

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

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

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CLIENT'S COPY

Tax Return Carryovers to 2010

NAME: OBICI HEALTHCARE FOUNDATION, INC.

ID Number: 51-0249728

Disallowing Form	Description	Originating Form	Entity/Activity	St/City	Amount
990-T	PRIOR YEARS NET OPERATING LOSS	990-T			105,598.

OBICI HEALTHCARE FOUNDATION, INC.
106 W. Finney Avenue
Suffolk, VA 23434

OBICI HEALTHCARE FOUNDATION, INC.:

Due date for transmitting the 99PF is November 15, 2010.
Please return the signed Form 8879-EO to our office before
this date.

Enclosed are the organization's 2009 Exempt Organization
returns. The paper filed return(s) should be signed, dated,
and mailed, as indicated.

Specific filing instructions are as follows.

FORM 990-PF RETURN:

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

Form 990-PF has an overpayment of \$32,969. The entire
overpayment has been applied to the estimated tax payments.

No amount is due on Form 990-PF.

FORM 990-T RETURN:

No amount is due on Form 990-T.

Please sign and mail as soon as possible.

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

Please note that there is \$2,818,617 of undistributed income
for 2009 on Form 990-PF. The organization must distribute
this amount by the end of its 2010 tax year to avoid the

excise tax on undistributed income.

Additionally, duly signed and authorized copies of this return should be filed with each of the following state authorities, on or before November 15, 2010

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

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

Virginia Dept. of Taxation
P.O. Box 1500
Richmond, VA 23218-1500

No payment is required with this return when filed.

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

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

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

Very truly yours,

Witt Mares

Form **990-W**

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

OMB No. 1545-0976

(WORKSHEET)

(and on Investment Income for Private Foundations) FORM 990-PF

2010

Department of the Treasury
Internal Revenue Service

(Keep for your records. Do not send to the Internal Revenue Service.)

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	
b	Enter the tax shown on the 2009 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	3,558.
c	2010 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	3,560.
		ADJUSTED TO	

		(a)	(b)	(c)	(d)	
11	Installment due dates (see instructions)	11	08/16/10	09/15/10	12/15/10	03/15/11
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	890.	890.	890.	890.
13	2009 Overpayment (see instructions)	13				
14	Payment due. (Subtract line 13 from line 12.)	14				

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2010)

ESTIMATED TAX	3,560.
OVERPAYMENT APPLIED	32,969.
AMOUNT DUE	0.

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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning **APR 1, 2009**, and ending **MAR 31, 2010**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation OBICI HEALTHCARE FOUNDATION, INC.	A Employer identification number 51-0249728
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 106 W. FINNEY AVENUE	B Telephone number 757-539-8810
	City or town, state, and ZIP code SUFFOLK, VA 23434	C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 97,594,614. (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)				
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
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	1,465,483.	1,465,483.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-371,055.			
b Gross sales price for all assets on line 6a 13,678,793.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	233,194.	233,194.		STATEMENT 4
12 Total. Add lines 1 through 11	1,327,622.	1,698,677.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	327,163.	0.		327,163.
14 Other employee salaries and wages	142,365.	0.		142,365.
15 Pension plans, employee benefits	77,726.	0.		77,726.
16a Legal fees STMT 5	16,039.	0.		16,039.
b Accounting fees STMT 6	39,175.	0.		39,175.
c Other professional fees				
17 Interest	6,233.	0.		0.
18 Taxes STMT 7	78,732.	0.		38,374.
19 Depreciation and depletion	24,793.	0.		
20 Occupancy	49,112.	0.		49,112.
21 Travel, conferences, and meetings	29,260.	0.		29,260.
22 Printing and publications				
23 Other expenses STMT 8	1,440,556.	1,342,864.		97,125.
24 Total operating and administrative expenses. Add lines 13 through 23	2,231,154.	1,342,864.		816,339.
25 Contributions, gifts, grants paid	4,552,605.			2,757,882.
26 Total expenses and disbursements. Add lines 24 and 25	6,783,759.	1,342,864.		3,574,221.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-5,456,137.			
b Net investment income (if negative, enter -0-)		355,813.		
c Adjusted net income (if negative, enter -0-)			N/A	

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	851.	3,608.	3,608.	
	2	Savings and temporary cash investments	15,192,757.	12,339,383.	12,339,383.	
	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	39,633.	45,592.	45,592.	
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 12 9,790,782.	20,417,309.	20,417,309.	
	c	Investments - corporate bonds	STMT 13 4,741,968.	5,152,396.	5,152,396.	
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 14 43,393,325.	56,704,909.	56,704,909.		
14	Land, buildings, and equipment: basis	2,284,196.				
	Less: accumulated depreciation	STMT 15 52,490.	37,739.	2,231,706.		
15	Other assets (describe)	STATEMENT 16 847,416.	699,711.	699,711.		
16	Total assets (to be completed by all filers)		74,044,471.	97,594,614.	97,594,614.	
Liabilities	17	Accounts payable and accrued expenses	32,251.	132,392.		
	18	Grants payable	3,406,794.	1,790,528.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable		1,850,000.		
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)		3,439,045.	3,772,920.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	70,605,426.	93,821,694.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances		70,605,426.	93,821,694.		
31	Total liabilities and net assets/fund balances		74,044,471.	97,594,614.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	70,605,426.
2	Enter amount from Part I, line 27a	2	-5,456,137.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 10	3	28,685,515.
4	Add lines 1, 2, and 3	4	93,834,804.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 11	5	13,110.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	93,821,694.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SHORT TERM SALES			
b LONG TERM SALES			
c CAPITAL LOSSES FROM PARTNERSHIPS			
d SALE OF FOREIGN INVESTMENT AND CAPITAL GAINS			
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 8,509,949.		7,477,233.	1,032,716.
b 2,390,799.		1,441,272.	949,527.
c		1,853,028.	-1,853,028.
d 2,778,045.		3,278,315.	-500,270.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,032,716.
b			949,527.
c			-1,853,028.
d			-500,270.
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	-371,055.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	5,862,506.	88,420,528.	.066303
2007	4,585,183.	115,770,846.	.039606
2006	717,008.	105,190,685.	.006816
2005			
2004			

2 Total of line 1, column (d)	2	.112725
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.037575
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	87,471,067.
5 Multiply line 4 by line 3	5	3,286,725.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,558.
7 Add lines 5 and 6	7	3,290,283.
8 Enter qualifying distributions from Part XII, line 4	8	5,572,134.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,558.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,558.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,558.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	36,527.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	36,527.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	32,969.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax		11	0.
			Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>VA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP://WWW.OBICIHCF.ORG/</u>	13	X	
14	The books are in care of ► <u>MICHAEL HAMMOND</u> Telephone no. ► <u>757-539-8810</u> Located at ► <u>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

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (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 page 20 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	N/A	1b
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 2009?		1c
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years: _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
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 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2009?		4b

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). **N/A**

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
7b		

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

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

(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 17		327,163.	16,358.	47,783.

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
NONE				

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
C W BRINKLEY, INC. - 3005 CORPORATE LANE, SUITE 100, SUFFOLK, VA 23434	CONSTRUCTION CONTRACT	1,568,032.
CORNERSTONE PARTNERS, LLC - 675 PETER JEFFERSON PARKWAY, CHARLOTTESVILLE, VA 22911	INVESTMENT/MANAGEMENT	331,192.
COVINGTON, HENDRIX, ANDERSON ARCHITECTS - 360 SOUTHPORT CIRCLE, SUITE 104, VIRGINIA BEACH, PETER B. CANNELL & CO., INC.	ARCHITECT SERVICES	87,928.
645 MADISON AVENUE, NEW YORK, NY 10022	INVESTMENT/MANAGEMENT	67,026.
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 SEE STATEMENT 18	3,574,221.
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	78,408,063.
b	Average of monthly cash balances	1b	10,395,051.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	88,803,114.
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	88,803,114.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,332,047.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	87,471,067.
6	Minimum investment return. Enter 5% of line 5	6	4,373,553.

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

1	Minimum investment return from Part X, line 6	1	4,373,553.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,558.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,558.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,369,995.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,369,995.
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	4,369,995.

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	3,574,221.
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	1,997,913.
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	5,572,134.
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	3,558.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,568,576.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				4,369,995.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			4,020,756.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 5,572,134.				
a Applied to 2008, but not more than line 2a			4,020,756.	
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 2009 distributable amount				1,551,378.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				2,818,617.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 19

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 20				
Total			3a	2757882.
b Approved for future payment				
Total SEE STATEMENT 21			3b	1794723.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

(a) Line no. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship

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.

Signature of officer or trustee Date Title

Preparer's signature Date Check if self-employed Preparer's identifying number Firm's name (or yours if self-employed), address, and ZIP code EIN Phone no.

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Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	BUILDINGS														
185	BUILDING	03/01/10	SL	39.00		HY16	1,594,184.				1,594,184.			4,829.	4,829.
	* 990-PF PG 1 TOTAL BUILDINGS						1,594,184.				1,594,184.	0.		4,829.	4,829.
	LAND														
183	LAND	03/01/10	L			HY	102,507.				102,507.			0.	
184	LAND IMPROVEMENTS	03/01/10	SL	5.00		HY16	349,632.				349,632.			1,513.	1,513.
	* 990-PF PG 1 TOTAL LAND						452,139.				452,139.	0.		1,513.	1,513.
	COMPUTER & EQUIPMENT														
	OTHER														
1	COMPUTER	12/18/06	SL	5.00		HY16	1,447.				1,447.	650.		289.	939.
21	COPIER	12/18/06	SL	5.00		HY16	6,100.				6,100.	2,745.		1,220.	3,965.
113	2 COMPUTER MONITORS	12/18/06	SL	5.00		HY16	3,423.				3,423.	1,541.		685.	2,226.
115	BROTHER LASER PRINTER	12/18/06	SL	5.00		HY16	707.				707.	317.		141.	458.
116	COMPUTER EQUIPMENT	12/18/06	SL	5.00		HY16	980.				980.	441.		196.	637.
117	3 COMPUTER/MONITOR	01/02/07	SL	5.00		HY16	5,308.				5,308.	2,389.		1,062.	3,451.
118	COMPUTER EQUIPMENT	01/02/07	SL	5.00		HY16	912.				912.	410.		182.	592.
119	PHONE SYSTEM	01/19/07	SL	7.00		HY16	2,939.				2,939.	910.		420.	1,330.
120	PHONES	01/24/07	SL	7.00		HY16	591.				591.	182.		84.	266.

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Asset No.	Description	Date Acquired	Method	Life	Conv Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
121	PHONE VOICEMAIL	02/14/07	SL	7.00	HY16	2,601.				2,601.	805.		372.	1,177.
122	PRINTER	02/15/07	SL	5.00	HY16	657.				657.	285.		131.	416.
124	SOFTWARE	01/02/07		36M	HY43	730.				730.	547.		183.	730.
125	SOFTWARE	12/18/06		36M	HY43	452.				452.	351.		101.	452.
126	SOFTWARE	03/31/07		36M	HY43	849.				849.	566.		283.	849.
141	LAPTOP COMPUTER	04/23/07	SL	5.00	HY16	1,344.				1,344.	515.		269.	784.
142	PROJECTOR	04/23/07	SL	5.00	HY16	1,302.				1,302.	500.		260.	760.
143	GIFT MANAGEMENT SOFTWARE	06/01/07	SL	3.00	HY16	14,960.				14,960.	9,143.		4,987.	14,130.
144	3 POWER POINT SOFTWARE	06/01/07	SL	3.00	HY16	595.				595.	363.		198.	561.
145	AVAYA PHONE	07/13/07	SL	5.00	HY16	435.				435.	104.		62.	166.
146	ADOBE DREAMWEAVER SOFTWARE	08/20/07	SL	3.00	HY16	1,065.				1,065.	592.		355.	947.
147	ADOBE CREATIVE SUITE DESIGN SOFTWARE	09/21/07	SL	3.00	HY16	837.				837.	419.		279.	698.
158	DESKTOP COMPUTER	08/06/08	SL	5.00	HY16	2,066.				2,066.	310.		413.	723.
169	MICROSOFT OFFICE	09/22/08	SL	3.00	HY16	897.				897.	149.		299.	448.
170	FILE ROOM SYSTEM	10/03/08	SL	2.00	HY16	1,300.				1,300.	65.		1,235.	1,300.
186	DOCUMENT MANAGER SOFTWARE	06/02/09	SL	3.00	HY16	3,156.				3,156.			877.	877.
187	ESSENTIAL GIFTS SOFTWARE	01/01/10	SL	36.00	HY16	13,720.				13,720.			1,143.	1,143.
188	BUILDING PROJECT SUMMARY	03/01/10	SL	7.00	HY16	52,195.				52,195.			527.	527.

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Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	* 990-PF PG 1 TOTAL OTHER						121,568.				121,568.	24,299.		16,253.	40,552.
	* 990-PF PG 1 TOTAL - COMPUTER & EQUIPMENT						121,568.				121,568.	24,299.		16,253.	40,552.
	FURNITURE & EQUIPMENT														
	OTHER														
123	FURNITURE	12/07/06	SL	7.00		HY16	5,255.				5,255.	1,752.		751.	2,503.
140	CONFERENCE TABLE & 8 CHAIRS	07/27/07	SL	7.00		HY16	5,623.				5,623.	937.		803.	1,740.
171	2 LEATHER MESH CHAIRS	08/04/08	SL	7.00		HY16	713.				713.	68.		102.	170.
172	DESK AND FILE CABINET	08/01/08	SL	7.00		HY16	781.				781.	74.		74.	148.
189	CONFERENCE TABLE	03/01/10	SL	7.00		HY16	1,750.				1,750.			21.	21.
190	DESK, FILE CABINET AND BOOKCASE	12/14/09	SL	7.00		HY16	3,386.				3,386.			63.	63.
191	OFFICE CHAIR	01/01/10	SL	7.00		HY16	362.				362.			13.	13.
192	BUILDING PROJECT COSTS	03/01/10	SL	10.00		HY16	98,435.				98,435.			938.	938.
	* 990-PF PG 1 TOTAL OTHER						116,305.				116,305.	2,831.		2,765.	5,596.
	* 990-PF PG 1 TOTAL - FURNITURE & EQUIPMENT						116,305.				116,305.	2,831.		2,765.	5,596.
	* GRAND TOTAL 990-PF PG 1 DEPR & AMORT						2,284,196.				2,284,196.	27,130.		25,360.	52,490.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	458,098.	0.	458,098.
INTEREST INCOME	2,126.	0.	2,126.
PARTNERSHIPS	1,005,259.	0.	1,005,259.
TOTAL TO FM 990-PF, PART I, LN 4	1,465,483.	0.	1,465,483.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HIGHCLERE INTERNATIONAL INVESTORS	45,621.	45,621.	
BLUESTEM PARTNERS, LP	53,487.	53,487.	
BLUESTEM PARTNERS, LP	-341.	-341.	
ACACIA INST.	46,747.	46,747.	
ACACIA INST.	341.	341.	
1607 CAPITAL INTERNATIONAL	102,036.	102,036.	
SANDERSON INTERNATIONAL	8,940.	8,940.	
JULIUS BAER/ARTIO	-23,637.	-23,637.	
TOTAL TO FORM 990-PF, PART I, LINE 11	233,194.	233,194.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	16,039.	0.		16,039.
TO FM 990-PF, PG 1, LN 16A	16,039.	0.		16,039.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	39,175.	0.		39,175.	
TO FORM 990-PF, PG 1, LN 16B	39,175.	0.		39,175.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	37,648.	0.		37,648.	
FEDERAL EXCISE TAX	1,986.	0.		0.	
OTHER FEES AND TAXES	726.	0.		726.	
FOREIGN TAX	38,372.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	78,732.	0.		38,374.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES (SUNTRUST)	520,566.	520,566.		0.	
INVESTMENT FEES (PARTNERSHIPS)	339,472.	339,472.		0.	
INVESTMENT FEES (FOREIGN INVESTMENTS)	482,826.	482,826.		0.	
ADVERTISING	17,406.	0.		17,406.	
MAINTENANCE AGREEMENTS	4,991.	0.		4,991.	
CONSULTANT SERVICE	30,341.	0.		30,341.	
DUES AND SUBSCRIPTIONS	15,611.	0.		15,611.	
INSURANCE	10,809.	0.		10,809.	
OFFICE EXPENSES	10,461.	0.		10,461.	
TELEPHONE	5,488.	0.		5,488.	
POSTAGE AND SHIPPING	2,018.	0.		2,018.	
AMORTIZATION	567.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	1,440,556.	1,342,864.		97,125.	

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

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

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

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

BLUESTEM PARTNERS, LP [FEIN: 16-1671729]

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

ARTIO INTERNATIONAL EQUITY
[FEIN:43-2077663]

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

THE SANDERSON INTERNATIONAL VALUE FUND [FEIN:36-7388847]

REDWOOD OFFSHORE FUND LTD [CAYMEN ISLAND-NO FEIN AVAILABLE]

ALLIANCEBERNSTEIN ALL ASSET DEEP VALUE AIV I L.P.
[FEIN:80-0298191]

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS	4,795,489.
UNREALIZED GAIN ON PARTNERSHIP AND FOREIGN INVESTMENTS	20,473,415.
REVERSAL OF PRIOR YEAR ACCRUAL OF CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT	3,406,794.
NONDEDUCTIBLE EXPENSES FROM PARTNERSHIPS	7,963.
ACCRUAL ADJUSTMENT	1,854.
TOTAL TO FORM 990-PF, PART III, LINE 3	<u>28,685,515.</u>

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

<u>DESCRIPTION</u>	<u>AMOUNT</u>
LESS ADJUSTMENT FOR EXCISE TAX ACCRUAL	13,110.
TOTAL TO FORM 990-PF, PART III, LINE 5	<u>13,110.</u>

FORM 990-PF CORPORATE STOCK STATEMENT 12

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
ALLEGHENY TECHNOLOGIES	278,049.	278,049.
ANALOG DEVICES INC.	262,262.	262,262.
APPLE INC.	327,825.	327,825.
AVNET INC.	316,500.	316,500.
BERKLEY W R CORP	306,558.	306,558.
CELGENE CORP	305,153.	305,153.
COMMSCOPE INC.	268,992.	268,992.
CONTINENTAL RESOURCES INC.	311,679.	311,679.
CROWN HOLDINGS INC.	256,120.	256,120.
DOLLAR THRIFTY AUTOMOTIVE GROUP	281,137.	281,137.
ELAN PLC	286,524.	286,524.
EQT CORP	262,400.	262,400.
INTERNATIONAL BUSINESS MACHS	256,500.	256,500.
MEDTRONIC INC	271,306.	271,306.
RALCORP HOLDINGS INC.	277,898.	277,898.
REGAL ENTERTAINMENT GROUP	290,784.	290,784.
REPUBLIC SVCS	272,788.	272,788.
SOUTHWESTERN ENERGY CO	291,148.	291,148.
TERADATA CORP DEL	288,900.	288,900.
TEVA PHARACEUTICALS INDS LTD	266,513.	266,513.

URBAN OUTFITTERS, INC	318,836.	318,836.
VERTEX PHARMACEUTICALS, INC.	290,177.	290,177.
ACCURAY, INC.	142,645.	142,645.
BJ'S WHOLESALE CLUB INC.	314,415.	314,415.
BRINKER INTL INC	264,136.	264,136.
CABOT MICROELECTRONICS CORP	245,895.	245,895.
CAL DIVE INTL INC	109,965.	109,965.
CALIFORNIA PIZZA KITCHEN, INC.	75,555.	75,555.
CHECKPOINT SYSTEMS INC	286,454.	286,454.
CONSTELLATION BRANDS	312,360.	312,360.
COOPER COS INC	194,400.	194,400.
CORN PRODUCTS INTL INC	190,630.	190,630.
HANESBRANDS INC.	180,830.	180,830.
HAYNES INTL INC.	326,485.	326,485.
INTERNATIONAL FLAVORS & FRAGRANCES INC	309,855.	309,855.
JOHN BEAN TECHNOLOGIES	175,400.	175,400.
KANSAS CITY SOUTHERN	126,595.	126,595.
KAR AUCTION SVCS INC	158,130.	158,130.
LIVE NATION INC	304,500.	304,500.
NALCO HOLDING CO	243,300.	243,300.
NV ENERGY INC	281,124.	281,124.
OGE ENERGY CORP	155,760.	155,760.
PETSMART INC.	303,620.	303,620.
TIDEWATER INC	274,166.	274,166.
ZEBRA TECHNOLOGIES COPR	266,400.	266,400.
FMI LARGE CAP	6,488,369.	6,488,369.
PIMCO COMMODITY REALRETURN STRATEGY	2,398,271.	2,398,271.
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,417,309.	20,417,309.

FORM 990-PF	CORPORATE BONDS	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RIDGEWORTH FD TOTAL RETURN BD	4,213,098.	4,213,098.
PIMCO GLOBAL BOND FUND	939,298.	939,298.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,152,396.	5,152,396.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	14
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIGHTHOUSE DIVERSIFIED FUND	FMV	0.	0.
THE TORRY INTERNATIONAL OFFSHORE FUND	FMV	29,282.	29,282.
THE TORRY DEVELOPMENT OFFSHORE FUND	FMV	125,063.	125,063.
CARDINAL MID-CAP VALUE EQUITY LP	FMV	5,563,574.	5,563,574.
ARTIO INST. INTERNATIONAL EQUITY FUND	FMV	0.	0.
HIGHCLERE INTERNATION SMALL CO FUND	FMV	5,365,585.	5,365,585.
CEDAR ROCK CAPITAL PARTNERS LLC	FMV	7,279,678.	7,279,678.
1607 CAPITAL PARTNERS	FMV	5,272,072.	5,272,072.
BLUESTEM PARTNERS LP	FMV	6,771,459.	6,771,459.
FEDERAL STREET PARTNERS	FMV	442,862.	442,862.
SR GLOBAL FD INC EMERGING MKT-1	FMV	3,967,081.	3,967,081.
WINSTON HEDGED EQUITY	FMV	4,440,750.	4,440,750.
SR PHOENICIA	FMV	2,762,999.	2,762,999.
ACACIA INST. PARTNERS	FMV	5,507,525.	5,507,525.
ALLIANCE BERNSTEIN	FMV	0.	0.
REDWOOD OFFSHORE FUND LTD	FMV	3,950,728.	3,950,728.
SANDERSON INTERNATIONAL VALUE FUND	FMV	5,226,251.	5,226,251.
TOTAL TO FORM 990-PF, PART II, LINE 13		56,704,909.	56,704,909.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	15
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,447.	939.	508.
COPIER	6,100.	3,965.	2,135.
2 COMPUTER MONITORS	3,423.	2,226.	1,197.
BROTHER LASER PRINTER	707.	458.	249.
COMPUTER EQUIPMENT	980.	637.	343.
3 COMPUTER/MONITOR	5,308.	3,451.	1,857.
COMPUTER EQUIPMENT	912.	592.	320.
PHONE SYSTEM	2,939.	1,330.	1,609.
PHONES	591.	266.	325.
PHONE VOICEMAIL	2,601.	1,177.	1,424.
PRINTER	657.	416.	241.
FURNITURE	5,255.	2,503.	2,752.
SOFTWARE	730.	730.	0.
SOFTWARE	452.	452.	0.
SOFTWARE	849.	849.	0.
CONFERENCE TABLE & 8 CHAIRS	5,623.	1,740.	3,883.
LAPTOP COMPUTER	1,344.	784.	560.

PROJECTOR	1,302.	760.	542.
GIFT MANAGEMENT SOFTWARE	14,960.	14,130.	830.
3 POWER POINT SOFTWARE	595.	561.	34.
AVAYA PHONE	435.	166.	269.
ADOBE DREAMWEAVER SOFTWARE	1,065.	947.	118.
ADOBE CREATIVE SUITE DESIGN SOFTWARE	837.	698.	139.
DESKTOP COMPUTER	2,066.	723.	1,343.
MICROSOFT OFFICE	897.	448.	449.
FILE ROOM SYSTEM	1,300.	1,300.	0.
2 LEATHER MESH CHAIRS	713.	170.	543.
DESK AND FILE CABINET	781.	148.	633.
LAND	102,507.	0.	102,507.
LAND IMPROVEMENTS	349,632.	1,513.	348,119.
BUILDING	1,594,184.	4,829.	1,589,355.
DOCUMENT MANAGER SOFTWARE	3,156.	877.	2,279.
ESSENTIAL GIFTS SOFTWARE	13,720.	1,143.	12,577.
BUILDING PROJECT SUMMARY	52,195.	527.	51,668.
CONFERENCE TABLE	1,750.	21.	1,729.
DESK, FILE CABINET AND BOOKCASE	3,386.	63.	3,323.
OFFICE CHAIR	362.	13.	349.
BUILDING PROJECT COSTS	98,435.	938.	97,497.
TOTAL TO FM 990-PF, PART II, LN 14	2,284,196.	52,490.	2,231,706.

FORM 990-PF	OTHER ASSETS		STATEMENT 16
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART COLLECTION	653,240.	653,240.	653,240.
DEVELOPMENT COSTS	172,772.	0.	0.
ACCRUED INTEREST ON INVESTMENTS	21,404.	18,971.	18,971.
DEPOSITS	0.	27,500.	27,500.
TO FORM 990-PF, PART II, LINE 15	847,416.	699,711.	699,711.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 17
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE Y. BIRDSONG 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	CHAIRMAN 1.00	0.	0.	0.
J. SAMUEL GLASSCOCK 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	VICE CHAIRMAN 1.00	0.	0.	0.
ROBERT M. HAYES 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	SECRETARY / TREASURER 1.00	0.	0.	0.
GINA PITRONE 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	EXECUTIVE DIRECTOR 40.00	145,000.	7,250.	10,732.
MICHAEL HAMMOND 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	CFO 40.00	102,563.	5,128.	20,435.
RICK SPENCER 1514 HOLLAND ROAD, SUITE 104 SUFFOLK, VA 23434	SENIOR PROGRAM OFFICER 40.00	79,600.	3,980.	16,616.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		327,163.	16,358.	47,783.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 18

ACTIVITY ONE

THE PRIVATE FOUNDATION BASED IN THE CITY OF SUFFOLK, VIRGINIA, WHICH, THROUGH VERY CAREFUL CONSIDERATION AND MANAGEMENT, PROVIDES COMMUNITY FUNDING THROUGH THE PROCESS OF GRANT-MAKING. PROJECTS FUNDED MUST MEET THE CRITERIA OF PREVENTING ILLNESS AND DISEASE OR IMPROVE ACCESS TO MEDICAL CARE FOR THE MEDICALLY INDIGENT AND THE UNINSURED RESIDENTS IN WESTERN TIDEWATER, VIRGINIA AND GATES COUNTY, NORTH CAROLINA. PROGRAMS AND SERVICES FUNDED INCLUDE CLINIC

SERVICES, HEALTH SCREENINGS, CASE MANAGEMENT, MEDICARE,
MEDICAID & FAMIS INSURANCE ENROLLMENT ASSISTANCE, MENTAL
HEALTH COUNSELING, DIABETES PREVENTION EDUCATION, OBESITY
PREVENTION INITIATIVES AND CHRONIC DISEASE MANAGEMENT
SERVICES.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

3,574,221.

FORM 990-PF

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

STATEMENT 19

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CATHY HUBAND
106 W. FINNEY AVENUE
SUFFOLK, VA 23434

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

757-539-8810

OBICI COMMUNITY GRANT PROGRAM

FORM AND CONTENT OF APPLICATIONS

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

IN ADDITION:

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

ANY SUBMISSION DEADLINES

RENEWALS- AUGUST 6 OF EACH YEAR
GRANTS- AUGUST 6 OF EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESTRICTIONS:

- LOBBYING OR POLITICAL ACTIVITIES.
- CLINICAL RESEARCH.
- MEETINGS AND CONFERENCES UNLESS THEY ARE ESSENTIAL TO A LARGER PROJECT.
- DIRECT FUNDING FOR DIRECT MEDICAL OR SOCIAL SERVICES THAT ARE ALREADY FUNDED THROUGH EXISTING THIRD-PARTY REIMBURSEMENT SOURCES.

FORM 990-PF GRANTS AND CONTRIBUTIONS STATEMENT 20
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN CANCER SOCIETY 4116 EXPRESSWAY DRIVE VIRGINIA BEACH, VA 23452	SUPPORT SVCS AND IMPROVE ACCESS TO CARE FOR CANCER PATIENTS	501C3	52,224.
AMERICAN LUNG ASSOCIATION OF VIRGINIA 9221 FOREST HILL AVENUE RICHMOND, VA 23235	SUPPORT FOR ASTHMA EDUCATION PROGRAMS FOR KIDS AND ADULTS	501C3	15,694.
AMERICAN RED CROSS 157 NORTH MAIN ST, SUITE C SUFFOLK, VA 23434	SUPPORT FOR COMMUNITY DEFIBRILLATORS ASSESSMENT	501C3	13,614.
CANDII, INC. 222 WEST 21ST. STREET, SUITE F308 NORFOLK, VA 23517	HIV/STD PREVENTION PROGRAM	501C3	56,571.
CHESAPEAKE SERVICE SYSTEMS 1100 EXECUTIVE BOULEVARD CHESAPEAKE, VA 23320	NUTRITION EDUCATION AND EXERCISE PROGRAM FOR DISABLED ADULTS	501C3	35,144.
CITY OF FRANKLIN 207 WEST SECOND AVE FRANKLIN, VA 23851	PLANNING GRANT TO IMPROVE EARLY CHILDHOOD SERVICES IN FRANKLIN		38,938.
EASTERN VIRGINIA MEDICAL SCHOOL 855 W. BRAMBLETON AVENUE NORFOLK, VA 23510	VIDEO INTERVENTION TO INCREASE SAFETY OF CHILDREN IN VEHICLES	501C3	25,188.
EDMARC, INC. 516 LONDON STREET PORTSMOUTH, VA 23704	FUNDS TO EXPAND PEDIATRIC HOSPICE AND PALLIATIVE CARE	501C3	25,000.

FOR KIDS, INC. P. O. BX 6044 NORFOLK, VA 23508	FUNDS FOR CHILDREN AND ADULT CASE MANAGEMENT	501C3	136,018.
HAMPTON ROADS EDUCATIONAL COMMUNICATIONS ASSOCIATION 5200 HAMPTON BOULEVARD NORFOLK, VA 23508	STAFF TO PRESENT OBESITY EDUCATIONAL GUIDES TO EDUCATORS	501C3	43,674.
HORIZON HEALTH SERVICES-WAVERLY MEDICAL CENTER P.O. BOX 29 WAVERLY, VA 23890	MATCHING CAPITAL FUNDS FOR A NEW DENTAL CENTER	501C3	319,200.
ISLE OF WIGHT CHRISTIAN OUTREACH 12210 WATERVIEW TRAIL CARROLTON, VA 23314	FUNDS TO SUPPORT RENTAL SPACE	501C3	6,750.
LET'S TALK 818 GAMMON ROAD VIRGINIA BEACH, VA 23464	SUPPORT FOR EDUCATION, NUTRITION AND EXERCISE TEEN PROGRAM	501C3	36,497.
NORFOLK STATE UNIVERSITY 700 PARK AVENUE NORFOLK, VA 23504	SUPPORT FOR HEALTH PROMOTION PROGRAM AT LOCAL CHURCH	501C3	23,004.
PAUL D. CAMP COMMUNITY COLLEGE P.O. BOX 737 FRANKLIN, VA 23851	FUNDS FOR NURSE EDUCATION AND NURSING SKILLS LAB	501C3	17,175.
PENINSULA INSTITUTE FOR COMMUNITY HEALTH-DENTAL 12284 WARWICK BOULEVARD, SUITE 2G NEWPORT NEWS, VA 23504	START UP SUPPORT FOR A DENTAL CLINIC	501C3	102,105.
PENINSULA METROPOLITAN YOUNG MEN'S CHRISTIAN ASSOCIATION 259 JAMES STREET SMITHFIELD, VA 23430	EXPAND AFTER SCHOOL PROGRAM AND MEMBERSHIP	501C3	248,515.
ROANOKE CHOWAN COMMUNITY HEALTH CENTER 113 B. HERFORD COUNTY HIGH ROAD AHOSKIE, NC 27910	PLANNING GRANT TO BETTER SERVE THE NC MEDICALLY INDIGENT	501C3	50,510.

Organization Name and Address	Activity Description	Code	Amount
ROANOKE CHOWAN COMMUNITY HEATH CENTER 113 B HERTFORD COUNTY HIGH ROAD AHOSKIE, NC 27910	EXPANSION OF TELEHEALTH NETWORK TO GATES COUNTY, NC	501C3	31,325.
SENTARA OBICI HOSPITAL 2800 GODWIN BLVD SUFFOLK, VA 23434	CASE MANAGEMENT TO LOW INCOME UNINSURED RESIDENTS	501C3	276,613.
SOUTHEASTERN VIRGINIA AREAWIDE MODEL PROGRAM 5 INTERSTATE CORPORATE CENTER, SUITE 101 NORFOLK, VA 23502	FUNDS FOR STAFF TO HELP LOW INCOME OLDER & DISABLED ENROLL IN INSURANCE	501C3	28,640.
SUFFOLK MEALS ON WHEELS 2800 GODWIN BLVD SUFFOLK, VA 23434	SUPPORT FOR HOT/COLD MEAL DELIVERY EXPANSION AND FOR DELIVERY VAN	501C3	21,446.
SUFFOLK PARTNERSHIP FOR A HEALTHY COMMUNITY P.O. BOX 6082 SUFFOLK, VA 23433	FUNDS TO IDENTIFY AND ORGANIZE THE COMMUNITY'S ASSETS	501C3	40,306.
THE CHILDREN'S CENTER 700 CAMPBELL AVENUE FRANKLIN, VA 23851	PHYSICAL/OCCUPATIONAL THERAPIST FUNDING FOR INFANT THERAPY SERVICES	501C3	57,522.
THE GENIEVE SHELTER 1548 HOLLAND ROAD SUFFOLK, VA 23434	SUPPORT FOR DOMESTIC VIOLENCE VICTIMS HEALTH ISSUES	501C3	134,281.
THE UP CENTER 109 CLAY STREET SUFFOLK, VA 23434	IN-HOME COUNSELING FOR AT-RISK YOUTH	501C3	53,593.
THE UP CENTER 109 CLAY STREET SUFFOLK, VA 23434	OUTPATIENT COUNSELING FOR AT-RISK INDIVIDUALS & FAMILIES	501C3	57,483.
THEATRE IV 114 WEST BROAD STREET RICHMOND, VA 23220	PERFORMANCES OF CHILD ABUSE PREVENTION/INTERVENTIO	501C3	32,936.

VIRGINIA LEGAL AID SOCIETY P.O. BOX 6200 LYNCHBURG, VA 23505	MEDICAL LEGAL PLAN TO ENSURE NEEDS OF LOW INCOME FAMILIES	501C3	32,500.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 5268 GODWIN BLVD. SUFFOLK, VA 23434	SUPPORT FOR FAMILY THERAPY FOR YOUTH WITH SUBSTANCE ABUSE	501C3	49,476.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	OPERATIONAL SUPPORT FOR CLINIC	501C3	345,150.
WESTERN TIDEWATER HEALTH DISTRICT 1217 N. MAIN ST. SUFFOLK, VA 23434	EXPANSION OF MATERNAL & CHILD HEALTH & FAMILY PLANNING SERVICES	501C3	249,314.
YOUNG MEN'S CHRISTIAN ASSOCIATION OF SOUTH HAMPTON ROADS - 250 WEST BRAMBLETON AVENUE, SUITE 100 NORFOLK, VA 23510	FUNDS FOR AFTER SCHOOL PROGRAM FOR SUFFOLK YOUTH AT RISK FOR OBESITY	501C3	100,000.
THE GENIEVE SHELTER 1548 HOLLAND ROAD SUFFOLK, VA 23434	SUPPORT FOR HOMELESS ASSISTANCE DAY	501C3	1,476.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>2,757,882.</u>

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 21

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN CANCER SOCIETY 4116 EXPRESSWAY DRIVE VIRGINIA BEACH, VA 23452	SUPPORT SVCS AND IMPROVE ACCESS TO CARE FOR CANCER PATIENTS	501C3	6,469.
CANDII, INC. 222 WEST 21ST. STREET, SUITE F308 NORFOLK, VA 23517	HIV/STD PREVENTION PROGRAM	501C3	27,562.
CHESAPEAKE SERVICE SYSTEMS 1100 EXECUTIVE BOULEVARD CHESAPEAKE, VA 23320	SUPPORT FOR NUTRITION EDUCATION & EXERCISE PROGRAMS	501C3	20,790.
CITY OF FRANKLIN 207 WEST SECOND AVE. FRANKLIN, VA 23851	PLANNING GRANT TO IMPROVE EARLY CHILDHOOD SERVICES I		22,813.
EASTERN VIRGINIA MEDICAL SCHOOL 855 W. BRAMBLETON AVENUE NORFOLK, VA 23510	LOAN FORGIVENESS PROGRAM MINORITY MEDICAL STUDENTS	501C3	120,000.
FOR KIDS, INC. P. O. BX 6044 NORFOLK, VA 23508	FUNDS FOR CHILDREN AND ADULT CASE MANAGEMENT	501C3	71,858.
HAMPTON ROADS EDUCATIONAL COMMUNICATIONS ASSOCIATION 5200 HAMPTON BLVD. NORFOLK, VA 23508	FOR STAFF TO PRESENT OBESITY EDUCATIONAL GUIDE TO DAYCARE PROVIDERS	501C3	8,245.
HORIZON HEALTH SERVICES-WAVERLY MEDICAL CENTER P.O. BOX 29 WAVERLY, VA 23890	MATCHING CAPITAL FUNDS FOR A NEW DENTAL CENTER	501C3	162,900.

ISLE OF WIGHT CHRISTIAN OUTREACH 12210 WATERVIEW TRAIL CARROLTON, VA 23314	FUNDS TO SUPPORT RENTAL SPACE	501C3	6,750.
LET'S TALK 818 GAMMON ROAD VIRGINIA BEACH, VA 23464	SUPPORT FOR EDUCATION, NUTRITION AND EXERCISE TEEN PROGRAM	501C3	17,000.
PENINSULA INSTITUTE FOR COMMUNITY HEALTH-DENTAL 12284 WARWICK BOULEVARD, SUITE 2G NEWPORT NEWS, VA 23504	START UP SUPPORT FOR A DENTAL CLINIC	501C3	78,420.
PENINSULA METROPOLITAN YOUNG MEN'S CHRISTIAN ASSOCIATION 259 JAMES STREET SMITHFIELD, VA 23430	FUND FOR AFTER SCHOOL PROGRAM AND IMPROVE FACILITIES	501C3	112,052.
ROANOKE CHOWAN COMMUNITY HEALTH CENTER 113 B. HERFORD COUNTY HIGH ROAD AHOSKIE, NC 27910	PLANNING GRANT TO BETTER SERVE THE NC MEDICALLY INDIGENT	501C3	48,936.
ROANOKE CHOWAN COMMUNITY HEALTH CENTER 113 B. HERFORD COUNTY HIGH ROAD AHOSKIE, NC 27910	EXPANSION OF TELEHEALTH NETWORK TO GATES COUNTY, NC	501C3	3,355.
SENTARA OBICI HOSPITAL 2800 GODWIN BLVD SUFFOLK, VA 23434	CASE MANAGEMENT TO LOW INCOME UNINSURED RESIDENTS	501C3	129,379.
SOUTHEASTERN VIRGINIA AREAWIDE MODEL PROGRAM 5 INTERSTATE CORPORATE CENTER, SUITE 101 NORFOLK, VA 23502	FUNDS TO HELP LOW INCOME OLDER & DISABLED OBTAIN INS	501C3	11,463.
SUFFOLK MEALS ON WHEELS 2800 GODWIN BLVD SUFFOLK, VA 23434	SUPPORT FOR HOT/COLD MEAL DELIVERY EXPANSION AND FOR DELIVERY VAN	501C3	5,363.
SUFFOLK PARTNERSHIP FOR A HEALTHY COMMUNITY P.O. BOX 6082 SUFFOLK, VA 23433	FUNDS TO IDENTIFY THE COMMUNITY'S ASSETS AND ORGANIZ	501C3	24,400.

THE CHILDREN'S CENTER 700 CAMPBELL AVENUE FRANKLIN, VA 23851	PHYSICAL/OCCUPATIONAL THERAPIST FUNDING FOR INFANT THERAPY SERVICES	501C3	6,228.
THE GENIEVE SHELTER 1548 HOLLAND ROAD SUFFOLK, VA 23434	SUPPORT FOR DOMESTIC VIOLENCE VICTIMS HEALTH ISSUES	501C3	62,000.
THE UP CENTER 109 CLAY STREET SUFFOLK, VA 23434	IN-HOME COUNSELING FOR AT-RISK YOUTH	501C3	23,592.
THE UP CENTER 109 CLAY STREET SUFFOLK, VA 23434	OUTPATIENT COUNSELING FOR AT-RISK INDIVIDUALS & FAMILIES	501C3	27,482.
VIRGINIA COMMONWEALTH UNIVERSITY 520 N. 12 STREET RICHMOND, VA 23298	INCREASE REPRESENTATION FOR MINORITIES WORKING AS DENTIST	501C3	213,589.
VIRGINIA LEGAL AID SOCIETY P.O. BOX 6200 LYNCHBURG, VA 23505	MEDICAL LEGAL PLAN TO ENSURE NEEDS OF LOW INCOME FAMILIES	501C3	25,000.
WESTERN TIDEWATER COMMUNITY SERVICES BOARD 5268 GODWIN BLVD. SUFFOLK, VA 23434	SUPPORT FOR FAMILY THERAPY FOR YOUTH WITH SUBSTANCE ABUSE	501C3	5,496.
WESTERN TIDEWATER FREE CLINIC 2019 MEADE PARKWAY SUFFOLK, VA 23434	OPERATIONAL SUPPORT FOR CLINIC	501C3	337,981.
WESTERN TIDEWATER HEALTH DISTRICT 1217 N. MAIN ST. SUFFOLK, VA 23434	EXPANSION OF MATERNAL & CHILD HEALTH & FAMILY PLANNING SERVICES	501C3	190,600.
YOUNG MEN'S CHRISTIAN ASSOCIATION OF SOUTH HAMPTON ROADS - 250 WEST BRAMBLETON AVENUE, SUITE 100 NORFOLK, VA 23510	AFTER SCHOOL PROGRAM FOR SUFFOLK YOUTH AT RISK FOR OBESITY	501C3	25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			<u>1,794,723.</u>

Form **990-T**

Exempt Organization Business Income Tax Return

(and proxy tax under section 6033(e))

OMB No. 1545-0687

2009

Department of the Treasury
Internal Revenue Service (77)

For calendar year 2009 or other tax year beginning **APR 1, 2009**, and ending **MAR 31, 2010**

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

A <input type="checkbox"/> Check box if address changed	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.)	D Employer identification number (Employees' trust, see instructions for Block D on page 9.)
B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	Print or Type OBICI HEALTHCARE FOUNDATION, INC. Number, street, and room or suite no. If a P.O. box, see page 8 of instructions. 106 W. FINNEY AVENUE City or town, state, and ZIP code SUFFOLK, VA 23434	51-0249728 E Unrelated business activity codes (See instructions for Block E on page 9.) 531390
C Book value of all assets at end of year 97594614.	F Group exemption number (See instructions for Block F.) ▶	
	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	

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

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

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

Part I	Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1 a	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		
4 a	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 partnerships and S corporations (attach statement)		5		
6	Rent income (Schedule C)		6		
7	Unrelated debt-financed income (Schedule E)		7		
8	Interest, annuities, royalties, and rents from controlled organizations (Sch. 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	0.	

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

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

Part III Tax Computation

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

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	40a	
b Other credits (see instructions)	40b	
c General business credit. Attach Form 3800	40c	
d Credit for prior year minimum tax (attach Form 8801 or 8827)	40d	
e Total credits. Add lines 40a through 40d	40e	
41 Subtract line 40e from line 39	41	0.
42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	42	
43 Total tax. Add lines 41 and 42	43	0.
44a Payments: A 2008 overpayment credited to 2009	44a	
b 2009 estimated tax payments	44b	
c Tax deposited with Form 8868	44c	
d Foreign organizations: Tax paid or withheld at source (see instructions)	44d	
e Backup withholding (see instructions)	44e	
f Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total	44f	
45 Total payments. Add lines 44a through 44f	45	
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	46	
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed	47	0.
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48	0.
49 Enter the amount of line 48 you want: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	49	

Part V Statements Regarding Certain Activities and Other Information (See instructions on page 17)

1 At any time during the 2009 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here	Yes	No
		X
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see page 5 of the instructions for other forms the organization may have to file.		X
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$		

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

N/A

1 Inventory at beginning of year	1		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	4a				X
b Other costs (attach schedule)	4b				
5 Total. Add lines 1 through 4b	5				

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

Sign Here	Signature of officer _____	Date _____	2009 EXECUTIVE DIRECTOR	Title	May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Paid Preparer's Use Only		Preparer's signature _____	Date _____	
Firm's name (or yours if self-employed), address, and ZIP code		WITT MARES PLC 701 TOWN CENTER DRIVE, SUITE 900 NEWPORT NEWS, VA 23606-4287		EIN	54-1184709
				Phone no.	757- 873-1587

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)(see instr. on pg 18)

1. Description of property

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

2. Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions. Includes Total row with values 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) 0. (b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) 0.

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

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

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

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

Total dividends-received deductions included in column 8 ... 0.

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

Table for Exempt Controlled Organizations with 6 columns: 1. Name of controlled organization, 2. Employer identification number, 3. Net unrelated income, 4. Total of specified payments made, 5. Part of column 4 that is included, 6. Deductions directly connected.

Nonexempt Controlled Organizations

Table with 5 columns: 7. Taxable Income, 8. Net unrelated income (loss), 9. Total of specified payments made, 10. Part of column 9 that is included, 11. Deductions directly connected.

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

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

(see instructions on page 20)

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	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

(see instructions on page 21)

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	0.	0.				0.

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

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)						
(5) 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 on page 21)

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

FOOTNOTES

STATEMENT 22

INCOME FROM PARTNERSHIPS AND S CORPORATIONS	
BLUESTEM PARTNERS, LP	-341.
ACACIA INSTITUTIONAL PARTNERS, LP	341.
TOTAL	0.

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

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

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

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

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12	13	

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	24,793.

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

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

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

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	24,793.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

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

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

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No		24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No						
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use.....								25
26 Property used more than 50% in a qualified business use:								
	:	:	%					
	:	:	%					
	:	:	%					
27 Property used 50% or less in a qualified business use:								
	:	:	%			S/L -		
	:	:	%			S/L -		
	:	:	%			S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1								28
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

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

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

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

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

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year:					
	:				
	:				
43 Amortization of costs that began before your 2009 tax year					43
					567.
44 Total. Add amounts in column (f). See the instructions for where to report					44
					567.

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

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

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

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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

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

- | | | |
|--------------------------------------|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

MICHAEL HAMMOND

- The books are in the care of ▶ 106 W. FINNEY AVENUE - SUFFOLK, VA 23434
Telephone No. ▶ 757-539-8810 FAX No. ▶ 757-539-8887
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year _____ or

▶ tax year beginning **APR 1, 2009**, and ending **MAR 31, 2010**.

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

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

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

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print <small>File by the extended due date for filing the return. See instructions.</small>	Name of Exempt Organization OBICI HEALTHCARE FOUNDATION, INC.	Employer identification number 51-0249728
	Number, street, and room or suite no. If a P.O. box, see instructions. 106 W. FINNEY AVENUE	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SUFFOLK, VA 23434	

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

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

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

MICHAEL HAMMOND

• The books are in the care of **106 W. FINNEY AVENUE - SUFFOLK, VA 23434**
 Telephone No. **757-539-8810** FAX No. **757-539-8887**

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **FEBRUARY 15, 2011.**
- 5 For calendar year _____, or other tax year beginning **APR 1, 2009**, and ending **MAR 31, 2010**.
- 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	3,558.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	36,527.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature _____ Title **CPA** Date _____

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

For calendar year 2009, or fiscal year beginning APR 1, 2009, and ending MAR 31, 2010

2009

Department of the Treasury
Internal Revenue Service

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

Name of exempt organization

Employer identification number

OBICI HEALTHCARE FOUNDATION, INC.

51-0249728

Name and title of officer

**GINA PITRONE
2009 EXECUTIVE DIRECTOR**

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

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

1a Form 990 check here ▶ <input type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b _____
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here ▶ <input checked="" type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b <u>3558</u>
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, line 3c)	5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2009 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) an indication of any refund offset, (c) the reason for any delay in processing the return or refund, and (d) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

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

as my signature on the organization's tax year 2009 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2009 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____ Date ▶ _____

Part III Certification and Authentication

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

I certify that the above numeric entry is my PIN, which is my signature on the 2009 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ _____

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

Reportable Transaction Disclosure Statement

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

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

Identifying number

OBICI HEALTHCARE FOUNDATION, INC.

51-0249728

Number, street, and room or suite no.

106 W. FINNEY AVENUE

City or town, state, and ZIP code

SUFFOLK, VA 23434

A If you are filing more than one Form 8886 with your tax return, sequentially number each Form 8886 and enter the statement number for this Form 8886 ▶ Statement number _____ of _____
B Enter the form number of the tax return to which this form is attached or related ▶ **990-PF**
 Enter the year of the tax return identified above ▶ **03/31/2010**

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

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

1a Name of reportable transaction

988 LOSSES EXCEEDING \$50,000 THRESHOLD

1b Initial year participated in transaction

2009

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

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

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

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

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

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

- a** Type of entity:

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

b Name
 ▶ **SEE STATEMENT 22**

c Employer identification number (EIN), if known

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

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

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

City or town, state, and ZIP code

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

City or town, state, and ZIP code

7 Facts

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

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

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

SEE STATEMENT 23

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

a Type of entity: Tax-exempt Foreign Related

Name	Identifying number
Address	
Description	

b Type of entity: Tax-exempt Foreign Related

Name	Identifying number
Address	
Description	

FORM 8886 PARTICIPATED IN TRANSACTION THROUGH STATEMENT 23
 ANOTHER ENTITY

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

NAME AND EIN OF OTHER ENTITY	TYPE OF ENTITY				DATE K-1 RECEIVED
	PARTNER	S CORP	TRUST	FOREIGN	
VALIANT CAPITAL PARTNERS, LP 26-2582453	X				NONE
TIGER GLOBAL, LP 13-4165054	X				NONE
LUXOR CAPITAL PARTNERS, LP 10-0004268	X				NONE

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

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

OMB No. 1545-0026

Attachment
Sequence No. **128**

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

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

Name of transferor OBICI HEALTHCARE FOUNDATION, INC.	Identifying number (see instructions) 51-0249728
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- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

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

Name of parent corporation	EIN of parent corporation

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

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

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

Name of partnership	EIN of partnership
REDWOOD OFFSHORE FUND LTD	

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

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)	4 Identifying number, if any
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5 Address (including country)

6 Country code of country of incorporation or organization

7 Foreign law characterization (see instructions)

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

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	08/01/2009		3,000,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

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

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

(a) Before _____ % (b) After _____ %

10 Type of nonrecognition transaction (see instructions) ► _____

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

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

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

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

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

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

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

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

16 Was cash the only property transferred? Yes No

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

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

**2009 Virginia Corporation
 Income Tax Return**



FISCAL or SHORT Year Filer: Beginning Date _____ ; Ending Date _____ Short Year Return Change in Accounting Period

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

Check Applicable Boxes <input type="checkbox"/> Multistate Sch 500A Attached <input type="checkbox"/> Consolidated - Sch 500AC Attached <input type="checkbox"/> Combined - Sch 500AC Attached <input type="checkbox"/> Change in Filing Status <input type="checkbox"/> Schedule 500AB Attached	Final Return <input type="checkbox"/> Final Return - Check here and other applicable boxes below. <input type="checkbox"/> Withdrawn <input type="checkbox"/> Dissolved-No longer liable for tax Dissolved Date _____ <input type="checkbox"/> Merged Merged Date _____ Merged FEIN # _____ <input type="checkbox"/> S Corp Election	Telecommunications Company Enter amount from Form 500T, Line 7: _____ .00 Noncorporate Telecommunications Company: Check box and enter amount from Form 500T, Line 10 <input type="checkbox"/> _____ .00 Electric Supplier Company Enter amount from Sch 500EL, Line 7 or 14: _____ .00
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Amended Return Complete Form 500 and Schedule 500ADJ. Attach an explanation of changes to income and modifications. DO NOT FILE THIS FORM TO CARRYBACK A NET OPERATING LOSS. File Form 500NOLD.	<input type="checkbox"/> Amended Return - Check here and other applicable boxes. <input type="checkbox"/> Federal Audit - Attach copy of IRS final determination <input type="checkbox"/> Schedule 500A Changes <input type="checkbox"/> Schedule 500ADJ Changes	<input type="checkbox"/> Nonrefundable or Refundable Credit Change <input type="checkbox"/> Schedule 500AB Changes <input type="checkbox"/> Capital Loss Carryback <input type="checkbox"/> Other-Attach Explanation
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Questions and Related Information

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

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

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

(1) Year of loss _____
 (2) Federal NOL _____
 (3) Percent of federal NOL used this year _____ %

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

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

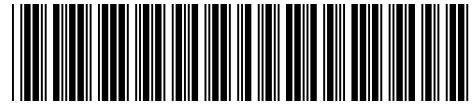
F Location of the Corporation's books 106 W. FINNEY AVENUE, SUFFOLK, VA 23434

Contact for Corporation's books **CORPORATE OFFICERS** Contact Telephone Number **757-539-8810**

**2009 Virginia
Form 500**

Federal Employer ID Number 51-0249728

Page 2



INCOME

1	Federal taxable income (from attached federal return)	1	<u>0.00</u>
2	Total Additions from Schedule 500ADJ, Section A, Line 7	2	<u>.00</u>
3	Total (add Lines 1 and 2)	3	<u>.00</u>
4	Total Subtractions from Schedule 500ADJ, Section B, Line 10	4	<u>.00</u>
5	Balance (subtract Line 4 from Line 3)	5	<u>.00</u>
6	Savings and Loan Association's Bad Debt Deduction (see Instructions)	6	<u>.00</u>
7	Virginia Taxable Income (subtract Line 6 from Line 5)	7	<u>.00</u>

TAX COMPUTATION

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

(a)	Income subject to Virginia tax (from Schedule 500A, Line 16)	8(a)	<u>.00</u>
(b)	Apportionment factor from Schedule 500A, Line 2, 3, 4, 5 or 10	8(b)	<u>%</u>
(c)	Nonapportionable investment function income from Schedule 500A, Line 12(b)	8(c)	<u>.00</u>
(d)	Nonapportionable investment function loss from Schedule 500A, Line 12(d)	8(d)	<u>.00</u>

9 Income tax (6% of Line 7 or 6% of Line 8(a))

9		9	<u>0.00</u>
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PAYMENTS AND CREDITS

10	Nonrefundable Tax Credits: Enter the amount from Schedule 500CR, Line 91	10	<u>.00</u>
11	Adjusted Corporate Tax (subtract Line 10 from Line 9)	11	<u>.00</u>
12	2009 estimated Virginia income tax payments and overpayment credit from 2008	12	<u>.00</u>
13	Extension payment	13	<u>.00</u>
14	Refundable Tax Credits (Schedule 500CR, Line 99)	14	<u>.00</u>
15	Pass-Through Entity withholding from Schedule 500ADJ, Section D	15	<u>.00</u>
16	Total payments and credits (add Lines 12 through 15)	16	<u>.00</u>

REFUND OR TAX DUE

17	Tax owed (if Line 11 is greater than Line 16, subtract Line 16 from Line 11)	17	<u>.00</u>
18	Penalty (see Instructions)	18	<u>.00</u>
19	Interest (see Instructions)	19	<u>.00</u>
20	Additional charge from Form 500C, Line 17 (attach Form 500C)	20	<u>.00</u>
21	Total due (add Lines 17 through 20). Attach Form 500V with payment or if paid by EFT, check this box: <input type="checkbox"/>	21	<u>.00</u>
22	Overpayment (if Line 16 is greater than Line 11, subtract Line 11 from Line 16)	22	<u>.00</u>
23	Amount to be credited to 2010 estimated tax	23	<u>.00</u>
24	Amount to be refunded (subtract Line 23 from Line 22)	24	<u>.00</u>

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

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

(Date) (Signature of officer) **GINA PITRONE** _____
(Title)

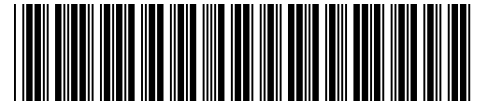
(Date) (Individual or firm, signature of preparer, and phone number) **WITT MARES PLC**
757- 873-1587 **701 TOWN CENTER DRIVE, SUITE 900**

(Address) **NEWPORT NEWS, VA 23606-4287**

Preparer's FEIN, PTIN or SSN 54-1184709 Approved Vendor Code 1019

**IMPORTANT: ATTACH A COPY OF YOUR FEDERAL RETURN TO THIS RETURN
IF NONPROFIT CORPORATION, ATTACH FORM 990 OR 990-T**

Schedule of Federal
Line Items



Name as shown on Virginia return OBICI HEALTHCARE FOUNDATION, INC.

Federal Employer ID Number 51-0249728

Form 1120-Deductions and Taxable Income

1. Domestic Production Activities Deduction	1	<u>.00</u>
2. Federal Taxable income before NOL and Special Deductions	2	<u>.00</u>
3. Net operating loss deduction	3	<u>.00</u>
4. Special Deductions	4	<u>.00</u>
5. Federal Taxable Income after NOL and Special Deductions	5	<u>.00</u>

Schedule C, Form 1120-Dividends and Special Deductions

6. Subpart F Income	6	<u>.00</u>
7. Foreign dividend gross-up	7	<u>.00</u>

Schedule K or M-3, Form 1120

8. Tax exempt interest	8	<u>.00</u>
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Form 5884

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

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

Form 1118, Schedule A, Foreign Source Income-Income or Loss Before Adjustments

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

Form 1118, Schedule A, Foreign Source Income-Deductions

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

Form 1118, Schedule A, Foreign Source Income-Income or Loss

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