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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning 07-01-2008 and ending 06-30-2009

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Termination
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
QUEENSCARE

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
1300 N VERMONT AVENUE

City or town, state or country, and ZIP + 4
LOS ANGELES, CA 90027

D Employer identification number
95-1644040

E Telephone number
(323) 669-4301

G Gross receipts $ 68,146,000

F Name and address of Principal Officer
BARBARA HINES
1300 N VERMONT AVENUE
LOS ANGELES, CA 90027

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

H(b) Are all affiliates included? ☐ Yes ☐ No
(If "No," attach a list See instructions)

H(c) Group Exemption Number ▶

I Tax-exempt status ☑ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Web site: ▶ WWW QUEENSCARE ORG

K Type of organization ☑ Corporation ☐ trust ☐ association ☐ other ▶

L Year of Formation 1925

M State of legal domicile CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
QUEENSCARE PROVIDES A CONTINUUM OF HIGH QUALITY MEDICAL AND HOSPITAL CARE TO THE MEDICALLY UNDERSERVED (INDIGENT, UNINSURED, UNDERINSURED) RESIDENTS OF LOS ANGELES COUNTY, CALIFORNIA

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	14
5	Total number of employees (Part V, line 2a)	5	72
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	651,571
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-44,216

		Prior Year	Current Year
Revenue 8	Contributions and grants (Part VIII, line 1h)	240,000	322,000
9	Program service revenue (Part VIII, line 2g)		0
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	20,529,000	-12,126,000
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,578,000	6,765,000
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	22,347,000	-5,039,000
Expenses 13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	12,789,000	10,299,542
14	Benefits paid to or for members (Part IX, column (A), line 4)		0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	4,704,000	4,408,705
16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
b	(Total fundraising expenses, Part IX, column (D), line 25 185,362)		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	6,674,000	9,877,759
18	Total expenses—add lines 13–17 (must equal Part IX, line 25, column (A))	24,167,000	24,586,006
19	Revenue less expenses Subtract line 18 from line 12	-1,820,000	-29,625,006

		Beginning of Year	End of Year
Net Assets or Fund Balances 20	Total assets (Part X, line 16)	412,133,000	338,630,000
21	Total liabilities (Part X, line 26)	13,008,000	11,676,000
22	Net assets or fund balances Subtract line 21 from line 20	399,125,000	326,954,000

Part II Signature Block

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

****** | 2010-05-13
Signature of officer | Date

LEE E HUEY CHIEF FINANCIAL OFFICER
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ LUNDY FLYNN LLP	Date 2010-05-13	Check if self-empolyed ▶ ☐	Preparer's PTIN (See Gen Inst)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ LUNDY & FLYNN LLP 2 BALA PLZ STE 300 BALA CYNWYD, PA 190041512			EIN ▶ Phone no ▶ (610) 660-7788

May the IRS discuss this return with the preparer shown above? (See instructions) ☐ Yes ☐ No

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

1 Briefly describe the organization's mission

QUEENSCARE PROVIDES A CONTINUUM OF HIGH QUALITY MEDICAL AND HOSPITAL

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting or make significant changes in how it conducts any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and (4) organizations and 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 5,140,530 including grants of $ 330,494) (Revenue $)

QUEENSCARE OPERATES JOINTLY WITH QUEENSCARE FAMILY CLINICS A NETWORK OF SIX FREESTANDING FAMILY HEALTHCARE CLINICS IN AREAS OF LOS ANGELES COUNTY THAT ARE MEDICALLY UNDERSERVED THE CLINICS PROVIDE SERVICES TO ALL PATIENTS WITHOUT REGARD TO ABILITY TO PAY EACH CLINIC IS AN APPROVED MEDICAID AND MEDICARE PROVIDER THE CLINICS PROVIDE FREE MEDICAL CARE FOR THOSE WHO DO NOT HAVE THE FINANCIAL RESOURCES OR COVERAGE BY HEALTH PLANS, INSURANCE OR GOVERNMENT PROGRAMS THE CLINICS PROVIDE PREVENTIVE, D

4b (Code) (Expenses $ 6,741,598 including grants of $) (Revenue $)

TO SUPPORT THE OPERATION OF THE QUEENSCARE FAMILY CLINICS AND TO FURTHER THE ORGANIZATION'S EXEMPT PURPOSE OF PROVIDING MEDICAL CARE TO THE UNDERPRIVILEGED AND INDIGENT RESIDENTS OF LOS ANGELES COUNTY,QUEENSCARE PROVIDES THE FOLLOWING MEDICAL CARE SUPPORT SERVICES IN COORDINATION WITH THE SERVICES PROVIDED BY THE CLINICS INPATIENT AND OUTPATIENT HEALTHCARE AND EMERGENCY MEDICAL SERVICES, CONTRACTS WITH SPECIALISTS TO PROVIDE ALL FIELDS OF MEDICAL CARE, BILINGUAL ACCESS AND TRANSLATION SERVICES,

4c (Code) (Expenses $ 1,971,656 including grants of $ 246,645) (Revenue $)

QUEENSCARE HEALTH & FAITH PARTNERSHIP PROVIDES THE LARGEST PARISH NURSE PROGRAM IN CALIFORNIA 18 FULL-TIME REGISTERED NURSES AND 4 STAFF PROVIDE IMMUNIZATIONS, HEALTH SCREENINGS, CARDIO-PULMONARY RESUSCITATION TRAINING, AND PARENTING CLASSES THE PROGRAM IS ALSO DESIGNED TO PROVIDE POOR AND UNDERPRIVILEGED RESIDENTS OF LOS ANGELES COUNTY WITH INFORMATION REGARDING CANCER PREVENTION, PRENATAL CARE, NUTRITION, AND OTHER HEALTH EDUCATION PROGRAMS THE PARTNERSHIP RECENTLY EXPANDED ITS SERVICES BY

(Code) (Expenses $ 918,157 including grants of $) (Revenue $)

QUEENSCARE OPERATES FOUR MOBILE DENTAL VANS IN LOW INCOME LOS ANGELES UNIFIED SCHOOL DISTRICT ("LAUSD") ELEMENTARY LOS ANGELES UNIFIED SCHOOL DISTRICT ("LAUSD") ELEMENTARY LOS ANGELES UNIFIED SCHOOL DISTRICT ("LAUSD") ELEMENTARY LOS ANGELES UNIFIED SCHOOL DISTRICT ("LAUSD") ELEMENTARY LOS ANGELES UNIFIED SCHOOL DISTRICT ("LAUSD") ELEMENTARY

(Code) (Expenses $ including grants of $) (Revenue $)

THE ENTIRE STUDENT BODY QUEENSCARE'S DENTAL PROGRAM OPERATES IN CONJUNCTION WITH THE UNIVERSITY OF SOUTHERN OPERATES IN CONJUNCTION WITH THE UNIVERSITY OF SOUTHERN OPERATES IN CONJUNCTION WITH THE UNIVERSITY OF SOUTHERN OPERATES IN CONJUNCTION WITH THE UNIVERSITY OF SOUTHERN OPERATES IN CONJUNCTION WITH THE UNIVERSITY OF SOUTHERN

(Code) (Expenses $ 294,857 including grants of $) (Revenue $)

OPERATES IN 24 LOW-INCOME LAUSD MIDDLE SCHOOLS (DEFINED AS SCHOOLS WITH 75% OR MORE OF THE STUDENTS ON THE FREE AS SCHOOLS WITH 75% OR MORE OF THE STUDENTS ON THE FREE AS SCHOOLS WITH 75% OR MORE OF THE STUDENTS ON THE FREE AS SCHOOLS WITH 75% OR MORE OF THE STUDENTS ON THE FREE AS SCHOOLS WITH 75% OR MORE OF THE STUDENTS ON THE FREE

(Code) (Expenses $ including grants of $) (Revenue $)

SEVENTH AND EIGHTH GRADERS ARE SCREENED EACH YEAR OF THOSE, APPROXIMATELY 17% REQUIRE GLASSES WHICH ARE PROVIDED THOSE, APPROXIMATELY 17% REQUIRE GLASSES WHICH ARE PROVIDED THOSE, APPROXIMATELY 17% REQUIRE GLASSES WHICH ARE PROVIDED THOSE, APPROXIMATELY 17% REQUIRE GLASSES WHICH ARE PROVIDED

(Code) (Expenses $ 305,458 including grants of $ 305,458) (Revenue $)

PRIMARILY TO SUPPORT THE GOALS AND TAX-EXEMPT PURPOSES OF QUEENSARE I GRANTS TO OTHER HEALTH CARE CLINICS IN ADDITION TO I GRANTS TO OTHER HEALTH CARE CLINICS IN ADDITION TO I GRANTS TO OTHER HEALTH CARE CLINICS IN ADDITION TO I GRANTS TO OTHER HEALTH CARE CLINICS IN ADDITION TO I GRANTS TO OTHER HEALTH CARE CLINICS IN ADDITION TO I GRANTS TO OTHER HEALTH CARE CLINICS IN ADDITION TO

(Code) (Expenses $ including grants of $) (Revenue $)

AS SUCH, HELP TO FURTHER QUEENSCARE'S TAX-EXEMPT PURPOSE OF PROVIDING MEDICAL CARE TO MEDICALLY UNDERPRIVILEGED AND INDIGENT MEDICAL CARE TO MEDICALLY UNDERPRIVILEGED AND INDIGENT MEDICAL CARE TO MEDICALLY UNDERPRIVILEGED AND INDIGENT MEDICAL CARE TO MEDICALLY UNDERPRIVILEGED AND INDIGENT

(Code) (Expenses $ 3,328,282 including grants of $ 3,328,282) (Revenue $)

NONPROFIT TAX-EXEMPT HOSPITALS AND OTHER HEALTHCARE ORGANIZATIONS THAT ARE SUPPORTIVE OF, AND FURTHER, QUEENSCARE'S ORGANIZATIONS THAT ARE SUPPORTIVE OF, AND FURTHER, QUEENSCARE'S ORGANIZATIONS THAT ARE SUPPORTIVE OF, AND FURTHER, QUEENSCARE'S ORGANIZATIONS THAT ARE SUPPORTIVE OF, AND FURTHER, QUEENSCARE'S

(Code) (Expenses $ 144,731 including grants of $ 144,731) (Revenue $)

III MISCELLANEOUS GRANTS QUEENSCARE MAKES GRANTS TO TAX-EXEMPT CHARITABLE ORGANIZATIONS THAT HAVE CHARITABLE TAX-EXEMPT CHARITABLE ORGANIZATIONS THAT HAVE CHARITABLE TAX-EXEMPT CHARITABLE ORGANIZATIONS THAT HAVE CHARITABLE TAX-EXEMPT CHARITABLE ORGANIZATIONS THAT HAVE CHARITABLE

(Code) (Expenses $ 173,745 including grants of $ 173,745) (Revenue $)

TO BECOME HEALTHCARE PROVIDERS FOR THE UNDERSERVED RESIDENTS OF LOS ANGELES COUNTY

4d Other program services (Describe in Schedule O)

(Expenses $ 5,165,230 including grants of $ 3,952,216) (Revenue $)

4e Total program service expenses $ 19,019,014 *Must equal Part IX, Line 25, column (B).*

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	Section 501(c)(3) organizations Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		No
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? *If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	Yes	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12	Yes	
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the U S ?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? *If "Yes," complete Schedule F, Part I*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		No
17	Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		No
21	Did the organization report more than $5,000 on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	Yes	
22	Did the organization report more than $5,000 on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? *If "Yes," complete Schedule J*	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to question 25*	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		No
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If "Yes," complete Schedule L, Part I*	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		No

Part IV Checklist of Required Schedules *(Continued)*

			Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee			
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? *If "Yes," complete Schedule L, Part IV* .	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**	Yes	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35**		No
36	501(c)(3) organizations Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5 percent of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, *Annual Summary and Transmittal of U.S. Information Returns. Enter -0-* if not applicable	1a	201		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	2a	72		
b	If at least one is reported in 2a, did the organization file all required federal employment tax returns? **Note:** *If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return.*	2b		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a		Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b		Yes	
4a	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)?	4a			No
b	If "Yes," enter the name of the foreign country _____ See the instructions for exceptions and filing requirements for **Form TD F 90-22.1,** *Report of Foreign Bank and Financial Accounts.*				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes," to 5a or 5b, did the organization file Form 8886-T, *Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?*	5c			
6a	Did the organization solicit any contributions that were not tax deductible?	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	*Organizations that may receive deductible contributions under section 170(c).*				
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of $75 or more?	7a			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			No
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h			
8	*Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.* Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			No
9	*Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.*				
a	Did the organization make any taxable distributions under section 4966?	9a			No
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			No
10	*Section 501(c)(7) organizations.* Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	Section 501(c)(12) organizations Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	*Section 4947(a)(1) non-exempt charitable trusts.* Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

Part VI **Governance, Management, and Disclosure** ***(Sections A, B, and C request information about policies not required by the Internal Revenue Code.)***

Section A. Governing Body and Management

			Yes	No
	For each "Yes" response to lines 2-7 below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.			
1a	Enter the number of voting members of the governing body . .	1a 15		
b	Enter the number of voting members that are independent . .	1b 14		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . .	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? . .	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets? . .	5		No
6	Does the organization have members or stockholders?	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . .	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	the governing body?	8a	Yes	
b	each committee with authority to act on behalf of the governing body?	8b	Yes	
9a	Does the organization have local chapters, branches, or affiliates?	9a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b		
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	Yes	
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	11		No

Section B. Policies

			Yes	No
12a	Does the organization have a written conflict of interest policy? *If "No", go to line 13* . .	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision			
a	The organization's CEO, Executive Director, or top management official?	15a	Yes	
b	Other officers or key employees of the organization?	15b		No
	Describe the process in Schedule O			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable Federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed CA

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ own website ☑ another's website ☑ upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

LEE E HUEY CFO
1300 N VERMONT AVENUE
LOS ANGELES, CA 90027
(323) 669-4301

Part VII Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Use Schedule J-2 if additional space is needed
* List all of the organization's **current** officers, directors, trustees (whether individuals or organizations) and key employees regardless of amount of compensation, and current key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid

* List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations

* List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations

* List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if the organization did not compensate any officer, director, trustee or key employee

(A) Name and Title	**(B)** Average hours per week	**(C)** Position (check all that apply)						**(D)** Reportable compensation from the organization (W-2/1099MISC)	**(E)** Reportable compensation from related organizations (W- 2/1099-MISC)	**(F)** Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			

Part VII Continued

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
1b Total ▶								421,655	248,996	44,303

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ 6

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4	For any individual listed online 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
FAITH LEE CPA 3390 COUNTRY CLUB DR GLENDALE, CA 91208	ACCOUNTING SERVICES	264,718
PRICEWATERHOUSECOOPERS LLP 350 SOUTH GRAND AVENUE LOS ANGELES, CA 90071	ACCOUNTING SERVICES	103,829

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ 2

Part VIII **Statement of Revenue**

				(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	322,000			
	g	Noncash contributions included in lines 1a-1f $					
	h	**Total (Add lines 1a-1f)**		322,000			
Program Service Revenue			Business Code				
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total. Add lines 2a-2f**	$				
	3	Investment income (including dividends, interest other similar amounts)		14,585,000	13,933,429	651,571	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
			(i) Real / (ii) Personal				
	6a	Gross Rents	290,000				
	b	Less rental expenses	307,000				
	c	Rental income or (loss)	-17,000				
	d	Net rental income or (loss)		-17,000	-17,000		
			(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	46,167,000				
	b	Less cost or other basis and sales expenses	72,878,000				
	c	Gain or (loss)	-26,711,000				
	d	Net gain or (loss)		-26,711,000	-26,711,000		
	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 *Attach Schedule G if total exceeds $15,000*	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from fundraising events					
	9a	Gross income from gaming activities See part IV, line 19 *Complete Schedule G if total exceeds $15,000*	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities					
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory					
Other Revenue		Miscellaneous Revenue	Business Code				
	11a	OTHER INCOME	900,001	885,000	885,000		
	b	BEQUEST CONTRIB	900,099	5,012,000	5,012,000		
	c	BUILDING APPRECIATION	900,099	885,000	885,000		
	d	All other revenue					
	e	**Total. Add lines 11a-11d**	$ 6,782,000				
	12	**Total Revenue.** Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		-5,039,000	-6,012,571	651,571	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	3,869,397	3,869,397		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	6,430,145	6,430,145		
3 Grants and other assistance to governments, organizations and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	644,007	175,331	355,658	113,018
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,819,182	2,346,382		72,344
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	78,014	66,752	11,262	0
9 Other employee benefits	686,548	518,074	168,474	0
10 Payroll taxes	180,954	135,036	45,918	0
11 Fees for services (non-employees)				
a Management				
b Legal	147,441	37,736	109,705	0
c Accounting	144,193	0	144,193	0
d Lobbying				
e Professional fundraising *See Part IV, line 17*				
f Investment management fees				
g Other	13,511	0	13,511	0
12 Advertising and promotion	58,826	0	58,826	0
13 Office expenses	353,128	218,055	135,073	0
14 Information technology	30,677	25,742	4,935	0
15 Royalties				
16 Occupancy	1,338,346	1,146,360	191,986	0
17 Travel	17,987	0	17,987	0
18 Payments of travel or entertainment expenses for any Federal, state or local public officials				
19 Conferences, conventions and meetings	100,538	76,402	24,136	0
20 Interest	0	0	0	0
21 Payments to affiliates	7,975	7,975	0	0
22 Depreciation, depletion, and amortization	127,240	127,240	0	0
23 Insurance	205,305	80,246	125,059	0
24 Other expenses—Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a CLINIC OPERATIONS	2,523,336	2,523,336	0	0
b DENTAL VAN OPERTIONS	397,392	397,392	0	0
c CONSULTING SERVICES	440,575	346,706	93,869	0
d DEPRECIATION ON INV PROPERTIES	2,366,447	0	2,366,447	0
e INTEREST ON INV PROPERTY MTG	228,729	0	228,729	0
f All other expenses	1,376,113	490,707	885,406	0
25 **Total functional expenses.** Add lines 1 through 24f	24,586,006	19,019,014	5,381,630	185,362
26 **Joint Costs.** Check ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		4,070,000	1	5,819,000
	2	Savings and temporary cash investments		220,000	2	220,000
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		37,000	4	174,000
	5	Receivables from current and former officers, directors, trustees, key employees or other related parties *Complete Part II of Schedule L*			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) *Complete Part II of Schedule L*			6	
	7	Notes and loans receivable, net		10,923,000	7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges			9	
	10a	Land, buildings, and equipment cost basis	10a 108,008,000			
	b	Less accumulated depreciation *Complete Part VI of Schedule D*	10b 7,638,000	67,125,000	10c	100,370,000
	11	Investments—publicly traded securities		282,681,000	11	183,014,000
	12	Investments—other securities See Part IV, line 11 *Complete Part VII of Schedule D*		45,555,000	12	48,576,000
	13	Investments—program-related See Part IV, line 11 *Complete Part VIII of Schedule D*			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11 *Complete Part IX of Schedule D*		1,522,000	15	457,000
	16	**Total assets.** *Add lines 1 through 15 (must equal line 34)*		412,133,000	16	338,630,000
Liabilities	17	Accounts payable and accrued expenses		3,247,000	17	3,946,000
	18	Grants payable		5,616,000	18	3,585,000
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow account liability *Complete Part IV of Schedule D*			21	
	22	Payable to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties		4,145,000	23	4,145,000
	24	Unsecured notes and loans payable			24	
	25	Other liabilities *Complete Part X of Schedule D*			25	
	26	**Total liabilities.** *Add lines 17 through 25*		13,008,000	26	11,676,000
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		398,470,000	27	326,299,000
	28	Temporarily restricted net assets		655,000	28	655,000
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		399,125,000	33	326,954,000
	34	Total liabilities and net assets/fund balances		412,133,000	34	338,630,000

Part XI Financial Statements and Reporting

				Yes	No
1	Accounting method used to prepare the Form 990	☐ cash ☑ accrual ☐ other			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		2a		No
b	Were the organization's financial statements audited by an independent accountant?		2b	Yes	
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?		2c	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		3a		No
b	If "Yes," did the organization undergo the required audit or audits?		3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.
Attach to Form 990 or Form 990-EZ. See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
QUEENSCARE

Employer identification number
95-1644040

Part I Reason for Public Charity Status (to be completed by all organizations) (See Instructions)

The organization is not a private foundation because it is (Please check only **one** organization)

1 ☐ A church, convention of churches, or association of churches described in **Section 170(b)(1)(A)(i).**

2 ☐ A school described in **Section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☑ A hospital or a cooperative hospital service organization described in **Section 170(b)(1)(A)(iii).** (Attach Schedule H)

4 ☐ A medical research organization operated in conjunction with a hospital described in **Section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **Section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **Section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **Section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **Section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 331/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 331/3% 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).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **Section 509(a)(4).** (See instructions)

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **Section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally Integrated **d** ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization? **11g(i)**		
(ii) a family member of a person described in (i) above? **11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

h Provide the following information about the organizations the organization supports

(i) Name of Supported Organization	**(ii)** EIN	**(iii)** Type of organization (described on lines 1- 9 above or IRC section **(See Instructions)**)	**(iv)** Is the organization in col **(i)** listed in your governing document?		**(v)** Did you notify the organization in col **(i)** of your support?		**(vi)** Is the organization in col **(i)** organized in the U S ?		**(vii)** Amount of support?
			Yes	**No**	**Yes**	**No**	**Yes**	**No**	
Total									

Part II **Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add line 1-3						
5 The portion of total contribution by each person (other than a government unit or publicly supported organization) included on line 1 that exceed 2% of the amount shown on line 11, column (f)						
6 **Public Support** subtract line 5 from line 4						0

Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total Support** (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (See instructions) **12**

13 **First Five Years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶

Computation of Public Support Percentage

14 Public Support Percentage for 2008 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2007 Schedule A, Part IV-A, line 26f **15**

16a **33 1/3% Test - 2008.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶

b **33 1/3% Test - 2007.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶

17a **10% Facts and Circumstances Test - 2008.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶

b **10% Facts and Circumstances Test - 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶

18 **Private Foundation.** If the organization did not check the box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ▶

Part III Support Schedule for Organizations Described in IRC 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total** Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000						
c Total of lines 7a and 7b						
8 **Public Support** (Substract line 7c from line 6)						0

Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after 30 June, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total Support** (Add lines 9, 10c, 11 and 12)						0

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ☐

Computation of Public Support Percentage

15 Public Support Percentage for 2008 (line 8 column (f) divided by line 13 column (f))	15	0 %
16 Public Support Percentage for 2007 Schedule A, Part IV-A, line 27g	16	

Computation of Investment Income Percentage

17 Investment Income Percentage for **2008** (line 10c column (f) divided by line 13 column (f))	17	0 %
18 Investment Income Percentage from **2007** Schedule A, Part IV-A, line 27h	18	

19a **33 1/3% Tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ☐

b **33 1/3% Tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ☐

20 **Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ☐

Part IV **Supplemental Information.** Complete this part to provide the information required by Part II, line 10; Part II, line 17a or 17b, or Part III, line 12. Provide and any other additional information. (see instructions)

Facts and Circumstances Test

Additional Data

Software ID:
Software Version:
EIN: 95-1644040
Name: QUEENSCARE

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JAY GUERENA , CHAIRMAN	2 00	X		X				11,500	1,700	0
SISTER JUDY MURPHYCSJ , SECRETARY	10 00	X		X				60,000	11,000	0
MARINA ARONOFF , DIRECTOR	2 00	X						0	0	0
JOAN SANDERS BAKER , DIRECTOR	2 00	X						7,500	0	0
ARTHUR BARRON , DIRECTOR	2 00	X						4,750	0	0
PATRICK HINES , DIRECTOR	2 00	X						8,750	0	0
IVAN A HOUSTON , DIRECTOR	2 00	X						6,750	0	0
EDWARD LEAMER , DIRECTOR	2 00	X						3,000	0	0
ALLAN MICHELENA , DIRECTOR	2 00	X						2,750	2,500	0
MSGR JEREMIAH MURPHY , DIRECTOR	2 00	X						3,250	0	0
GENE NUZIARD , DIRECTOR	2 00	X						9,750	0	0
JOHN RAUEN , DIRECTOR	2 00	X						3,250	0	0
SEN NEWTON RUSSELL , DIRECTOR	2 00	X						3,750	0	0
LOIS SAFFIAN , DIRECTOR	2 00	X						1,250	0	0
MADELEINE STONER PHD , DIRECTOR	2 00	X						1,250	0	0
BETTIE WOODS , DIRECTOR	2 00	X						1,750	0	0
RICHARD YOO MD , DIRECTOR	2 00	X						3,000	0	0
TERRY BONECUTTER , CEO	20			X				109,378	109,378	16,011
BARBARA B HINES , EXECUTIVE VICE PRESIDENT	40			X				102,526	46,917	9,881
LEE E HUEY , CHIEF FINANCIAL OFFICER	20			X				77,501	77,501	18,411

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.**

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
QUEENSCARE

Employer identification number
95-1644040

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate Contributions to (during year)		
3	Aggregate Grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure) ☐ Preservation of an historically importantly land area
☐ Protection of natural habitat ☐ Preservation of certified historic structure
☐ Preservation of open space

2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

			Held at the End of the Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff or volunteer hours devoted to monitoring, inspecting and enforcing easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ $

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $

(ii) Assets included in Form 990, Part X ▶ $

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $

b Assets included in Form 990, Part X ▶ $

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Trust, Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain why in Part XIV and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	665,000				
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	665,000				

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶ 0 %
- b Permanent endowment ▶ 0 %
- c Term endowment ▶ 100 000 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		No
(ii) related organizations	3a(ii)		No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land	15,685,000			15,685,000
b Buildings	90,345,000		6,203,000	84,142,000
c Leasehold improvements	194,000		23,000	171,000
d Equipment	1,784,000		1,412,000	372,000
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				100,370,000

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or cateory (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other ALTERNATIVE MUTUAL FUND INVESTMENTS	42,729,000	F
Other CLOSELY HELD SECURITIES	5,847,000	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	48,576,000	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of Liability	(b) Amount
Federal Income Taxes	
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	-5,039,000
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	24,586,006
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-29,625,006
4	Net unrealized gains (losses) on investments	4	-42,753,000
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	497,000
8	Other (Describe in Part XIV)	8	-290,000
9	Total adjustments (net) Add lines 4 - 8	9	-42,546,000
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-72,171,006

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	-48,082,000
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-42,753,000		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	-290,000		
e	Add lines **2a** through **2d**			2e	-43,043,000
3	Subtract line **2e** from line **1**			3	-5,039,000
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	-5,039,000

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	24,586,006
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Losses reported on Form 990, Part IX, line 25	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	24,586,006
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	24,586,006

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part XIV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

Identifier	Return Reference	Explanation
Pt V Line 4		QueensCare intends to use its endowment funds for healthcare related activities
Pt XI Line 8		THIS ADJUSTMENT, WHICH EQUALS THE AMOUNT OF GROSS RENTS RECEIVED BY THE ORGANIZATION, IS NECESSARY TO ACCURATELY RECONCILE THE REVENUES REPORTED ON THE ORGANIZATION'S FORM 990 WITH THOSE ON ITS AUDITED FINANCIAL STATEMENTS
Pt XII Line 2d		THIS ADJUSTMENT, WHICH EQUALS THE AMOUNT OF GROSS RENTS RECEIVED BY THE ORGANIZATION, IS NECESSARY TO ACCURATELY RECONCILE
Pt XII Line 2d		the revenues reported on the organization's Form 990 with those on its audited financial statements

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the U.S.

Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22. Attach to Form 990.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
QUEENSCARE

Employer identification number
95-1644040

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☑ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 if additional space is needed . . . . . ▶ ☐

1(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶ 27

3 Enter total number of other organizations . . . . . ▶ 5

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIP	25	181,395		N/A	N/A

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

See Additional Data Table

Identifier	Return Reference	Explanation
Pt I Line 2		QUEENSCARE MONITORS THE USE OF GRANTS IT MAKES BY REQUIRING EACH GRANTEE TO SUPPLY QUEENSCARE WITH QUARTERLY REPORTS THAT DESCRIBE HOW SUCH GRANTEE IS USING QUEENSCARE'S GRANT FUNDS IN ADDITION, QUEENSCARE OFTEN VISITS A GRANTEE'S PREMISES TO ENSURE THAT THE GRANTEE IS CONDUCTING PROGRAMS THAT FURTHER QUEENSCARE'S CHARITABLE MISSION QUEENSCARE ALSO REQUIRES THAT ALL GRANTEES PROVIDE QUEENSCARE WITH COPIES OF THEIR ANNUAL FINANCIAL REPORTS

Additional Data

Return to Form

Software ID: 08000082
Software Version:
EIN: 95-1644040
Name: QUEENSCARE

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
AIDS SERVICE CENTER909 S FAIR OAKS AVE PASADENA,CA 91105	95-4165358	501(c)(3)	21,000				Healthcare suppt
AMERICAN DIABETES ASSOC5200 W CENTURY BLVD LOS ANGELES,CA 90045	13-1623888	501(c)(3)	14,000				Healthcare suppt
BLIND CHILDREN'S CENTER4120 MARATHON ST LOS ANGELES,CA 90029	95-1656369	501(c)(3)	65,000				Healthcare suppt
BRESEE FOUNDATION184 S BIMINI PL LOS ANGELES,CA 90004	95-3797363	501(c)(3)	25,000				Healthcare suppt
BROTMAN MEDICAL CENTER3828 DELMAS TERRACE CULVER CITY,CA 90232	83-0423823		19,993				Healthcare suppt
CALIFORNIA HOSPITAL 1401 S GRAND AVE LOS ANGELES,CA 90015	95-4310407	501(c)(3)	15,619				Healthcare suppt
CEDAR-SINAI MEDICAL CTR8700 BEVERLY BLVD LOS ANGELES,CA 90048	95-1644600	501(c)(3)	33,112				Healthcare suppt
CHILDREN'S HOSPITAL 4650 SUNSET BLVD LOS ANGELES,CA 90027	95-1690977	501(c)(3)	521,290				Healthcare suppt
COPE HEALTH SOLUTIONS 2400 S FLOWER ST LOS ANGELES,CA 90007	47-0864952	501(c)(3)	100,000				Healthcare suppt
GARFIELD MEDICAL CENTER525 N GARFIELD AVE MONTEREY PARK,CA 91754	51-0519167		5,831				Healthcare suppt

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
GATEWAY HOSPITAL 1891 EFFIE ST LOS ANGELES,CA 90026	95-1691011	501(c)(3)	140,000				Healthcare suppt
GLENDALE ADVENTIST MED CTR1509 WILSON TERRACE GLENDALE,CA 91206	95-1816017	501(c)(3)	41,234				Healthcare suppt
USC SCHOOL OF DENTISTRY925 W 34TH ST LOS ANGELES,CA 90089	95-1642394	501(c)(3)	21,600				Healthcare suppt
USC SCHOOL OF PHARMACY1450 SAN PABLO ST LOS ANGELES,CA 90033	95-1642394	501(c)(3)	462,418				Healthcare suppt
WEINGART CENTER FOUNDATION566 S SAN PEDRO ST LOS ANGELES,CA 90013	95-6054617	501(c)(3)	82,000				Healthcare suppt
WHITE MEMORIAL MED CTR1720 CESAR E CHAVEZ AVE LOS ANGELES,CA 90033	95-3760201	501(c)(3)	18,534				Healthcare suppt
YOUNG & HEALTHY37 N HOLLISTON AVE PASADENA,CA 91106	95-4527969	501(c)(3)	75,000				Healthcare suppt
GOOD SAMARITAN HOSPITAL1225 WILSHIRE BLVD LOS ANGELES,CA 90017	95-1656366	501(c)(3)	544,779				Healthcare suppt
HOLLYWOOD PRESBYTERIAN HSP 1300 N VERMONT AVE LOS ANGELES,CA 90027	30-0284087		527,502				Healthcare suppt
HOMEBOY INDUSTRIES 130 W BRUNO ST LOS ANGELES,CA 90012	95-4800735	501(c)(3)	50,000				Healthcare suppt

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
JUNIOR BLIND AMERICA5300 ANGELES VISTA BLVD LOS ANGELES,CA 90043	95-1977659	501(c)(3)	40,000				Healthcare suppt
KHEIR3727 W 6TH ST STE 210 LOS ANGELES,CA 90020	95-4074660	501(c)(3)	7,691				Healthcare suppt
LACUSC GENERAL HOSPITAL313 N FIGUEROA LOS ANGELES,CA 90033	95-6000927		629,962				Healthcare suppt
LAMP COMMUNITY527 S CROCKER ST LOS ANGELES,CA 90013	95-3993742	501(c)(3)	50,000				Healthcare suppt
LA COMMUNITY HOSPITAL4081 E OLYMPIC BLVD LOS ANGELES,CA 90023	95-4691839		23,949				Healthcare suppt
OLYMPIA MEDICAL CENTER5900 W OLYMPIC BLVD LOS ANGELES,CA 90036	42-1643090		80,593				Healthcare suppt
SALVATION ARMY2737 SUNSET BLVD LOS ANGELES,CA 90026	95-1656360	501(c)(3)	48,000				Healthcare suppt
ST VINCENT MEAL ON WHEELS2222 OCEAN VIEW AVE LOS ANGELES,CA 90057	95-3696693	501(c)(3)	64,000				Healthcare suppt
ST VINCENT MEDICAL CENTER2131 W THIRD ST LOS ANGELES,CA 90057	91-2154438	501(c)(3)	106,886				Healthcare suppt
UCLA MOBILE CLINIC PROJECTPO BOX 951721 LOS ANGELES,CA 90049	95-2250801	501(c)(3)	95,000				Healthcare suppt

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
UCLA MED CTR-SANTA MONICA1250 16TH ST SANTA MONICA,CA 90404	95-6006143		22,491				Healthcare suppt
UCLA RON REAGAN MED CENTER757 WESTWOOD PLAZA LOS ANGELES,CA 90095	95-6006143		43,733				Healthcare suppt

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
QUEENSCARE

Employer identification number
95-1644040

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☐ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☐ Compensation survey or study ☐ Form 990 of other organizations ☐ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a			
a	Receive a severance payment or change of control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	501(c)(3) and 501(c)(4) organizations only must complete lines 5-8.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
TERRY BONECUTTER	(i)	109,378			8,006		117,384	
	(ii)	109,378			8,005		117,383	
BARBARA B HINES	(i)	102,526			9,881		112,407	
	(ii)	46,917					46,917	
LEE E HUEY	(i)	77,501			9,206		86,707	
	(ii)	77,501			9,205		86,706	
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8 Also complete this part for any additional information

Identifier	Return Reference	Explanation

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SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ **Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.**

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
QUEENSCARE

Employer identification number
95-1644040

Identifier	Return Reference	Explanation
Pt VI-A, Line 2		EXECUTIVE VICE PRESIDENT MS BARBARA HINES IS MARRIED TO BOARD MEMBER MR PATRICK HINES

Identifier	Return Reference	Explanation
Pt VI-A, Line 6		ST JOSEPH'S HEALTH SUPPORT ALLIANCE, A CALIFORNIA NONPROFIT, NONSTOCK, PUBLIC BENEFIT CORPORATION THAT IS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, IS THE SOLE CORPORATE MEMBER OF QUEENSCARE

Identifier	Return Reference	Explanation
Pt VI-A, Line 7a		In its capacity as QueensCare's sole corporate member, St Joseph's Health Support Alliance has the authority to appoint, remove and replace each of the members of

Identifier	Return Reference	Explanation
		QueensCare's Board of Directors

Identifier	Return Reference	Explanation
Pt VI-A, Line 7b		ST JOSEPH'S HEALTH SUPPORT ALLIANCE, AS QUEENSCARE'S SOLE CORPORATE MEMBER, HAS THE RIGHT TO APPROVE CERTAIN FUNDAMENTAL TRANSACTIONS SUCH AS AMENDMENTS TO QUEENSCARE'S ARTICLES OF INCORPORATION OR RESOLUTIONS TO DISSOLVE QUEENSCARE'S CORPORATE EXISTENCE

Identifier	Return Reference	Explanation
Pt VI-A, Line 10		FOLLOWING PREPARATION OF A FINAL DRAFT OF THE FORM 990, AND REVIEW BY THE ORGANIZATION'S CEO, THE FINAL DRAFT IS PRESENTED TO THE AUDIT COMMITTEE FOR APPROVAL PRIOR TO FILING THE RETURN, IT IS DISTRIBUTED TO ALL BOARD MEMBERS AT A MEETING OF THE BOARD AT WHICH DETAILS OF THE RETURN ARE DISCUSSED AND EACH BOARD MEMBER IS PROVIDED WITH THE OPPORTUNITY TO ASK QUESTIONS

Identifier	Return Reference	Explanation
Pt VI-B, Line 12c		The organization's Board members, corporate officers, and staff are subject to a written conflicts of interest policy Pursuant to that policy, each such person is required to identify any transaction with the organization in which the person has (or may have) a financial interest If a conflict (or potential conflict) is

Identifier	Return Reference	Explanation
Pt VI-B, Line 15		A COMPENSATION COMMITTEE COMPRISED OF INDEPENDENT BOARD MEMBERS FORMULATES A PROPOSED COMPENSATION LEVEL FOR THE CEO BY REVIEWING GENERAL COMPENSATION DATA FOR SIMILARLY SITUATED ORGANIZATIONS FOLLOWING SUCH A REVIEW, THE COMPENSATION COMMITTEE PRESENTS ITS FINDINGS AND RECOMMENDATIONS TO THE BOARD FOR APPROVAL AT A DULY ORGANIZED MEETING OF THE BOARD AT WHICH BOARD MEMBERS ARE PROVIDED WITH THE OPPORTUNITY TO ASK QUESTIONS BASED ON THE FINDINGS AND RECOMMENDATIONS OF THE COMPENSATION COMMITTE

Identifier	Return Reference	Explanation
Pt VI-C, Line 19		The organization's annual financial report is available on its website The organization provides copies of its governing documents, its conflicts of interest policy as well as its three most recent Forms 990 to any interested person that makes a request for such documents

Identifier	Return Reference	Explanation
Pt VII, Line 1a		CHAIRMAN JAY GUERENA DEVOTED APPROXIMATELY TWO HOURS OF HIS TIME PER WEEK TO A RELATED ORGANIZATION, QUEENSCARE FAMILY CLINICS("QFC"), IN HIS CAPACITY AS TREASURER OF QFC SECRETARY SR JUDY MURPHY DEVOTED APPROXIMATELY 2 HOURS OF HER TIME PER WEEK TO QFC IN HER CAPACITY AS QFC'S SECRETARY DIRECTOR ALLAN MICHELENA DEVOTED APPROXIMATELY 2 HOURS OF HIS TIME PER WEEK TO QFC IN HIS CAPACITY AS CHAIRMAN OF QFC'S BOARD OF DIRECTORS CEO TERRY BONECUTTER DEVOTED APPROXIMATELY 20 HOURS OF HIS TIME PER

Identifier	Return Reference	Explanation
Sch A, Pt I		QueensCare is recognized as a hospital described in section 170(b)(1)(A)(iii) of the Internal Revenue Code because its principal purpose is to provide medical care through

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Attach to Form 990. To be completed by organizations that answerd "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.
▶ See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
QUEENSCARE

Employer identification number
95-1644040

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity
BRIDGE STREET-QC LLC 1525 BRIDGE STREET YUBA CITY, CA 95993 95-1644040	RENTAL REAL ESTATE	CA	1,346,535	15,742,358	NA
SCHILLING PLACE PROPERTY QC LLC 1441 SCHILLING PLACE SALINAS, CA 93901 95-1644040	RENTAL REAL ESTATE	CA	2,835,515	41,810,818	NA
SCHILLING PROPERTY QC-LLC 1488 1494 SCHILLING PLACE SALINAS, CA 93901 95-1644040	RENTAL REAL ESTATE	CA	836,915	20,247,187	NA
GREENFIELD APARTMENTS QC LLC 1640 S GREENFIELD CIRCLE NE GRAND RAPID, MI 49505 95-1644040	RENTAL REAL ESTATE	MI	1,174,419	3,252,006	NA
PRESBYTERIAN MEDICAL BUILDING LLC 1300 N VERMONT AVENUE LOS ANGELES, CA 90027 95-1644040	RENTAL REAL ESTATE	CA	2,207,416	15,000,000	NA

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
ST JOSEPH'S HEALTH SUPPORT ALLIANCE 1300 N VERMONT AVENUE LOS ANGELES, CA90027 94-0831115	TO SUPPORT QUEENSCARE	CA	501(C)(3)	11c III-FI	NA
QUEENSCARE FAMILY CLINICS 1300 N VERMONT AVENUE LOS ANGELES, CA90027 95-3702136	TO PROVIDE MEDICAL SERVICES TO THE INDIGENT	CA	501(C)(3)	3	NA

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income(related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproprtionate allocations? Yes	(H) Disproprtionate allocations? No	(I) Code V—UBI amount on Box 20 of K-1	(J) General or managing partner? Yes	(J) General or managing partner? No

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership

Part V Transactions with Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III or IV

		Yes	No
1	During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity	**1a**	**No**
b	Gift, grant, or capital contribution to other organization(s)	**1b**	**No**
c	Gift, grant, or capital contribution from other organization(s)	**1c**	**No**
d	Loans or loan guarantees to or for other organization(s)	**1d**	**No**
e	Loans or loan guarantees by other organization(s)	**1e**	**No**
f	Sale of assets to other organization(s)	**1f**	**No**
g	Purchase of assets from other organization(s)	**1g**	**No**
h	Exchange of assets	**1h**	**No**
i	Lease of facilities, equipment, or other assets to other organization(s)	**1i**	**No**
j	Lease of facilities, equipment, or other assets from other organization(s)	**1j**	**No**
k	Performance of services or membership or fundraising solicitations for other organization(s)	**1k**	**Yes**
l	Performance of services or membership or fundraising solicitations by other organization(s)	**1l**	**No**
m	Sharing of facilities, equipment, mailing lists, or other assets	**1m**	**No**
n	Sharing of paid employees	**1n**	**Yes**
o	Reimbursement paid to other organization for expenses	**1o**	**Yes**
p	Reimbursement paid by other organization for expenses	**1p**	**Yes**
q	Other transfer of cash or property to other organization(s)	**1q**	**No**
r	Other transfer of cash or property from other organization(s)	**1r**	**No**

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(A) Name of other organization(s)	(B) Transaction type(a-r)	(C) Amount Involved
(1)	ST JOSEPH'S HEALTH SUPPORT ALLIANCE	k	19,833
(2)	QUEENSCARE FAMILY CLINICS	n	465,000
(3)	QUEENSCARE FAMILY CLINICS	o	730,000
(4)	QUEENSCARE FAMILY CLINICS	p	387,000
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(A) Name, address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		(E) Share of end-of-year assets	(F) Disproprtionate allocations?		(G) Code V—UBI amount on Box 20 of K-1	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No