

Return of Private Foundation

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

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2021

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2021 or tax year beginning _____, and ending _____

Name of foundation WILLIAMSBURG COMMUNITY HEALTH FOUNDATION		A Employer identification number 54-1822359
Number and street (or P.O. box number if mail is not delivered to street address) 4801 COURTHOUSE STREET, NO 200	Room/suite	B Telephone number 757-345-0912
City or town, state or province, country, and ZIP or foreign postal code WILLIAMSBURG, VA 23188		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 158,429,478.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			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	12,655.	12,655.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	15,151,025.			STATEMENT 1
	b Gross sales price for all assets on line 6a	14,909,015.			
	7 Capital gain net income (from Part IV, line 2)		14,909,015.		
	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	4,494,172.	4,265,312.		STATEMENT 3	
12 Total. Add lines 1 through 11	19,657,852.	19,186,982.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	224,092.	0.		224,092.
	14 Other employee salaries and wages	741,996.	0.		741,996.
	15 Pension plans, employee benefits	153,397.	0.		153,397.
	16a Legal fees				
	b Accounting fees	STMT 4 33,838.	16,919.		16,919.
	c Other professional fees	STMT 5 90,323.	72,827.		17,496.
	17 Interest				
	18 Taxes	STMT 6 185,527.	0.		70,387.
	19 Depreciation and depletion	6,873.	0.		
	20 Occupancy	173,362.	17,336.		156,027.
	21 Travel, conferences, and meetings	18,830.	0.		18,830.
	22 Printing and publications	9,964.	0.		9,964.
	23 Other expenses	STMT 7 2,504,350.	2,061,891.		292,509.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,142,552.	2,168,973.		1,701,617.
	25 Contributions, gifts, grants paid	4,539,000.			4,507,250.
26 Total expenses and disbursements. Add lines 24 and 25	8,681,552.	2,168,973.		6,208,867.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	10,976,300.				
b Net investment income (if negative, enter -0-)		17,018,009.			
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		299,582.	130,232.	130,232.
	2	Savings and temporary cash investments		6,183,891.	7,534,166.	7,534,166.
	3	Accounts receivable	157,978.			
		Less: allowance for doubtful accounts		225,682.	157,978.	157,978.
	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		76,179.	85,587.	85,587.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	131,079,240.	150,450,244.	150,450,244.	
14	Land, buildings, and equipment: basis	152,597.				
	Less: accumulated depreciation	STMT 9	81,326.	7,658.	71,271.	
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		137,872,232.	158,429,478.	158,429,478.	
Liabilities	17	Accounts payable and accrued expenses		164,165.	161,124.	
	18	Grants payable		261,805.	293,555.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)	STATEMENT 11	190,271.	190,271.	
23	Total liabilities (add lines 17 through 22)		616,241.	644,950.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.					
	24	Net assets without donor restrictions		137,255,991.	157,784,528.	
	25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.					
	26	Capital stock, trust principal, or current funds				
	27	Paid-in or capital surplus, or land, bldg., and equipment fund				
	28	Retained earnings, accumulated income, endowment, or other funds				
29	Total net assets or fund balances		137,255,991.	157,784,528.		
30	Total liabilities and net assets/fund balances		137,872,232.	158,429,478.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	137,255,991.
2	Enter amount from Part I, line 27a	2	10,976,300.
3	Other increases not included in line 2 (itemize)	3	9,552,237.
4	Add lines 1, 2, and 3	4	157,784,528.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	157,784,528.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PASSTHROUGH K-1 CAPITAL GAIN	P		
b PASSTHROUGH K-1 CAPITAL GAIN - UBI	P		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 14,909,015.			14,909,015.
b			0.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			14,909,015.
b			0.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	14,909,015.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8	3	N/A

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 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)	1	236,550.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) 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	236,550.
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	236,550.
6 Credits/Payments:		
a 2021 estimated tax payments and 2020 overpayment credited to 2021	6a	87,000.
b Exempt foreign organizations - tax withheld at source	6b	0.
c Tax paid with application for extension of time to file (Form 8868)	6c	0.
d Backup withholding erroneously withheld	6d	0.
7 Total credits and payments. Add lines 6a through 6d	7	87,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	4,112.
9 Tax due. If the total of lines 5 and 8 is more than 7, enter amount owed	9	153,662.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2022 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VI-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 the instructions for the definition 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.		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. ▶ \$ <u>0.</u> (2) On foundation managers. ▶ \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		X
If "Yes," attach the statement required by General Instruction T.		
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? If "Yes," complete Part II, col. (c), and Part XIV	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? If "No," attach explanation	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 2021 or the tax year beginning in 2021? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ▶ <u>WWW.WILLIAMSBURGHEALTHFOUNDATION.ORG</u>		
14 The books are in care of ▶ <u>KAREN BURDEN</u> Telephone no. ▶ <u>757-345-0912</u> Located at ▶ <u>4801 COURTHOUSE STREET, NO 200, WILLIAMSBURG, VA</u> ZIP+4 ▶ <u>23188</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 ▶ <u>15</u> N/A		
16 At any time during calendar year 2021, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

Part VI-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?		X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	X	
(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)?		
(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.)		X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		X
c Organizations relying on a current notice regarding disaster assistance, check here		
d 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 2021?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2021, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2021?		X
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.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	X	
b If "Yes," did it have excess business holdings in 2021 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2021.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2021?		X

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

	Yes	No
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))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	
c Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
d If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		183,613.	14,479.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SOLA MONIZ - 4801 COURTHOUSE STREET, NO 200, WILLIAMSBURG, VA 23188	CFO 40.00	154,570.	12,283.	0.
ALLISON BRODY - 4801 COURTHOUSE STREET, NO 200, WILLIAMSBURG, VA	DIRECTOR OF COMMUNITY ENGAGEMENT 40.00	111,851.	8,866.	0.
KYRA COOK - 4801 COURTHOUSE STREET, NO 200, WILLIAMSBURG, VA 23188	DIRECTOR OF STRATEGY 40.00	111,677.	8,866.	0.
PAULETTE A. PARKER - 4801 COURTHOUSE STREET, NO 200, WILLIAMSBURG, VA	SENIOR PROGRAM OFFICER 40.00	111,475.	8,866.	0.
WILLIAM D. PRIBBLE - 4801 COURTHOUSE STREET, NO 200, WILLIAMSBURG, VA	PROGRAM OFFICER/GRANT ADMINISTRATOR 40.00	80,192.	6,371.	0.
Total number of other employees paid over \$50,000				0

Part VII 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
COMMUNITY HEALTH SOLUTIONS - 9603 GAYTON ROAD, SUITE 201, RICHMOND, VA 23238	GRANT CONSULTING SERVICES	91,610.
CATCHAFIRE - 31 EAST 32ND STREET, 3RD FLOOR, NEW YORK, NY 10016	CAPACITY BUILDING SERVICES FOR GRANTEE	59,950.

Total number of others receiving over \$50,000 for professional services **0**

Part VIII-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 <u>SEE STATEMENT 13</u>	59,950.
2 <u>SEE STATEMENT 14</u>	46,772.
3 <u>SEE STATEMENT 15</u>	35,088.
4 <u>SEE STATEMENT 16</u>	9,750.

Part VIII-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 <u>N/A</u>	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 **0.**

Part IX 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	0.
b	Average of monthly cash balances	1b	6,326,592.
c	Fair market value of all other assets (see instructions)	1c	139,485,401.
d	Total (add lines 1a, b, and c)	1d	145,811,993.
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	145,811,993.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	2,187,180.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	143,624,813.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	7,181,241.

Part X 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 IX, line 6	1	7,181,241.
2a	Tax on investment income for 2021 from Part V, line 5	2a	236,550.
b	Income tax for 2021. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	236,550.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,944,691.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,944,691.
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 XII, line 1	7	6,944,691.

Part XI 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	6,208,867.
b	Program-related investments - total from Part VIII-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4	4	6,208,867.

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Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2020	(c) 2020	(d) 2021
1 Distributable amount for 2021 from Part X, line 7				6,944,691.
2 Undistributed income, if any, as of the end of 2021:				
a Enter amount for 2020 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2021:				
a From 2016				
b From 2017				
c From 2018				
d From 2019				
e From 2020	1,002,461.			
f Total of lines 3a through e	1,002,461.			
4 Qualifying distributions for 2021 from Part XI, line 4: ▶ \$ 6,208,867.				
a Applied to 2020, but not more than line 2a ...			0.	
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 2021 distributable amount				6,208,867.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2021 (If an amount appears in column (d), the same amount must be shown in column (a).)	735,824.			735,824.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	266,637.			
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 2020. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2022				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2016 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2022. Subtract lines 7 and 8 from line 6a	266,637.			
10 Analysis of line 9:				
a Excess from 2017 ...				
b Excess from 2018 ...				
c Excess from 2019 ...				
d Excess from 2020 ...	266,637.			
e Excess from 2021 ...				

Part XIII Private Operating Foundations (see instructions and Part VI-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 2021, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2021	(b) 2020	(c) 2019	(d) 2018	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, 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 IX, 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 XIV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 17

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 XIV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
AVALON: A CENTER FOR WOMEN AND CHILDREN 3204 IRONBOUND ROAD, SUITE D WILLIAMSBURG, VA 23188		PC	BOARD DISCRETIONARY GRANT	500.
BACON STREET YOUTH AND FAMILY SERVICES 247 MCLAWS CIRCLE WILLIAMSBURG, VA 23185		PC	THE BRIDGES PROJECT	31,500.
CENTER FOR CHILD AND FAMILY SERVICES, INC. 2021 CUNNINGHAM DRIVE HAMPTON, VA 23666		PC	THE REBOOT PROGRAM; MULTICULTURAL COUNSELING AND OUTREACH PROGRAM (MCOP)	173,000.
CHILD DEVELOPMENT RESOURCES PO BOX 280 WILLIAMSBURG, VA 23127		PC	BASIC OPERATING SUPPORT; WALKING WORKS	201,500.
CITY OF WILLIAMSBURG 401 LAFAYETTE STREET WILLIAMSBURG, VA 23185		GOV	CHILD HEALTH INITIATIVE; ANNUAL AWARDS; WALKING WORKS	270,500.
Total SEE CONTINUATION SHEET(S)				4,507,250.
b Approved for future payment				
COLONIAL BEHAVIORAL HEALTH 473 MCLAWS CIRCLE WILLIAMSBURG, VA 23185		PC	GREATER WILLIAMSBURG NETWORK OF CARE (NOC); INTENSIVE OUTPATIENT PROGRAM (IOP)	40,000.
JAMES CITY COUNTY 101-D MOUNTS BAY ROAD WILLIAMSBURG, VA 23188		GOV	GREATER WILLIAMSBURG GUARDIANSHIP NAVIGATOR	36,500.
LITERACY FOR LIFE AT THE RITA WELSH ADULT LEARNING CENTER 301 MONTICELLO AVE P.O.BOX 8795 WILLIAMSBURG, VA 23187		PC	THE HEAL PROGRAM IN WILLIAMSBURG	20,000.
Total SEE CONTINUATION SHEET(S)				247,750.

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLONIAL BEHAVIORAL HEALTH 473 MCLAWS CIRCLE WILLIAMSBURG, VA 23185		PC	GREATER WILLIAMSBURG CHILD ASSESSMENT CENTER (GWACAC); CHRONIC CARE COLLABORATIVE;	481,000.
COMMUNITY HOUSING PARTNERS 448 DEPOT STREET CHRISTIANSBURG, VA 24073		PC	MOBILE FOOD PANTRY	5,000.
DREAM CATCHERS AT THE CORI SIKICH THERAPEUTIC RIDING CENTER 10120 FIRE TOWER RD TOANO, VA 23168		PC	BOARD DISCRETIONARY GRANT	500.
FREE FOUNDATION FOR REHABILITATION EQUIPMENT & ENDOWMENT P.O. BOX 8873 ROANOKE, VA 24014-0752		PC	F.R.E.E. OF WILLIAMSBURG	26,000.
GLOUCESTER MATHEWS CARE CLINIC P.O. BOX 684 GLOUCESTER, VA 23061		PC	CHRONIC CARE COLLABORATIVE; WALKING WORKS	300,500.
GREATER WILLIAMSBURG HEARTSAFE ALLIANCE 421 NORTH BOUNDARY STREET WILLIAMSBURG, VA 23185		PC	GREATER WILLIAMSBURG HEARTSAFE ALLIANCE	10,000.
GROVE CHRISTIAN OUTREACH CENTER 8800 POCAHONTAS TRAIL WILLIAMSBURG, VA 23185		PC	FRESH FOOD DISTRIBUTION	9,000.
HONORING CHOICES VIRGINIA 2821 EMERYWOOD PARKWAY, SUITE 200 RICHMOND, VA 23294		PC	EDUCATING ADVOCATES FOR ADVANCE CARE PLANNING (ACP)	15,000.
HOUSINGFORWARD VIRGINIA 203 N ROBINSON ST RICHMOND, VA 23220		PC	HOUSING POLICY ADVOCACY	20,000.
JAMES CITY COUNTY 101-D MOUNTS BAY ROAD WILLIAMSBURG, VA 23188		GOV	CHILD HEALTH INITIATIVE; GREATER WILLIAMSBURG GUARDIANSHIP NAVIGATOR; ANNUAL	306,500.
Total from continuation sheets				3,830,250.

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LACKEY CLINIC 1620 OLD WILLIAMSBURG ROAD YORKTOWN, VA 23690		PC	CHRONIC CARE COLLABORATIVE	520,000.
LITERACY FOR LIFE AT THE RITA WELSH ADULT LEARNING CENTER 301 MONTICELLO AVE P.O.BOX 8795 WILLIAMSBURG, VA 23187		PC	THE HEAL PROGRAM IN WILLIAMSBURG	20,000.
NETWORKPENINSULA 2 BERNARDINE DRIVE NEWPORT NEWS, VA 23602		PC	NONPROFIT MANAGEMENT INSTITUTE; DISCRETIONARY FUNDING	27,500.
OLDE TOWNE MEDICAL & DENTAL CENTER 5249 OLDE TOWNE ROAD WILLIAMSBURG, VA 23188		PC	CHRONIC CARE COLLABORATIVE; SUPPORT FOR CLINIC OPERATIONS	636,250.
ONE CHILD CENTER FOR AUTISM 3925 MIDLANDS RD WILLIAMSBURG, VA 23188		PC	CAPACITY BUILDING; FINANCIAL MANAGEMENT; KIDS' NIGHT; BOARD DISCRETIONARY GRANT	14,500.
PENINSULA AGENCY ON AGING 739 THIMBLE SHOALS BOULEVARD NEWPORT NEWS, VA 23606		PC	PAA RIDES; GREATER WILLIAMSBURG AGING AND DISABILITY RESOURCE CENTER (ADRC); NUTRITIOUS NOONTIME	265,000.
POSTPARTUM SUPPORT VIRGINIA, INC. PO BOX 7521 ARLINGTON, VA 22207		PC	HEALTHY PERINATAL PEOPLE, HEALTHY BABIES	15,000.
RX PARTNERSHIP 1500 FOREST AVE, SUITE 201 RICHMOND, VA 23229		PC	BASIC OPERATING SUPPORT	60,000.
THE ARC OF GREATER WILLIAMSBURG 150 STRAWBERRY PLAINS ROAD SUITE D WILLIAMSBURG, VA 23188		PC	FITNESS PROGRAM; BOARD DISCRETIONARY GRANT	35,500.
THE COLLEGE OF WILLIAM & MARY, NEW HORIZONS FAMILY COUNSELING CENTER 301 MONTICELLO AVENUE P.O. BOX 8795 WILLIAMSBURG, VA 23185		GOV	YOUTH AND FAMILY COUNSELING PROGRAM	95,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE DOORWAYS 612 E. MARSHALL STREET RICHMOND, VA 23219		PC	SUPPORT FOR OPERATIONS	15,000.
UNITED WAY OF THE VIRGINIA PENINSULA 101 YORK CROSSING RD. YORKTOWN, VA 23692		PC	GREATER WILLIAMSBURG TRAUMA-INFORMED COMMUNITY NETWORK	26,250.
VIRGINIA HEALTH CARE FOUNDATION 707 E MAIN STREET RICHMOND, VA 23219		PC	GREATER WILLIAMSBURG MEDICATION ASSISTANCE PROGRAM	47,000.
VIRGINIA HEALTH CATALYST 4200 INNSLAKE DRIVE SUITE 202 RICHMOND, VA 23060		PC	HEALTH POLICY ADVOCACY	20,000.
VIRGINIA PENINSULA FOODBANK 2401 ALUMINUM AVENUE HAMPTON, VA 23661		PC	MOBILE FOOD PANTRY	35,000.
VOICES FOR VIRGINIA'S CHILDREN 1606 SANTA ROSA RD. SUITE 109 RICHMOND, VA 23229		PC	CHILD POLICY ADVOCACY	20,000.
WILLIAMSBURG AREA FAITH IN ACTION 354 MCLAWS CIRCLE, SUITE 1 WILLIAMSBURG, VA 23185		PC	MEDICAL TRANSPORTATION; IN-HOME SUPPORT SERVICES FOR SENIORS	46,250.
WILLIAMSBURG COMMUNITY GROWERS PO BOX 622 LIGHTFOOT, VA 23090		PC	GROW OUR FUTURE	20,000.
WILLIAMSBURG HOUSE OF MERCY, INC. 10 HARRISON AVENUE WILLIAMSBURG, VA 23185		PC	WILLIAMSBURG HOUSE OF MERCY FOOD PROJECT COLD STORAGE; FRESH FOOD DISTRIBUTION SUPPORT; MOBILE FOOD	43,000.
WILLIAMSBURG SOCCER FOUNDATION 809 RICHMOND ROAD (WSF) WILLIAMSBURG, VA 23185		PC	W-JCC RECREATIONAL SOCCER PROGRAM	20,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OLDE TOWNE MEDICAL & DENTAL CENTER 5249 OLDE TOWNE ROAD WILLIAMSBURG, VA 23188		PC	SUPPORT FOR CLINIC OPERATIONS	112,500.
UNITED WAY OF THE VIRGINIA PENINSULA 101 YORK CROSSING RD. YORKTOWN, VA 23692		PC	GREATER WILLIAMSBURG TRAUMA-INFORMED COMMUNITY NETWORK	11,250.
WILLIAMSBURG AREA FAITH IN ACTION 354 MCLAWS CIRCLE, SUITE 1 WILLIAMSBURG, VA 23185		PC	MEDICAL TRANSPORTATION; IN-HOME SUPPORT SERVICES FOR SENIORS	27,500.
Total from continuation sheets				151,250.

Part XIV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - COLONIAL BEHAVIORAL HEALTH

GREATER WILLIAMSBURG CHILD ASSESSMENT CENTER (GWCAC); CHRONIC CARE
COLLABORATIVE; INTENSIVE OUTPATIENT PROGRAM (IOP)

NAME OF RECIPIENT - JAMES CITY COUNTY

CHILD HEALTH INITIATIVE; GREATER WILLIAMSBURG GUARDIANSHIP NAVIGATOR;
ANNUAL AWARDS

NAME OF RECIPIENT - PENINSULA AGENCY ON AGING

PAA RIDES; GREATER WILLIAMSBURG AGING AND DISABILITY RESOURCE CENTER
(ADRC); NUTRITIOUS NOONTIME MEALS

NAME OF RECIPIENT - WILLIAMSBURG HOUSE OF MERCY, INC.

WILLIAMSBURG HOUSE OF MERCY FOOD PROJECT COLD STORAGE; FRESH FOOD
DISTRIBUTION SUPPORT; MOBILE FOOD PANTRY

Underpayment of Estimated Tax by Corporations

▶ Attach to the corporation's tax return. **FORM 990-PF**

2021

▶ Go to www.irs.gov/Form2220 for instructions and the latest information.

Name **WILLIAMSBURG COMMUNITY HEALTH FOUNDATION** Employer identification number **54-1822359**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	236,550.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	236,550.
4	Enter the tax shown on the corporation's 2020 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	236,550.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty. See instructions.

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/21	06/15/21	09/15/21	12/15/21
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	59,138.	59,137.	59,138.	59,137.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions			65,250.	
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column				
13 Add lines 11 and 12			65,250.	
14 Add amounts on lines 16 and 17 of the preceding column		59,138.	118,275.	112,163.
15 Subtract line 14 from line 13. If zero or less, enter -0-	0.	0.	0.	0.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		59,138.	53,025.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	59,138.	59,137.	59,138.	59,137.
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column				

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions 19				
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2021 and before 7/1/2021	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 3\% (0.03)}{365}$...	22 \$	\$	\$	\$
23 Number of days on line 20 after 6/30/2021 and before 10/1/2021	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 3\% (0.03)}{365}$...	24 \$	\$	\$	\$
25 Number of days on line 20 after 9/30/2021 and before 1/1/2022	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\% (0.03)}{365}$...	26 \$	\$	\$	\$
27 Number of days on line 20 after 12/31/2021 and before 4/1/2022	27	SEE ATTACHED WORKSHEET		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\% (0.03)}{365}$...	28 \$	\$	\$	\$
29 Number of days on line 20 after 3/31/2022 and before 7/1/2022	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30 \$	\$	\$	\$
31 Number of days on line 20 after 6/30/2022 and before 10/1/2022	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32 \$	\$	\$	\$
33 Number of days on line 20 after 9/30/2022 and before 1/1/2023	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34 \$	\$	\$	\$
35 Number of days on line 20 after 12/31/2022 and before 3/16/2023	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36 \$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37 \$	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns	38			\$ 4,112.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH K-1 CAPITAL GAIN			PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	14,909,015.	0.	0.	0.	14,909,015.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH K-1 CAPITAL GAIN - UBI			PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	0.	-242,010.	0.	0.	242,010.

CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					15,151,025.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT INCOME	12,655.	0.	12,655.	12,655.	
TO PART I, LINE 4	12,655.	0.	12,655.	12,655.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH K-1 INCOME	4,489,103.	4,265,312.	
PASSTHROUGH K-1 TAX EXEMPT INCOME	5,069.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,494,172.	4,265,312.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	33,838.	16,919.		16,919.
TO FORM 990-PF, PG 1, LN 16B	33,838.	16,919.		16,919.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	72,827.	72,827.		0.
OTHER PROFESSIONAL FEES	17,496.	0.		17,496.
TO FORM 990-PF, PG 1, LN 16C	90,323.	72,827.		17,496.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	115,140.	0.		0.
PAYROLL TAXES	70,387.	0.		70,387.
TO FORM 990-PF, PG 1, LN 18	185,527.	0.		70,387.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EQUIPMENT RENTAL/MAINTENANCE	38,302.	0.		38,302.
INSURANCE	11,987.	0.		11,987.
DCA EXPENSE - CHRONIC CARE	46,772.	0.		46,772.
DCA EXPENSE - OTHER	105,288.	0.		105,288.
MEMBERSHIP DUES	31,177.	0.		31,177.
POSTAGE & DELIVERY	1,152.	0.		1,152.
SUPPLIES	46,694.	0.		46,694.
TELECOMMUNICATIONS	11,137.	0.		11,137.
PASSTHROUGH K-1 EXPENSES	2,211,841.	2,061,891.		0.
TO FORM 990-PF, PG 1, LN 23	2,504,350.	2,061,891.		292,509.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN IN VALUE OF ASSETS	9,537,548.
RETURNED GRANTS	14,689.
TOTAL TO FORM 990-PF, PART III, LINE 3	9,552,237.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
FURNITURE & FIXTURES	134,542.	65,037.	69,505.	69,505.
COMPUTERS & SOFTWARE	18,055.	16,289.	1,766.	1,766.
TO 990-PF, PART II, LN 14	152,597.	81,326.	71,271.	71,271.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MIT PRIVATE EQUITY II FUND	FMV	28,606.	28,606.
MA INVESTORS FUND 1, LLC	FMV	1,225,078.	1,225,078.
PRIVATE ADVISORS SMALL COMPANY BUYOUT FUND	FMV	123,516.	123,516.
METROPOLITAN REAL ESTATE PARTNERS 2008 DISTRESSED CO-INVESTMENT FUND, LP	FMV	12,929.	12,929.
TIFF KEYSTONE FUND	FMV	130,680,817.	130,680,817.
TIFF CENTERSTONE FUND	FMV	18,368,767.	18,368,767.
GMO FORESTRY FUND 7	FMV	10,531.	10,531.
TOTAL TO FORM 990-PF, PART II, LINE 13		150,450,244.	150,450,244.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX	190,271.	190,271.
TOTAL TO FORM 990-PF, PART II, LINE 22	190,271.	190,271.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROL SALE 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	PRESIDENT & CEO/BOARD SECRETARY 40.00	183,613.	14,479.	0.
M. ANDERSON BRADSHAW 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	GOVERNANCE NOMINATING CHAIR 1.00	0.	0.	0.
BETH DAVIS 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	VICE CHAIR 1.00	0.	0.	0.
ELIZABETH DE FALCON 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
PAUL GERHARDT 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
EARL GRANGER III 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	GRANTS COMMITTEE CHAIR 1.00	0.	0.	0.
KELLI MANSEL-ARBUCKLE 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
DOUGLAS MYERS 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
JUANITA PARKS 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
LOUIS ROSSITER 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	IMMEDIATE PAST CHAIR 1.00	0.	0.	0.

WILLIAMSBURG COMMUNITY HEALTH FOUNDATION

54-1822359

ROBERT SINGLEY 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	INVESTMENT/FINANCE CHAIR 1.00	0.	0.	0.
STEVEN STAPLES 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	AUDIT COMMITTEE CHAIR 1.00	0.	0.	0.
FELICIA STOVALL 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
THOMAS TINGLE 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
PHILIP TUNING 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
GLENDA TURNER 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	EXTERNAL AFFAIRS CHAIR 1.00	0.	0.	0.
JACKSON TUTTLE II 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	CHAIR 1.00	0.	0.	0.
ADRIA VANHOOZIER 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
ALFRED WOODS 4801 COURTHOUSE STREET, NO 200 WILLIAMSBURG, VA 23188	TREASURER 1.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII

183,613.	14,479.	0.
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FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 13

ACTIVITY ONE

BEHAVIORAL HEALTH COLLABORATIVE - A COLLABORATIVE WITH JAMES CITY COUNCIL TO STUDY BEHAVIORAL HEALTH TO IMPROVE MEDICAL SERVICES TO TREAT MENTAL HEALTH ILLNESSES, INTELLECTUAL DISABILITIES, AND SUBSTANCE ABUSE DISORDERS TO INDIVIDUALS AND FAMILIES LIVING IN JAMES CITY COUNTY.

EXPENSES

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

59,950.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 14

ACTIVITY TWO

CHRONIC CARE INITIATIVE - A COLLABORATIVE WITH HEALTHCARE ORGANIZATIONS THAT PROVIDE DIRECT SERVICES TO UNINSURED AND UNDER-INSURED, CHRONICALLY ILL INDIVIDUALS IN THE GREATER WILLIAMSBURG AREA. THE GOAL IS TO IMPROVE THE HEALTH OF THE UNDERSERVED COMMUNITY BY IMPROVING THE ORGANIZATIONS' INDIVIDUAL AND COLLECTIVE CAPACITY TO SERVE THIS POPULATION.

EXPENSES

TO FORM 990-PF, PART VIII-A, LINE 2

46,772.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 15

ACTIVITY THREE

CHILD HEALTH INITIATIVE - A COLLABORATIVE OF HUMAN SERVICE AND HEALTHCARE PROVIDERS DESIGNED TO IMPROVE LONG-TERM HEALTH OUTCOMES FOR CHILDREN LIVING IN POVERTY IN THE COMMUNITY. THE COLLABORATIVE EMPLOYS A MULTI-DISCIPLINARY, HOME-BASED SERVICE DELIVERY APPROACH TO WORK IN PARTNERSHIP WITH FAMILIES.

EXPENSES

TO FORM 990-PF, PART VIII-A, LINE 3

35,088.

ACTIVITY FOUR

CHILDREN BEHAVIOR HEALTH INITIATIVE - A COLLABORATIVE WITH HEALTHCARE ORGANIZATIONS THAT PROVIDE DIRECT SERVICES TO CHILDREN IN THE GREATER WILLIAMSBURG AREA. THE GOAL IS TO IMPROVE THE BEHAVIORAL HEALTH OF CHILDREN IN THE COMMUNITY.

EXPENSES

TO FORM 990-PF, PART VIII-A, LINE 4

9,750.

FORM 990-PF

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

STATEMENT 17

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CAROL SALE
4801 COURTHOUSE STREET, NO 200
WILLIAMSBURG, VA 23188

TELEPHONE NUMBER

757-345-0912

FORM AND CONTENT OF APPLICATIONS

WCHF APPLICATION SHOULD INCLUDE THE BOARD ROSTER, ANNUAL REPORT, IRS FORM 990 AND ANNUAL AUDIT IN ACCORDANCE WITH WCHF POLICIES, PLUS ALLOWABLE COSTS AS OUTLINED IN GRANT APPLICATION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

CONDITIONS FOR GRANT AWARDS DO NOT ALLOW EXPENDITURES FOR ANNUAL APPEALS AND FUNDRAISING, ENDOWMENTS, REAL ESTATE ACQUISITIONS, RESTORATION OF FUNDS CUT BY GOVERNMENTS OR OTHER ORGANIZATIONS, AND LOBBYING.