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CLIENT'S COPY



FAN FREE CLINIC, INC.
P.O. BOX 6477
RICHMOND, VA 23230

DEAR JOHN:

ENCLOSED ARE THE ORIGINAL AND ONE COPY OF THE 2007 EXEMPT ORGANIZATION RETURN, AS FOLLOWS...

2007 FORM 990

EACH ORIGINAL SHOULD BE DATED, SIGNED AND FILED IN ACCORDANCE WITH THE FILING INSTRUCTIONS. THE COPY SHOULD BE RETAINED FOR YOUR FILES.

PLEASE REVIEW THE RETURN FOR COMPLETENESS AND ACCURACY.

WE HAVE PREPARED THE RETURN FROM INFORMATION YOU FURNISHED US WITHOUT VERIFICATION. UPON EXAMINATION OF THE RETURN BY TAX AUTHORITIES, REQUESTS MAY BE MADE FOR UNDERLYING DATA. WE THEREFORE RECOMMEND THAT YOU PRESERVE ALL RECORDS WHICH YOU MAY BE CALLED UPON TO PRODUCE IN CONNECTION WITH SUCH POSSIBLE EXAMINATIONS.

WE ARE ENCLOSING THE DOCUMENTS YOU GAVE US TO ASSIST IN PREPARATION OF THE RETURN.

WE HAVE ENCLOSED MAILING ENVELOPES FOR YOUR CONVENIENCE IN FILING THE RETURN.

WE RECOMMEND THAT YOU USE CERTIFIED MAIL WITH POST MARKED RECEIPT FOR PROOF OF TIMELY FILING.

WE SINCERELY APPRECIATE THE OPPORTUNITY TO SERVE YOU. PLEASE CONTACT US IF YOU HAVE ANY QUESTIONS CONCERNING THE TAX RETURN.

VERY TRULY YOURS,

LORI K. COCHRAN, CPA

TAX RETURN FILING INSTRUCTIONS

FORM 990

FOR THE YEAR ENDING

JUNE 30, 2008

Prepared for	FAN FREE CLINIC, INC. P.O. BOX 6477 RICHMOND, VA 23230
Prepared by	GOODMAN & COMPANY 4510 COX ROAD, SUITE 200 GLEN ALLEN, VA 23060-3394
Amount due or refund	NOT APPLICABLE
Make check payable to	NOT APPLICABLE
Mail tax return and check (if applicable) to	DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE CENTER OGDEN, UT 84201-0027
Return must be mailed on or before	FEBRUARY 17, 2009
Special Instructions	THE RETURN SHOULD BE SIGNED AND DATED.

Return of Organization Exempt From Income Tax

2007

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2007 calendar year, or tax year beginning **JUL 1, 2007** and ending **JUN 30, 2008**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization FAN FREE CLINIC, INC.		D Employer identification number 54-0927792
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite P.O. BOX 6477		E Telephone number (804) 358-6343
		City or town, state or country, and ZIP + 4 RICHMOND, VA 23230		F Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

Hand I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates **N/A**

H(c) Are all affiliates included? **N/A** Yes No (If "No," attach a list.)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

G Website: **WWW.FANFREECLINIC.ORG**

J Organization type (check only one) 501(c) (3) (insert no.) 4947(a)(1) or 527

K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

I Group Exemption Number **N/A**

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **1,673,359.**

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Revenue	1 Contributions, gifts, grants, and similar amounts received:				
	a Contributions to donor advised funds	1a			
	b Direct public support (not included on line 1a)	1b		548,863.	
	c Indirect public support (not included on line 1a)	1c		151,077.	
	d Government contributions (grants) (not included on line 1a)	1d		812,384.	
	e Total (add lines 1a through 1d) (cash \$ 1,512,324. noncash \$)	1e			1,512,324.
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2			26,500.
	3 Membership dues and assessments	3			
	4 Interest on savings and temporary cash investments	4			1,905.
	5 Dividends and interest from securities	5			
	6 a Gross rents SEE STATEMENT 2	6a		59,090.	
	b Less: rental expenses SEE STATEMENT 3	6b		36,425.	
c Net rental income or (loss). Subtract line 6b from line 6a	6c			22,665.	
7 Other investment income (describe)	7				
8 a Gross amount from sales of assets other than inventory	(A) Securities	8a			
	Less: cost or other basis and sales expenses	8b			
	Gain or (loss) (attach schedule)	8c			
	d Net gain or (loss). Combine line 8c, columns (A) and (B)	8d			
9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>	a Gross revenue (not including \$ 0. of contributions reported on line 1b)	9a		67,243.	
	b Less: direct expenses other than fundraising expenses	9b			
	c Net income or (loss) from special events. Subtract line 9b from line 9a SEE STATEMENT 4	9c			67,243.
10 a Gross sales of inventory, less returns and allowances	10a				
	b Less: cost of goods sold	10b			
	c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10c			
11 Other revenue (from Part VII, line 103)	11			6,297.	
12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12			1,636,934.	
Expenses	13 Program services (from line 44, column (B))	13		1,206,124.	
	14 Management and general (from line 44, column (C))	14		214,165.	
	15 Fundraising (from line 44, column (D))	15		97,046.	
	16 Payments to affiliates (attach schedule)	16			
	17 Total expenses. Add lines 16 and 44, column (A)	17			1,517,335.
Net Assets	18 Excess or (deficit) for the year. Subtract line 17 from line 12	18		119,599.	
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19		1,744,737.	
	20 Other changes in net assets or fund balances (attach explanation)	20		0.	
	21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21			1,864,336.

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

<i>Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.</i>	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash \$ <u>0</u> . noncash \$ <u>0</u> .) If this amount includes foreign grants, check here <input type="checkbox"/>				
22b Other grants and allocations (attach schedule) (cash \$ <u>0</u> . noncash \$ <u>0</u> .) If this amount includes foreign grants, check here <input type="checkbox"/>				
23 Specific assistance to individuals (attach schedule) STATEMENT 6	122,560.	122,560.		
24 Benefits paid to or for members (attach schedule)				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	87,658.	55,813.	18,696.	13,149.
25b Compensation of former officers, directors, key employees, etc. listed in Part V-B	0.	0.	0.	0.
25c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26 Salaries and wages of employees not included on lines 25a, b, and c	815,715.	670,447.	72,577.	72,691.
27 Pension plan contributions not included on lines 25a, b, and c	23,126.	17,056.	6,070.	
28 Employee benefits not included on lines 25a - 27	98,119.	81,035.	17,084.	
29 Payroll taxes	61,698.	55,838.	5,860.	
30 Professional fundraising fees				
31 Accounting fees				
32 Legal fees				
33 Supplies	72,237.	69,070.	3,167.	
34 Telephone	15,453.	11,373.	4,080.	
35 Postage and shipping	4,210.	3,141.	1,069.	
36 Occupancy	49,701.	42,484.	7,217.	
37 Equipment rental and maintenance	12,175.	9,867.	2,308.	
38 Printing and publications	2,870.	2,436.	434.	
39 Travel	11,453.	11,089.	364.	
40 Conferences, conventions, and meetings	3,139.	841.	2,298.	
41 Interest	762.		762.	
42 Depreciation, depletion, etc. (attach schedule)	30,686.		30,686.	
43 Other expenses not covered above (itemize):				
a				
b				
c				
d				
e				
f				
g SEE STATEMENT 5	105,773.	53,074.	41,493.	11,206.
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	1,517,335.	1,206,124.	214,165.	97,046.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A ; (ii) the amount allocated to Program services \$ N/A ;
 (iii) the amount allocated to Management and general \$ N/A ; and (iv) the amount allocated to Fundraising \$ N/A

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? SEE STATEMENT 1	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
a SEE STATEMENT 1	
(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
b SEE STATEMENT 1	439,237.
(Grants and allocations \$ 122,560.) If this amount includes foreign grants, check here <input type="checkbox"/>	
c SEE STATEMENT 1	766,887.
(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
d	
(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
e Other program services (attach schedule)	
(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	1,206,124.

Form 990 (2007)

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year
Assets	45 Cash - non-interest-bearing	100.	45 100.
	46 Savings and temporary cash investments	216,790.	46 294,137.
	47 a Accounts receivable	47a 242,290.	47c 242,290.
	b Less: allowance for doubtful accounts	47b	
	48 a Pledges receivable	48a 34,750.	48c 34,750.
	b Less: allowance for doubtful accounts	48b	
	49 Grants receivable	226,545.	49 170,905.
	50 a Receivables from current and former officers, directors, trustees, and key employees		50a
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		50b
	51 a Other notes and loans receivable	51a	51c
	b Less: allowance for doubtful accounts	51b	
	52 Inventories for sale or use		52
	53 Prepaid expenses and deferred charges	15,901.	53 16,176.
	54 a Investments - publicly-traded securities	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	54a
	b Investments - other securities	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	54b
	55 a Investments - land, buildings, and equipment: basis	55a 248,263.	55c 183,048.
	b Less: accumulated depreciation STMT 7	55b 65,215.	
	56 Investments - other		56
	57 a Land, buildings, and equipment: basis	57a 1,215,050.	57c 958,889.
b Less: accumulated depreciation STMT 8	57b 256,161.		
58 Other assets, including program-related investments (describe ▶ ADVANCE)	350.	58 350.	
59 Total assets (must equal line 74). Add lines 45 through 58	1,807,907.	59 1,900,645.	
Liabilities	60 Accounts payable and accrued expenses	21,649.	60 30,245.
	61 Grants payable		61
	62 Deferred revenue		62
	63 Loans from officers, directors, trustees, and key employees		63
	64 a Tax-exempt bond liabilities		64a
	b Mortgages and other notes payable	STMT 9 41,521.	64b 6,064.
	65 Other liabilities (describe ▶)		65
66 Total liabilities. Add lines 60 through 65	63,170.	66 36,309.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted	1,441,478.	67 1,658,681.
	68 Temporarily restricted	303,259.	68 205,655.
	69 Permanently restricted		69
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.		
	70 Capital stock, trust principal, or current funds		70
	71 Paid-in or capital surplus, or land, building, and equipment fund		71
	72 Retained earnings, endowment, accumulated income, or other funds		72
	73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	1,744,737.	73 1,864,336.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73	1,807,907.	74 1,900,645.

Part VI Other Information (continued)		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value? b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	X	
82b	1,224,066.		
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
83b	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
84b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? N/A		
85 a	501(c)(4), (5), or (6). Were substantially all dues nondeductible by members? N/A		
85b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? N/A		
85c	Dues, assessments, and similar amounts from members N/A		
85d	Section 162(e) lobbying and political expenditures N/A		
85e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices N/A		
85f	Taxable amount of lobbying and political expenditures (line 85d less 85e) N/A		
85g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? N/A		
85h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? N/A		
86 a	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12 N/A		
86b	Gross receipts, included on line 12, for public use of club facilities N/A		
87 a	501(c)(12) organizations. Enter: a Gross income from members or shareholders N/A		
87b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) N/A		
88 a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
88b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI		X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 0.; section 4912 0.; section 4955 0.		
89b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
89c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 0.		
89d	Enter: Amount of tax on line 89c, above, reimbursed by the organization 0.		
89e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		X
89f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?		X
89g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
90 a	List the states with which a copy of this return is filed VA		
90b	Number of employees employed in the pay period that includes March 12, 2007 27		
91 a	The books are in care of FAN FREE CLINIC, INC. Telephone no. (804) 358-6343 Located at 1010 THOMPSON ST., RICHMOND, VA ZIP + 4 23230		
91b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country N/A		X

Part VI Other Information (continued) Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c Yes No
 If "Yes," enter the name of the foreign country N/A

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here
 and enter the amount of tax-exempt interest received or accrued during the tax year 92 N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a RECEIVED FROM PATIENTS					26,500.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	1,905.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property			16	22,665.	
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events			02	67,243.	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a OTHER INCOME					6,297.
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		91,813.	32,797.
105 Total (add line 104, columns (B), (D), and (E))					124,610.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	SEE STATEMENT 11

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

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

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13). N/A

106 Did the reporting organization **make** any transfers **to** a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- ----- -----			
b	----- ----- -----			
c	----- ----- -----			
Totals				

107 Did the reporting organization **receive** any transfers **from** a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- ----- -----			
b	----- ----- -----			
c	----- ----- -----			
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No

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 officer) is based on all information of which preparer has any knowledge.

Please Sign Here	Signature of officer _____	Date _____	
	Type or print name and title _____		
Paid Preparer's Use Only	Preparer's signature _____	Date _____	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP + 4 GOODMAN & COMPANY 4510 COX ROAD, SUITE 200 GLEN ALLEN, VA 23060-3394	Preparer's SSN or PTIN (See Gen. Inst. X) EIN _____	Phone no. (804) 282-7636

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No. 1545-0047

2007

Name of the organization FAN FREE CLINIC, INC.	Employer identification number 54 0927792
--	---

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are 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 & deferred compensation	(e) Expense account and other allowances
<u>ALLISON GREGORY</u> P.O. BOX 6477, RICHMOND, VA 23230	40.00	62,560.	8,177.	
<u>HEATHER BRONSON</u> P.O. BOX 6477, RICHMOND, VA 23230	40.00	50,400.	4,162.	

Total number of other employees paid over \$50,000 ▶	0			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<u>NONE</u>		

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

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<u>NONE</u>		

Total number of other contractors receiving over \$50,000 for other services ▶	0	

Part III Statements About Activities (See page 2 of the instructions.)

		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property?	2a	X
b	Lending of money or other extension of credit?	2b	X
c	Furnishing of goods, services, or facilities?	2c	X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V-A, FORM 990	2d	X
e	Transfer of any part of its income or assets?	2e	X
3 a	Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)	3a	X
b	Did the organization have a section 403(b) annuity plan for its employees?	3b	X
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement	3c	X
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d	X
4 a	Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g	4a	X
b	Did the organization make any taxable distributions under section 4966?	4b	N/A
c	Did the organization make a distribution to a donor, donor advisor, or related person?	4c	N/A
d	Enter the total number of donor advised funds owned at the end of the tax year		0
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year		0.
f	Enter the total number of separate funds or accounts owned at the end of the year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts		0.
g	Enter the aggregate value of assets in all funds or accounts included on line 4f at the end of the tax year		0.

Part IV Reason for Non-Private Foundation Status (See pages 4 through 8 of the instructions.)

I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ► _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
 Type I Type II Type III-Functionally Integrated Type III-Other

Provide the following information about the supported organizations. (See page 8 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					►

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 8 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.** N/A
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)					
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	0.	0.	0.	0.	0.
24 Line 23 minus line 17					
25 Enter 1% of line 23					

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24	▶	26a	N/A
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts	▶	26b	N/A
c Total support for section 509(a)(1) test: Enter line 24, column (e)	▶	26c	N/A
d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____	▶	26d	N/A
e Public support (line 26c minus line 26d total)	▶	26e	N/A
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))	▶	26f	N/A %

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: (2006) _____ (2005) _____ (2004) _____ (2003) _____			
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2006) _____ (2005) _____ (2004) _____ (2003) _____			
c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____	▶	27c	N/A
d Add: Line 27a total _____ and line 27b total _____	▶	27d	N/A
e Public support (line 27c total minus line 27d total)	▶	27e	N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)	▶	27f	N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))	▶	27g	N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))	▶	27h	N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See page 9 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?		
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			

32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			

33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities?	33h	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			

34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended?	34b	
If you answered "Yes" to either 34a or b, please explain using an attached statement.			
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 11 of the instructions.) **N/A**
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for all electing organizations
		N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount. Enter the amount from the following table -			
If the amount on line 40 is -	The lobbying nontaxable amount is -		
Not over \$500,000	20% of the amount on line 40		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	41	
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44		

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities (For reporting only by organizations that did not complete Part VI-A) (See page 14 of the instructions.) **N/A**

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h .)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h .)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No. 1545-0047

2007

Name of organization

FAN FREE CLINIC, INC.

Employer identification number

54-0927792

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule-see instructions.)

General Rule-

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules-

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ► \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions
for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)

Name of organization FAN FREE CLINIC, INC.	Employer identification number 54-0927792
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Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MACY'S SOUTH 223 PERIMETER CENTER PARKWAY ATLANTA, GA 30346	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	VIRGINIA HEALTH CARE FOUNDATION 707 EAST MAIN STREET SUITE 1350 RICHMOND, VA 23219	\$ 48,883.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	THE COMMUNITY FOUNDATION 7501 BOULDERS VIEW DRIVE SUITE 100 RICHMOND, VA 23225	\$ 86,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	VIRGINIA CANCER INSTITUTE 6605 WEST BROAD STREET SUITE C RICHMOND, VA 23230	\$ 14,900.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	SHELTERING ARMS FUND 7501 BOULDERS VIEW DRIVE SUITE 100 RICHMOND, VA 23225	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	JENKINS FOUNDATION 7501 BOULDERS VIEW DRIVE SUITE 100 RICHMOND, VA 23225	\$ 55,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization FAN FREE CLINIC, INC.	Employer identification number 54-0927792
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Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	SUSAN G. KOMEN FOR THE CURE 4905 RADFORD AVENUE SUITE 209 RICHMOND, VA 23230	\$ 12,880.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	SCOTT FOUNDATION, WILLIAM H., JOHN G., & EMMA 901 EAST CARY STREET SUITE 1406 RICHMOND, VA 23219	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	REINHART FOUNDATON 7501 BOULDERS VIEW DRIVE SUITE 100 RICHMOND, VA 23225	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	MEDQUEST ASSOCIATES 7110 FOREST AVE, SUITE, 100 RICHMOND, VA 23226	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	VIRGINIA ASSOCIATION OF FREE CLINICS 10231 TELEGRAPH ROAD SUITE B GLEN ALLEN, VA 23059	\$ 21,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	GENWORTH FINANCIAL FOUNDATION 6620 WEST BROAD STREET BUILDING 1 RICHMOND, VA 23230	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization FAN FREE CLINIC, INC.	Employer identification number 54-0927792
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Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	BON SECOURS HEALTH SYSTEM 5875 BREMO ROAD SUITE 710 RICHMOND, VA 23226	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	MR. AND MRS. DENTON BAKER 15147 BROWN PLEASANTS ROAD MONTPELIER, VA 23192	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	DOMINION 120 TREDEGAR STREET RICHMOND, VA 23219	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	BRUCE BURNSIDE GRAY 2714 MONUMENT AVENUE RICHMOND, VA 23220	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	ROBINS FOUNDATION WACHOVIA BANK PO BOX 27602 RICHMOND, VA 23261	\$ 60,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

2007 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 2

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Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	BUILDINGS											
201	BUILDING - 1010 THOMPSON	083198	SL	39.00	17	496,526.			496,526.	112,988.		12,731.
207	CARPET (FFC #78)	020101	SL	5.00	16	5,675.			5,675.	5,675.		0.
231	SPECIALITY DOOR (FFC #98)	013103	SL	39.00	16	894.			894.	102.		23.
232	SPECIALITY DOOR (FFC #99)	020803	SL	39.00	16	2,085.			2,085.	234.		53.
233	HANDICAP RAMP (FFC #100)	063003	SL	39.00	16	1,828.			1,828.	188.		47.
234	COMPRESSOR A/C UNIT	030804	SL	39.00	16	28,906.			28,906.	2,470.		741.
245	HVAC SYSTEM (FFC 107)	010107	SL	39.00	16	266,635.			266,635.	3,418.		6,837.
246	ROOF (FFC 108)	032707	SL	39.00	16	50,993.			50,993.	327.		1,308.
250	CARPET (FFC 113)	083107	SL	5.00	16	3,000.			3,000.			500.
254	CARPET (FFC 117)	022808	SL	5.00	16	6,850.			6,850.			457.
255	CARPET (FFC 118)	040908	SL	5.00	16	7,226.			7,226.			361.
256	CARPET (FFC 119)	053108	SL	5.00	16	1,100.			1,100.			18.
	* 990 PAGE 2 TOTAL BUILDINGS					871,718.		0.	871,718.	125,402.	0.	23,076.
	FURNITURE & FIXTURES											
8	FURNITURE	041590	SL	10.00	17	1,400.			1,400.	1,400.		0.
14	A/V EQUIPMENT	120792	SL	5.00	17	645.			645.	645.		0.
23	MEDICAL EQUIPMENT	123193	SL	5.00	17	2,855.			2,855.	2,855.		0.

2007 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 2

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Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
24	MEDICAL EQUIPMENT	123193	SL	5.00	17	1,900.			1,900.	1,900.		0.
27	AUTOCLAVE	063082	SL	5.00	16	300.			300.	300.		0.
29	OTOSCOPE	063082	SL	5.00	16	300.			300.	300.		0.
33	MEDICAL EQUIPMENT	010195	SL	5.00	16	2,200.			2,200.	2,200.		0.
37	TV/VCR COMBO	091395	SL	5.00	16	600.			600.	600.		0.
48	CEMETARY PLOTS (3) (FFC #10)	010198	L			6,750.			6,750.			0.
49	TELEPHONE SYSTEM - 1010 THOMPSON (FFC #16)	031599	SL	5.00	16	18,774.			18,774.	18,774.		0.
51	3 DESKS	031599	SL	5.00	16	2,210.			2,210.	2,210.		0.
52	CLINIC EQUIPMENT (FFC #25)	090198	SL	5.00	16	1,481.			1,481.	1,481.		0.
54	DESK, CHAIR, AIR PURIFIER, CREDENZA (FFC	110198	SL	5.00	16	1,000.			1,000.	1,000.		0.
62	RAM OFFICE EQUIPMENT	100198	SL	5.00	16	807.			807.	807.		0.
63	80 FOLDING CHAIRS (FFC #39)	011499	SL	5.00	16	1,248.			1,248.	1,248.		0.
66	6 UTILITY CARTS (FFC #42)	092198	SL	5.00	16	1,339.			1,339.	1,339.		0.
67	CHAIR/DESKS/FILE CABINETS (FFC #43)	010199	SL	5.00	16	1,325.			1,325.	1,325.		0.
68	BLINDS (FFC #48)	100198	SL	5.00	16	2,134.			2,134.	2,134.		0.
70	PUMP - BUILDING	041299	SL	5.00	16	2,482.			2,482.	2,482.		0.
71	EQUIPMENT (FFC #45)	032699	SL	5.00	16	898.			898.	898.		0.
72	EQUIPMENT (FFC #47)	032999	SL	5.00	16	300.			300.	300.		0.

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
76	COMPUTER (FFC #62)	041500	SL	5.00	16	1,274.			1,274.	1,274.		0.
204	COMPUTER (FFC #74)	121500	SL	5.00	16	1,658.			1,658.	1,658.		0.
205	COMPUTER (FFC #75)	011501	SL	5.00	16	1,232.			1,232.	1,232.		0.
206	COMPUTER (FFC #76)	121500	SL	5.00	16	4,688.			4,688.	4,688.		0.
208	COMPUTER (FFC #82)	101202	SL	5.00	16	1,302.			1,302.	1,235.		67.
209	COMPUTER (FFC #84)	011100	SL	5.00	16	1,303.			1,303.	1,303.		0.
210	COMPUTER (FFC #85)	032602	SL	5.00	16	1,476.			1,476.	1,476.		0.
211	COMPUTER (FFC #85)	032602	SL	5.00	16	1,476.			1,476.	1,476.		0.
212	COMPUTER (FFC #85)	032602	SL	5.00	16	1,476.			1,476.	1,476.		0.
213	COMPUTER (FFC #85)	032602	SL	5.00	16	1,476.			1,476.	1,476.		0.
214	COMPUTER (FFC #85)	032602	SL	5.00	16	1,476.			1,476.	1,476.		0.
215	COMPUTER (FFC #85)	032602	SL	5.00	16	1,476.			1,476.	1,476.		0.
216	COMPUTER (FFC #85)	032602	SL	5.00	16	1,476.			1,476.	1,476.		0.
217	COMPUTER (FFC #86)	120501	SL	5.00	16	1,276.			1,276.	1,276.		0.
218	COMPUTER (FFC #86)	120501	SL	5.00	16	1,276.			1,276.	1,276.		0.
219	COMPUTER (FFC #86)	120501	SL	5.00	16	1,276.			1,276.	1,276.		0.
220	COMPUTER (FFC #86)	120501	SL	5.00	16	1,276.			1,276.	1,276.		0.
221	COMPUTER (FFC #86)	120501	SL	5.00	16	1,276.			1,276.	1,276.		0.

2007 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 2

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Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
224	DELL SERVER (FFC #91)	071302	SL	5.00	16	3,702.			3,702.	3,702.		0.
225	HP LASERJET 2200DN PRINTER (FFC #92)	110402	SL	5.00	16	1,113.			1,113.	1,040.		73.
226	DELL LAPTOP (FFC #93)	022503	SL	5.00	16	2,548.			2,548.	2,210.		338.
228	DELL COMPUTER (FFC #95)	123102	SL	5.00	16	1,669.			1,669.	1,503.		166.
229	DELL 3200MP PROJECTOR (FFC #96)	123102	SL	5.00	16	2,199.			2,199.	1,980.		219.
230	DELL COMPUTER (FFC #97)	120902	SL	5.00	16	3,360.			3,360.	3,080.		280.
239	COMPUTER (FFC #99)	122904	SL	5.00	16	1,547.			1,547.	773.		309.
241	AUTOCLAVE & MICROSCOPE (FFC 101)	080105	SL	5.00	16	4,860.			4,860.	1,863.		972.
242	DELL INSPIRON 9400 COMPUTER (FFC 104)	081506	SL	5.00	16	1,462.			1,462.	268.		292.
243	DELL COMPUTER (FFC 105)	120806	SL	5.00	16	1,732.			1,732.	202.		346.
244	HP COMPUTERS (FFC 106)	121906	SL	5.00	16	5,101.			5,101.	510.		1,020.
247	MISCELLANEOUS DEPOSIT	121297	NC	.000		2,500.			2,500.			0.
248	EKG MACHINE (FFC 111)	071007	SL	7.00	16	2,566.			2,566.			367.
249	HP COMPUTER (FFC 112)	072507	SL	5.00	16	1,612.			1,612.			296.
252	EXAM TABLE (FFC 115)	011708	SL	7.00	16	1,641.			1,641.			98.
253	COMPUTERS 2EA (FFC 116)	031208	SL	5.00	16	1,834.			1,834.			122.
	* 990 PAGE 2 TOTAL FURNITURE & FIXTURES					118,563.		0.	118,563.	89,431.	0.	4,965.
	MACHINERY & EQUIPMENT											

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
75	FUNDRAISING SOFTWARE (FFC #40)	123198	SL	3.00	16	4,100.			4,100.	4,100.		0.
227	NORTON ANTI-VIRUS SOFTWARE (FFC #94)	091102	SL	3.00	16	2,051.			2,051.	2,051.		0.
238	SERVER SOFTWARE (FFC #98)	120704	SL	3.00	16	2,483.			2,483.	2,139.		344.
240	PARADIGM DONOR SOFTWARE (FFC #100)	032405	SL	3.00	16	3,135.			3,135.	2,351.		784.
	* 990 PAGE 2 TOTAL MACHINERY & EQUIPMENT					11,769.		0.	11,769.	10,641.	0.	1,128.
	TRANSPORTATION EQUIPMENT											
251	BUS (FFC 114)	120707	SL	5.00	16	13,000.			13,000.			1,517.
	* 990 PAGE 2 TOTAL TRANSPORTATION EQUIPME					13,000.		0.	13,000.	0.	0.	1,517.
	LAND											
100	LAND	121297	L			200,000.			200,000.			0.
	* 990 PAGE 2 TOTAL LAND					200,000.		0.	200,000.	0.	0.	0.
	* GRAND TOTAL 990 PAGE 2 DEPR					1,215,050.		0.	1,215,050.	225,474.	0.	30,686.

FOOTNOTES

STATEMENT 1

A. FAN FREE CLINIC PROVIDES TOTALLY FREE MEDICAL CARE TO THE WORKING POOR, UN- AND UNDER-INSURED PERSONS IN GREATER RICHMOND. SERVICES INCLUDED DIAGNOSIS, LAB TESTING AND FREE PRESCRIPTION MEDICATIONS THROUGH 21,544 ENCOUNTERS IN 2007-2008.

MEMO: THE CLINIC RECEIVES MANY VARIOUS NON-MONETARY CONTRIBUTIONS, SUCH AS 7,377.5 HOURS OF SERVICE DONATED BY PROFESSIONALLY TRAINED LAY VOLUNTEERS, DONATED MEDICAL SUPPLIES AND SERVICES.

B. FAN FREE CLINIC IS THE LARGEST AND OLDEST COMMUNITY-BASED AIDS SERVICE ORGANIZATION IN THE GREATER RICHMOND AREA PROVIDING THE LARGEST AND MOST COMPREHENSIVE ARRAY OF HIV SOCIAL SERVICES AND PREVENTATIVE EDUCATION IN THE GREATER RICHMOND METROPOLITAN AREA. THE CLINIC RECORDED 14,543 ENCOUNTERS WITH CLIENTS IN 2007-2008.

FORM 990 RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
OFFICE SPACE - 1010 THOMPSON STREET RICHMOND, VA	1	59,090.
TOTAL TO FORM 990, PART I, LINE 6A		59,090.

FORM 990 RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		6,366.	
INTEREST EXPENSE		381.	
PROFESSIONAL FEES		3,413.	
OCCUPANCY EXPENSE		20,133.	
REAL ESTATE TAX		6,132.	
- SUBTOTAL -	1		36,425.
TOTAL TO FORM 990, PART I, LINE 6B			36,425.

FORM 990 SPECIAL EVENTS AND ACTIVITIES STATEMENT 4

DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME OR (LOSS)
SPECIAL EVENTS	67,243.		67,243.		67,243.
TO FM 990, PART I, LINE 9	67,243.		67,243.		67,243.

FORM 990 OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
PROFESSIONAL FEES	18,115.	12,450.	5,665.	
INSURANCE	15,497.	13,091.	2,406.	
RECRUITMENT	4,633.	2,729.	1,904.	
PROPERTY TAXES	12,264.	9,198.	3,066.	
MISCELLANEOUS	7,728.	4,046.	3,682.	
BUILDING EXPENSES	24,770.	0.	24,770.	
FUNDRAISING	11,206.			11,206.
MEMBERSHIP DUES	11,560.	11,560.		
TOTAL TO FM 990, LN 43	105,773.	53,074.	41,493.	11,206.

FORM 990 SPECIFIC ASSISTANCE TO INDIVIDUALS STATEMENT 6

DESCRIPTION	AMOUNT
MEDICAL, DENTAL AND HOSPITAL EXPENSES PROVIDED	122,560.
TOTAL TO FORM 990, PART II, LINE 23	122,560.

FORM 990 DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDING-RENTAL PORTION 1010 THOMPSON	248,263.	65,215.	183,048.
TOTAL TO FORM 990, PART IV, LN 55	248,263.	65,215.	183,048.

FORM 990 DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	1,400.	1,400.	0.
A/V EQUIPMENT	645.	645.	0.
MEDICAL EQUIPMENT	2,855.	2,855.	0.
MEDICAL EQUIPMENT	1,900.	1,900.	0.
AUTOCLAVE	300.	300.	0.
OTOSCOPE	300.	300.	0.
MEDICAL EQUIPMENT	2,200.	2,200.	0.
TV/VCR COMBO	600.	600.	0.
CEMETARY PLOTS (3) (FFC #10)	6,750.	0.	6,750.
TELEPHONE SYSTEM - 1010			
THOMPSON (FFC #16)	18,774.	18,774.	0.
3 DESKS	2,210.	2,210.	0.
CLINIC EQUIPMENT (FFC #25)	1,481.	1,481.	0.
DESK, CHAIR, AIR PURIFIER, CREDENZA (FFC #29)	1,000.	1,000.	0.
RAM OFFICE EQUIPMENT	807.	807.	0.
80 FOLDING CHAIRS (FFC #39)	1,248.	1,248.	0.
6 UTILITY CARTS (FFC #42)	1,339.	1,339.	0.
CHAIR/DESKS/FILE CABINETS (FFC #43)	1,325.	1,325.	0.
BLINDS (FFC #48)	2,134.	2,134.	0.
PUMP - BUILDING	2,482.	2,482.	0.
EQUIPMENT (FFC #45)	898.	898.	0.
EQUIPMENT (FFC #47)	300.	300.	0.
FUNDRAISING SOFTWARE (FFC #40)	4,100.	4,100.	0.
COMPUTER (FFC #62)	1,274.	1,274.	0.
LAND	200,000.	0.	200,000.
BUILDING - 1010 THOMPSON	496,526.	125,719.	370,807.
COMPUTER (FFC #74)	1,658.	1,658.	0.
COMPUTER (FFC #75)	1,232.	1,232.	0.
COMPUTER (FFC #76)	4,688.	4,688.	0.
CARPET (FFC #78)	5,675.	5,675.	0.
COMPUTER (FFC #82)	1,302.	1,302.	0.
COMPUTER (FFC #84)	1,303.	1,303.	0.
COMPUTER (FFC #85)	1,476.	1,476.	0.
COMPUTER (FFC #85)	1,476.	1,476.	0.
COMPUTER (FFC #85)	1,476.	1,476.	0.
COMPUTER (FFC #85)	1,476.	1,476.	0.
COMPUTER (FFC #85)	1,476.	1,476.	0.
COMPUTER (FFC #85)	1,476.	1,476.	0.
COMPUTER (FFC #85)	1,476.	1,476.	0.
COMPUTER (FFC #85)	1,476.	1,476.	0.
COMPUTER (FFC #85)	1,476.	1,476.	0.
COMPUTER (FFC #85)	1,476.	1,476.	0.
COMPUTER (FFC #85)	1,476.	1,476.	0.
COMPUTER (FFC #85)	1,476.	1,476.	0.
COMPUTER (FFC #86)	1,276.	1,276.	0.
COMPUTER (FFC #86)	1,276.	1,276.	0.
COMPUTER (FFC #86)	1,276.	1,276.	0.
COMPUTER (FFC #86)	1,276.	1,276.	0.
COMPUTER (FFC #86)	1,276.	1,276.	0.
COMPUTER (FFC #86)	1,276.	1,276.	0.

DELL SERVER (FFC #91)	3,702.	3,702.	0.
HP LASERJET 2200DN PRINTER (FFC #92)	1,113.	1,113.	0.
DELL LAPTOP (FFC #93)	2,548.	2,548.	0.
NORTON ANTI-VIRUS SOFTWARE (FFC #94)	2,051.	2,051.	0.
DELL COMPUTER (FFC #95)	1,669.	1,669.	0.
DELL 3200MP PROJECTOR (FFC #96)	2,199.	2,199.	0.
DELL COMPUTER (FFC #97)	3,360.	3,360.	0.
SPECIALITY DOOR (FFC #98)	894.	125.	769.
SPECIALITY DOOR (FFC #99)	2,085.	287.	1,798.
HANDICAP RAMP (FFC #100)	1,828.	235.	1,593.
COMPRESSOR A/C UNIT	28,906.	3,211.	25,695.
SERVER SOFTWARE (FFC #98)	2,483.	2,483.	0.
COMPUTER (FFC #99)	1,547.	1,082.	465.
PARADIGM DONOR SOFTWARE (FFC #100)	3,135.	3,135.	0.
AUTOCLAVE & MICROSCOPE (FFC 101)	4,860.	2,835.	2,025.
DELL INSPIRON 9400 COMPUTER (FFC 104)	1,462.	560.	902.
DELL COMPUTER (FFC 105)	1,732.	548.	1,184.
HP COMPUTERS (FFC 106)	5,101.	1,530.	3,571.
HVAC SYSTEM (FFC 107)	266,635.	10,255.	256,380.
ROOF (FFC 108)	50,993.	1,635.	49,358.
MISCELLANEOUS DEPOSIT	2,500.	0.	2,500.
EKG MACHINE (FFC 111)	2,566.	367.	2,199.
HP COMPUTER (FFC 112)	1,612.	296.	1,316.
CARPET (FFC 113)	3,000.	500.	2,500.
BUS (FFC 114)	13,000.	1,517.	11,483.
EXAM TABLE (FFC 115)	1,641.	98.	1,543.
COMPUTERS 2EA (FFC 116)	1,834.	122.	1,712.
CARPET (FFC 117)	6,850.	457.	6,393.
CARPET (FFC 118)	7,226.	361.	6,865.
CARPET (FFC 119)	1,100.	18.	1,082.
TOTAL TO FORM 990, PART IV, LN 57	1,215,050.	256,160.	958,890.

FORM 990

OTHER NOTES AND LOANS PAYABLE

STATEMENT 9

LENDER'S NAME TERMS OF REPAYMENT

SUNTRUST BANK MONTHLY

<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>INTEREST RATE</u>
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10/04/01	08/15/08	250,000.	4.50%
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SECURITY PROVIDED BY BORROWER PURPOSE OF LOAN

REAL PROPERTY TO SECURE PROPERTY

RELATIONSHIP OF LENDER

OUTSIDE

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>BALANCE DUE</u>
	0.	6,064.

TOTAL INCLUDED ON FORM 990, PART IV, LINE 64, COLUMN B		6,064.
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FORM 990 PART V-A - LIST OF CURRENT OFFICERS, DIRECTORS, STATEMENT 10
TRUSTEES AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE	
			BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN BAUMANN C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	EXECUTIVE DIRECTOR 40.00	85,108.	2,550.	0.
HENRY SIMMONS C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	PRESIDENT 2.00	0.	0.	0.
IRENE CIMINO C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	VICE PRESIDENT 2.00	0.	0.	0.
MARSHA COX MERRELL C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	SECRETARY 2.00	0.	0.	0.
KEN M. GUNN JR., CPA C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	TREASURER 2.00	0.	0.	0.
CECILIA E. BARBOSA, MPH, MCRP C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
DAPHNE BRYAN, MD C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
SUSAN BROWN DAVIS C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
SCOTT COOK C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
JAN VAIDEN HELFRICH C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
DOUGLAS HEWITT C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.

PHYLLIS JAMES C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
LISA KAPLOWITZ, MD C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
ERIC KING C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
MARY CATHERINE GINN KOLBERT C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
M. KEVIN MCCUSTY C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
SIMON NICHOLAS C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
RITA H. PICKLER, PHD C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
PETER M. VON DER LIPPE C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
HOWARD WELLS C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
MATT WILLIAMS C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
JANICE BLACKWELL C/O FAN FREE CLINIC, P.O. BOX 6477 RICHMOND, VA 23230	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V-A		85,108.	2,550.	0.

