 1065 Service Center where Form 1065 is filed:
--	--

3 Name and address of foreign partnership's agent in country of organization, if any D1 CAPITAL PARTNERS OFFSHORE FUND LTD 7-11 SIR JOHN ROGERSON'S QUAY DUBLIN, DUBLIN 2 IRELAND	4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different
--	---

5 During the tax year, did the foreign partnership pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions Yes No
 If "Yes," enter the total amount of the disallowed deductions \$ _____

6 Is the partnership a section 721(c) partnership, as defined in Temporary Regulations section 1.721(c)-1T(b)(14)? Yes No

7 Were any special allocations made by the foreign partnership? Yes No

8 Enter the number of Forms 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), attached to this return. See instructions _____

9 How is this partnership classified under the law of the country in which it's organized? ▶ **LTD PARTNERSHIP**

10 a Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that's a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 10b Yes No

b If "Yes," does the separate unit or combined separate unit have a dual consolidated loss, as defined in Reg. 1.1503(d)-1(b)(5)(ii)? Yes No

11 Does this partnership meet **both** of the following requirements? Yes No

1. The partnership's total receipts for the tax year were less than \$250,000.
2. The value of the partnership's total assets at the end of the tax year was less than \$1 million.

If "Yes," don't complete Schedules L, M-1, and M-2.

- 12 a Is the filer of this Form 8865 claiming a foreign-derived intangible income deduction (under section 250) with respect to any amounts listed on Schedule N? Yes No
- b If "Yes," enter the amount of gross income derived from sales, leases, exchanges, or other dispositions (but not licenses) from transactions with or by the foreign partnership that the filer included in its computation of foreign-derived deduction eligible income (FDDEI) ▶ _____
- c If "Yes," enter the amount of gross income derived from a license of property to or by the foreign partnership that the filer included in its computation of FDDEI ▶ _____
- d If "Yes," enter the amount of gross income derived from services provided to or by the foreign partnership that the filer included in its computation of FDDEI ▶ _____
- 13 Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership ▶ _____
- 14 At any time during the tax year were any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? Yes No
- 15 a Were there any transfers of property or money within a 2-year period between the partnership and any of its partners that would require disclosure under Regs. 1.703-3 or 1.707-6? If "Yes," attach a statement identifying the transfers, the amount or value of each transfer, and an explanation of the tax treatment. See instructions for exceptions Yes No
- b Did the partnership assume a liability or receive property subject to a liability where such liability was incurred by a partner within a 2-year period of transferring the property to the partnership? If "Yes," attach a statement identifying the property transferred, the amount or value of each transfer, the debt assumed or taken by the partnership, and an explanation of the tax treatment Yes No

Sign Here Only if You're Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member: _____ Date: _____

Paid Preparer Use Only	Print/Type preparer's name VIRGINIA R. BELCHER	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00421964
	Firm's name ▶ KEITER, STEPHENS, HURST, GARY & SHREAVES, PC	Firm's EIN ▶ 54-1631262		Phone no. (804) 747-0000	
	Firm's address ▶ 4401 DOMINION BLVD GLEN ALLEN, VA 23060				

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identification number (if any) of the person(s) whose interest you constructively own. See instructions.

a Owns a direct interest b Owns a constructive interest

Name	Address	Identification number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identification number (if any)	Check if foreign person

Schedule A-2 Foreign Partners of Section 721(c) Partnership (see instructions)

Name of foreign partner	Address	Country of organization (if any)	U.S. taxpayer identification number (if any)	Check if related to U.S. transferor	Percentage interest	
					Capital	Profits
				<input type="checkbox"/>	%	%
				<input type="checkbox"/>	%	%

Does the partnership have any other foreign person as a direct partner? Yes No

Schedule A-3 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership

**SCHEDULE O
(Form 8865)**

(Rev. December 2018)
Department of the Treasury
Internal Revenue Service

**Transfer of Property to a Foreign Partnership
(Under Section 6038B)**

▶ Attach to Form 8865. See the Instructions for Form 8865.
▶ Go to www.irs.gov/Form8865 for instructions and the latest information.

OMB No. 1545-1668

Name of transferor OBICI HEALTHCARE FOUNDATION, INC.		Filer's identifying number 51-0249728
Name of foreign partnership D1 CAPITAL PARTNERS OFFSHORE LP	EIN (if any)	Reference ID number (see instr) D1CAPOFFSHORE

- 1 a** Is the partnership a section 721(c) partnership (as defined in Temporary Regulations section 1.721(c)-1T(b)(14))? See instructions Yes No
- b** If "Yes," was the gain deferral method applied to avoid the recognition of gain upon the contribution of property? Yes No
- 2** Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Yes No

Part I Transfers Reportable Under Section 6038B

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) Recovery period	(f) Section 704(c) allocation method	(g) Gain recognized on transfer
Cash	10/21/19		1,000,000.				
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property described in section 197(f)(9)							
Intangible property, other than intangible property described in section 197(f)(9)							
Other property							
Totals			1,000,000.				

3 Enter the transferor's percentage interest in the partnership: (a) Before the transfer % (b) After the transfer %

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? Yes No

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865. Schedule O (Form 8865) 12-2018

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

OMB No. 1545-0026

▶ Go to www.irs.gov/Form926 for instructions and the latest information.
 ▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
 Sequence No. **128**

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

Name of transferor
OBICI HEALTHCARE FOUNDATION, INC.

Identifying number (see instructions)

- 1 Is the transferee a specified 10%-owned foreign corporation that is not a controlled foreign corporation? Yes No
- 2 If the transferor was a corporation, complete questions 2a through 2d.
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by five 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)(4) been made? Yes No

- 3 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 3a through 3d.
- a List the name and EIN of the transferor's partnership.

Name of partnership	EIN of partnership
VY CAPITAL HOLDINGS LTD	98-1191594

- 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)

4 Name of transferee (foreign corporation)
UPGRADE INC.

5a Identifying number, if any

6 Address (including country)
**C/O VY CAPITAL HOLDINGS LTD, TRIDENT CHAMBERS, POB 146
 ROAD TOWN, TORTOLA VG1110 BRITISH VIRGIN ISLANDS**

5b Reference ID number
UPGRADE INC.

7 Country code of country of incorporation or organization
VI

8 Foreign law characterization (see instructions)
CORPORATION

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

Part III Information Regarding Transfer of Property (see instructions)

Section A - Cash

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	01/29/2020		140,000.		

10 Was cash the only property transferred? Yes No
 If "Yes," skip the remainder of Part III and go to Part IV.

Section B - Other Property (other than intangible property subject to section 367(d))

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
Stock and securities					
Inventory					
Other property (not listed under another category)					
Property with built-in loss					
Totals					

11 Did the transferor transfer stock or securities subject to section 367(a) with respect to which a gain recognition agreement was filed? Yes No

12 a Were any assets of a foreign branch (including a branch that is a foreign disregarded entity) transferred to a foreign corporation? Yes No
 If "Yes," go to line 12b.

b Was the transferor a domestic corporation that transferred substantially all of the assets of a foreign branch (including a branch that is a foreign disregarded entity) to a specified 10%-owned foreign corporation? Yes No
 If "Yes," continue to line 12c. If "No," skip lines 12c and 12d, and go to line 13.

c Immediately after the transfer, was the domestic corporation a U.S. shareholder with respect to the transferee foreign corporation? Yes No
 If "Yes," continue to line 12d. If "No," skip line 12d, and go to line 13.

d Enter the transferred loss amount included in gross income as required under section 91 ► \$ _____

13 Did the transferor transfer property described in section 367(d)(4)? Yes No
 If "No," skip Section C and questions 14a through 15.

Section C - Intangible Property Subject to Section 367(d)

Type of property	(a) Date of transfer	(b) Description of property	(c) Useful life	(d) Arm's length price on date of transfer	(e) Cost or other basis	(f) Income inclusion for year of transfer
Property described in sec. 367(d)(4)						
Totals						

- 14 a Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years? Yes No
- b At the time of the transfer, did any of the transferred intangible property have an indefinite useful life? Yes No
- c Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property? Yes No
- d If the answer to line 14c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii) ▶ \$ _____
- 15 Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Yes No

Supplemental Part III Information Required To Be Reported (see instructions)

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

- 16 Enter the transferor's interest in the transferee foreign corporation before and after the transfer.
(a) Before _____ % (b) After _____ %
- 17 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351
- 18 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
- 19 Did this transfer result from a change in entity classification? Yes No
- 20 a Did a domestic corporation make a distribution of property covered by section 367(e)(2)? (see instructions) Yes No
If "Yes," complete lines 20b and 20c.
- b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶ \$ _____
- c Did the domestic corporation not recognize gain or loss on the distribution of property because the property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)? Yes No
- 21 Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation covered by section 367(e)(1)? See instructions Yes No

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

OMB No. 1545-0026

▶ Go to www.irs.gov/Form926 for instructions and the latest information.
 ▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
 Sequence No. **128**

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

Name of transferor OBICI HEALTHCARE FOUNDATION, INC.	Identifying number (see instructions) 51-0249728
--	--

- 1 Is the transferee a specified 10%-owned foreign corporation that is not a controlled foreign corporation? Yes No
- 2 If the transferor was a corporation, complete questions 2a through 2d.
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by five 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)(4) been made? Yes No

- 3 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 3a through 3d.
- a List the name and EIN of the transferor's partnership.

Name of partnership	EIN of partnership

- 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)

4 Name of transferee (foreign corporation) THE WINDACRE PARTNERSHIP INTERNATIONAL FUND LTD	5a Identifying number, if any
6 Address (including country) CRICKET SQUARE GEORGE TOWN, GRAND CAYMAN KY1-1104 CAYMAN ISLANDS	5b Reference ID number WINDACRE
7 Country code of country of incorporation or organization CJ	
8 Foreign law characterization (see instructions) CORPORATION	
9 Is the transferee foreign corporation a controlled foreign corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part III Information Regarding Transfer of Property (see instructions)

Section A - Cash

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	03/10/2020		2,500,000.		

10 Was cash the only property transferred? Yes No
 If "Yes," skip the remainder of Part III and go to Part IV.

Section B - Other Property (other than intangible property subject to section 367(d))

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
Stock and securities					
Inventory					
Other property (not listed under another category)					
Property with built-in loss					
Totals					

- 11 Did the transferor transfer stock or securities subject to section 367(a) with respect to which a gain recognition agreement was filed? Yes No
- 12 a Were any assets of a foreign branch (including a branch that is a foreign disregarded entity) transferred to a foreign corporation? Yes No
 If "Yes," go to line 12b.
- b Was the transferor a domestic corporation that transferred substantially all of the assets of a foreign branch (including a branch that is a foreign disregarded entity) to a specified 10%-owned foreign corporation? Yes No
 If "Yes," continue to line 12c. If "No," skip lines 12c and 12d, and go to line 13.
- c Immediately after the transfer, was the domestic corporation a U.S. shareholder with respect to the transferee foreign corporation? Yes No
 If "Yes," continue to line 12d. If "No," skip line 12d, and go to line 13.
- d Enter the transferred loss amount included in gross income as required under section 91 ► \$ _____
- 13 Did the transferor transfer property described in section 367(d)(4)? Yes No
 If "No," skip Section C and questions 14a through 15.

Section C - Intangible Property Subject to Section 367(d)

Type of property	(a) Date of transfer	(b) Description of property	(c) Useful life	(d) Arm's length price on date of transfer	(e) Cost or other basis	(f) Income inclusion for year of transfer
Property described in sec. 367(d)(4)						
Totals						

- 14 a Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years? Yes No
- b At the time of the transfer, did any of the transferred intangible property have an indefinite useful life? Yes No
- c Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property? Yes No
- d If the answer to line 14c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii) ▶ \$ _____
- 15 Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Yes No

Supplemental Part III Information Required To Be Reported (see instructions)

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

- 16 Enter the transferor's interest in the transferee foreign corporation before and after the transfer.
(a) Before _____ % (b) After _____ %
- 17 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351
- 18 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
- 19 Did this transfer result from a change in entity classification? Yes No
- 20 a Did a domestic corporation make a distribution of property covered by section 367(e)(2)? (see instructions) Yes No
If "Yes," complete lines 20b and 20c.
- b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶ \$ _____
- c Did the domestic corporation not recognize gain or loss on the distribution of property because the property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)? Yes No
- 21 Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation covered by section 367(e)(1)? See instructions Yes No

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

OMB No. 1545-0026

▶ Go to www.irs.gov/Form926 for instructions and the latest information.
 ▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
 Sequence No. **128**

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

Name of transferor OBICI HEALTHCARE FOUNDATION, INC.	Identifying number (see instructions) 51-0249728
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- 1 Is the transferee a specified 10%-owned foreign corporation that is not a controlled foreign corporation? Yes No
- 2 If the transferor was a corporation, complete questions 2a through 2d.
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by five 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)(4) been made? Yes No

- 3 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 3a through 3d.
- a List the name and EIN of the transferor's partnership.

Name of partnership	EIN of partnership

- 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)

4 Name of transferee (foreign corporation) TENCORE PARTNERS OFFSHORE LTD	5a Identifying number, if any
6 Address (including country) 3 COLUMBUS CIR. STE. 1200 NEW YORK, NY 10019	5b Reference ID number TENCOREOFFSHORE
7 Country code of country of incorporation or organization CJ	
8 Foreign law characterization (see instructions) CORPORATION	
9 Is the transferee foreign corporation a controlled foreign corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part III Information Regarding Transfer of Property (see instructions)

Section A - Cash

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	01/13/2019		1,800,000.		

10 Was cash the only property transferred? Yes No
 If "Yes," skip the remainder of Part III and go to Part IV.

Section B - Other Property (other than intangible property subject to section 367(d))

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
Stock and securities					
Inventory					
Other property (not listed under another category)					
Property with built-in loss					
Totals					

- 11** Did the transferor transfer stock or securities subject to section 367(a) with respect to which a gain recognition agreement was filed? Yes No
- 12 a** Were any assets of a foreign branch (including a branch that is a foreign disregarded entity) transferred to a foreign corporation? Yes No
 If "Yes," go to line 12b.
- b** Was the transferor a domestic corporation that transferred substantially all of the assets of a foreign branch (including a branch that is a foreign disregarded entity) to a specified 10%-owned foreign corporation? Yes No
 If "Yes," continue to line 12c. If "No," skip lines 12c and 12d, and go to line 13.
- c** Immediately after the transfer, was the domestic corporation a U.S. shareholder with respect to the transferee foreign corporation? Yes No
 If "Yes," continue to line 12d. If "No," skip line 12d, and go to line 13.
- d** Enter the transferred loss amount included in gross income as required under section 91 ► \$ _____
- 13** Did the transferor transfer property described in section 367(d)(4)? Yes No
 If "No," skip Section C and questions 14a through 15.

Section C - Intangible Property Subject to Section 367(d)

Type of property	(a) Date of transfer	(b) Description of property	(c) Useful life	(d) Arm's length price on date of transfer	(e) Cost or other basis	(f) Income inclusion for year of transfer
Property described in sec. 367(d)(4)						
Totals						

- 14 a Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed 20 years? Yes No
- b At the time of the transfer, did any of the transferred intangible property have an indefinite useful life? Yes No
- c Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property? Yes No
- d If the answer to line 14c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii) ▶ \$ _____
- 15 Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Yes No

Supplemental Part III Information Required To Be Reported (see instructions)

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

- 16 Enter the transferor's interest in the transferee foreign corporation before and after the transfer.
(a) Before _____ % (b) After _____ %
- 17 Type of nonrecognition transaction (see instructions) ▶ IRC SECTION 351
- 18 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
- 19 Did this transfer result from a change in entity classification? Yes No
- 20 a Did a domestic corporation make a distribution of property covered by section 367(e)(2)? (see instructions) Yes No
If "Yes," complete lines 20b and 20c.
 - b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ▶ \$ _____
 - c Did the domestic corporation not recognize gain or loss on the distribution of property because the property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)? Yes No
- 21 Did a domestic corporation make a section 355 distribution of stock in a foreign controlled corporation covered by section 367(e)(1)? See instructions Yes No