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Form 990
2008Open to Public
InspectionDepartment 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

A For the 2008 calendar year, or tax year beginning 10-01-2008 and ending 09-30-2009

B Check if applicable	C Name of organization Masonicare Inc		D Employer identification number 06-1435919
<input type="checkbox"/> Address change	Doing Business As		E Telephone number (203) 678-7857
<input type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address) PO Box 70		G Gross receipts \$ 6,993,939
<input type="checkbox"/> Initial return	Room/suite		
<input type="checkbox"/> Termination	City or town, state or country, and ZIP + 4 Wallingford, CT 06492		
<input type="checkbox"/> Amended return	F Name and address of Principal Officer Stephen B McPherson PO Box 70 Wallingford, CT 06492		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Application pending			H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (If "No," attach a list See instructions)
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) <input type="checkbox"/> (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(c) Group Exemption Number ►
J Web site: ► WWW MASONICARE.ORG			
K Type of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> trust <input type="checkbox"/> association <input type="checkbox"/> other ►	L Year of Formation		M State of legal domicile CT

Part I Summary

1 Briefly describe the organization's mission or most significant activities See Schedule O		
2 Check this box <input type="checkbox"/> 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	15
5 Total number of employees (Part V, line 2a)	5	191
6 Total number of volunteers (estimate if necessary)	6	200
7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	20,380
b Net unrelated business taxable income from Form 990-T, line 34	7b	66,170

8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)	169,932	223,080
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,729,040	5,654,980
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	24,865	16,445
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	632,148	542,847
	6,533,553	6,437,352

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0
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)	8,775,052	8,789,424
16a Professional fundraising fees (Part IX, column (A), line 11e)		0
b (Total fundraising expenses, Part IX, column (D), line 25 0)		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	12,498,255	12,113,670
18 Total expenses—add lines 13-17 (must equal Part IX, line 25, column (A))	21,273,307	20,903,094
19 Revenue less expenses Subtract line 18 from line 12	-14,739,754	-14,465,742

20 Total assets (Part X, line 16)	Beginning of Year	End of Year
21 Total liabilities (Part X, line 26)	59,474,949	64,688,612
22 Net assets or fund balances Subtract line 21 from line 20	153,347,512	159,652,432
	-93,872,563	-94,963,820

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	***** Signature of officer Stephen B McPherson President & CEO Type or print name and title	2010-08-04 Date

Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's PTIN (See Gen Inst)
	Firm's name (or yours if self-employed), address, and ZIP + 4			EIN <input type="checkbox"/>
				Phone no <input type="checkbox"/>

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
See Additional Data Table**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 \$ 20,903,094 including grants of \$) (Revenue \$ 5,654,980)

Masonicare provides management support for its affiliates who provide geriatric care services, hospital services, management services, fund raising services, investment management services. This is done with a view of furthering the long-range goals and traditional objectives and values of the Masonicare System. Masonicare provided support and oversight for the expansion of services provided at our affiliate Masonicare at Newtown, Inc, a major expansion of the facilities of Masonicare at Ashlar Village, expansion of facilities at Masonic Healthcare Center and a medical office building at Masonicare. This was done in keeping with our long-range strategic plan of providing for the needs of an aging population. Due to the downturn in the financial markets, Masonicare completed a strategic review of the operations of all the affiliates within the Masonicare system. This was done to improve the operating results so that the services provided to the elderly can be maintained on a long term basis consistent with the mission and values of Masonicare. COMMUNITY BENEFIT1 Masonicare provides free education and services to individuals and families throughout Connecticut. The Lunch and Learn Program is designed to provide seniors and others with education on health and wellness. Speakers are typically medical professionals from throughout the Masonicare continuum. This program has been hosted by the senior centers and public libraries in the towns of Enfield, Hamden, Meriden, Monroe, Newtown, North Haven, Southbury, Trumbull, Wallingford and Woodbury 2. Funded by The Masonic Charity Foundation of Connecticut, Masonicare Community Services is a statewide outreach program available to all Connecticut residents and offers information and guidance on variety of programs and services including ConnPACE (Connecticut's pharmaceutical program), Medicare, Medicaid (Title 19) and Medicare Part D, Benefits eligibility, Caregiver assistance programs, State and federal programs and housing options. Representatives from Masonicare Community Services are available to provide assistance over the phone or in the home. In 2009, Masonicare Community Services performed 120 home visits, serving over 300 people in the process 3. The Masonicare HelpLine is a toll-free phone service assisting seniors and families with a broad range of questions about senior healthcare, retirement living, and much more. In addition to providing information about Masonicare's continuum of care, we offer assistance in locating and utilizing services, agencies and programs in Connecticut that are important to seniors. In 2009, the Masonicare HelpLine Center handled 7,275 inquiries 4. Masonicare again partnered with the United Way for its annual Day of Caring, a program in which volunteers from companies across the nation come together to help non-profit organizations in their communities. In September, Masonicare employees performed grounds upkeep and minor repairs at the Ulrich Boys & Girls Club in Wallingford 5. During the year, Masonicare frequently holds blood pressure screenings and senior health fairs throughout the state and makes its facilities available to many community organizations including the Commission on Aging, Senior Resources-Agency on Aging, M-Team, Healthy Wallingford, the Alzheimer's Association, Heritage Quilters and the Wallingford Education Foundation. Our affiliates, Masonicare Healthcare Center, Masonicare at Ashlar Village, Inc, Masonicare at Newtown, Inc, Masonic Charity Foundation of Connecticut, Masonicare Home, Health and Hospice, Inc and Masonicare Partners Home, Health and Hospice, Inc participate in, and provide support for community benefit programs.

4b (Code) (Expenses \$) including grants of \$) (Revenue \$)

4c (Code) (Expenses \$) including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)
(Expenses \$) including grants of \$) (Revenue \$)

4e Total program service expenses \$ 20,903,094 Must equal Part IX, Line 25, column (B).

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors?

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

4 Section 501(c)(3) organizations Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II

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

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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

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

10 Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V

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

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

13 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the U.S.?

- 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

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

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

17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I

18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H

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

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

23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J

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

- b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?
- 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?
- d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?

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

25b 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

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

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

	Yes	No
1	Yes	
2	Yes	
3		No
4	Yes	
5		No
6		No
7		No
8		No
9		No
10		No
11	Yes	
12	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20		No
21		No
22		No
23	Yes	
24a	Yes	
24b		No
24c		No
24d		No
25a		No
25b		No
26		No
27		No

Part IV Checklist of Required Schedules (Continued)

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
- b** Have a family member who had a direct or indirect business relationship with the organization? If "Yes," complete Schedule L, Part IV
- 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

29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II

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

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

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

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

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

	Yes	No
28a		No
28b		No
28c		No
29		No
30		No
31		No
32		No
33		No
34	Yes	
35	Yes	
36		No
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, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a	55
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
1c	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, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	191
2b	If at least one is reported in 2a, did the organization file all required federal employment tax returns? <i>Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return.</i>	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
3b	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
4b	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 .	4b	No
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
5c	If "Yes," to 5a or 5b, did the organization file Form 8886-T, <i>Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction</i> ?	5c	No
6a	Did the organization solicit any contributions that were not tax deductible?	6a	No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	No
7	<i>Organizations that may receive deductible contributions under section 170(c).</i>	7a	No
7a	Did the organization provide goods or services in exchange for any quid pro quo contribution of \$75 or more?	7a	No
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	No
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	No
7d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	0
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	No
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	No
8	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</i> 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	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</i>	9a	No
9a	Did the organization make any taxable distributions under section 4966?	9a	No
9b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	No
10	<i>Section 501(c)(7) organizations.</i> Enter	10a	No
10a	Initiation fees and capital contributions included on Part VIII, line 12	10a	No
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	No
11	<i>Section 501(c)(12) organizations</i> Enter	11a	No
11a	Gross income from members or shareholders	11a	No
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	No
12a	<i>Section 4947(a)(1) non-exempt charitable trusts.</i> Is the organization filing Form 990 in lieu of Form 1041?	12a	No
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	No

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	15
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	No
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	Yes
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	Yes
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	Yes
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	No

Section C. Disclosure

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

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
R Scott Thelen
22 Masonic Avenue
Wallingford, CT 06492
(203) 678-7857

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.

Part VII Continued

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ►27

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	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
RC Knox & Company PO Box 6203 Brattleboro, VT 053026203	Insurance services	567,726
PMA Insurance Group Lock 9831 Box 8500 Philadelphia, PA 191789837	Insurance services	1,274,331
FIP Constructions 10 McKee Place Cheshire, CT 06410	Construction service	1,142,780
Delta Dental Plan of New Jersey PO Box 23700 Newark, NJ 071890001	Insurance services	657,226
CGLIC-Bloomfield EASC 5082 Collection Center Drive Chicago, IL 606930050	Insurance services	994,562
2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation		26

**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	223,080			
	e Government grants (contributions) 1e				
	f All other contributions, gifts, grants, and similar amounts not included above 1f				
	g Noncash contributions included in lines 1a-1f \$ 1g				
	h Total (Add lines 1a-1f) 1h	223,080			
Program Service Revenue	2a Management fees	Business Code 623,000	4,864,848	4,864,848	
	b Investment mgmt fee	623,000	47,788	47,788	
	c Computer oper lease	623,000	742,344	742,344	
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f 2g	\$ 5,654,980			
	3 Investment income (including dividends, interest other similar amounts) 3		16,445		16,445
4 Income from investment of tax-exempt bond proceeds 4		0			
5 Royalties 5		0			
6a Gross Rents	(i) Real 534,996				
b Less rental expenses	556,587				
c Rental income or (loss)	-21,591				
d Net rental income or (loss) 6d		-21,591	-4,125	20,380	-37,846
7a Gross amount from sales of assets other than inventory	(i) Securities				
b Less cost or other basis and sales expenses	(ii) Other				
c Gain or (loss)					
d Net gain or (loss) 7d		0			
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 8a					
b Less direct expenses . . . 8b					
c Net income or (loss) from fundraising events 8c		0			
9a Gross income from gaming activities See part IV, line 19 Complete Schedule G if total exceeds \$15,000 a					
b Less direct expenses . . . 9b					
c Net income or (loss) from gaming activities 9c		0			
10a Gross sales of inventory, less returns and allowances 10a					
b Less cost of goods sold . . . 10b					
c Net income or (loss) from sales of inventory 10c		0			
Miscellaneous Revenue		Business Code			
11a Vending machines		198		198	
b Purchase discounts		333		333	
c Child day care		541,886		541,886	
d All other revenue _____		22,021		22,021	
e Total. Add lines 11a-11d 11e	\$ 564,438				
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e 12	6,437,352	5,650,855	20,380	543,037	

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	0			
2 Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations and individuals outside the U S See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	1,607,842	1,607,842		
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	5,337,386	5,337,386		
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0			
9 Other employee benefits	1,177,040	1,177,040		
10 Payroll taxes	667,156	667,156		
11 Fees for services (non-employees)				
a Management	0			
b Legal	287,532	287,532		
c Accounting	12,602	12,602		
d Lobbying	50,900	50,900		
e Professional fundraising See Part IV, line 17 . . .	0			
f Investment management fees	0			
g Other	503,252	503,252		
12 Advertising and promotion	843,128	843,128		
13 Office expenses	41,553	41,553		
14 Information technology	0			
15 Royalties	0			
16 Occupancy	364,714	364,714		
17 Travel	0			
18 Payments of travel or entertainment expenses for any Federal, state or local public officials	0			
19 Conferences, conventions and meetings	0			
20 Interest	28,885	28,885		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	1,148,907	1,148,907		
23 Insurance	168,023	168,023		
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 Restructuring costs	411,904	411,904		
b Repairs/maintenance	832,706	832,706		
c Recruitment	203,222	203,222		
d Purchased services	837,337	837,337		
e Change FMV - int rate swap	5,846,186	5,846,186		
f All other expenses	532,819	532,819		
25 Total functional expenses. Add lines 1 through 24f	20,903,094	20,903,094	0	0
26 Joint Costs. Check <input type="checkbox"/> 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)		(B)
		Beginning of year		End of year
1	Cash—non-interest-bearing	1,044,000	1	10,385,428
2	Savings and temporary cash investments		2	0
3	Pledges and grants receivable, net		3	0
4	Accounts receivable, net		4	0
5	Receivables from current and former officers, directors, trustees, key employees or other related parties <i>Complete Part II of Schedule L</i>		5	0
6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) <i>Complete Part II of Schedule L</i>		6	0
7	Notes and loans receivable, net		7	0
8	Inventories for sale or use		8	0
9	Prepaid expenses and deferred charges	408,279	9	262,399
10a	Land, buildings, and equipment <i>cost basis</i>			
b	Less accumulated depreciation <i>Complete Part VI of Schedule D</i>	10a 16,836,488	10b 31,193,899	13,324,667 10c 14,357,411
11	Investments—publicly traded securities		11	0
12	Investments—other securities <i>See Part IV, line 11 Complete Part VII of Schedule D</i>		12	0
13	Investments—program-related <i>See Part IV, line 11 Complete Part VIII of Schedule D</i>		13	0
14	Intangible assets		14	0
15	Other assets <i>See Part IV, line 11 Complete Part IX of Schedule D</i>	44,698,003	15	39,683,374
16	Total assets. <i>Add lines 1 through 15 (must equal line 34)</i>	59,474,949	16	64,688,612
17	Accounts payable and accrued expenses	1,654,458	17	1,490,780
18	Grants payable		18	
19	Deferred revenue		19	
20	Tax-exempt bond liabilities	114,875,000	20	112,815,000
21	Escrow account liability <i>Complete Part IV of Schedule D</i>		21	
22	Payable to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons <i>Complete Part II of Schedule L</i>		22	
23	Secured mortgages and notes payable to unrelated third parties		23	
24	Unsecured notes and loans payable		24	
25	Other liabilities <i>Complete Part X of Schedule D</i>	36,818,054	25	45,346,652
26	Total liabilities. <i>Add lines 17 through 25</i>	153,347,512	26	159,652,432
Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
27	Unrestricted net assets	-93,872,563	27	-94,963,820
28	Temporarily restricted net assets		28	
29	Permanently restricted net assets		29	
Organizations that do not follow SFAS 117, check here <input type="checkbox"/> 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	-93,872,563	33	-94,963,820
34	Total liabilities and net assets/fund balances	59,474,949	34	64,688,612

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990	<input type="checkbox"/> cash <input checked="" type="checkbox"/> accrual <input type="checkbox"/> other	
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		2a
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
b	If "Yes," did the organization undergo the required audit or audits?	3b	No

2008

Open to Public
Inspection**SCHEDULE A**
(Form 990 or 990EZ)**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.

Department of the Treasury
Internal Revenue Service

Employer identification number

06-1435919

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 33 1/3% 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 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)**. (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

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

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?

(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?

(ii) a family member of a person described in (i) above?

(iii) a 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the organizations the organization supports

	Yes	No
11g(i)		No
11g(ii)		No
11g(iii)		No

(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	
See Additional Data Table									
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						

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						
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 (Subtract line 7c from line 6)						

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)						
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
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
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 any other additional information. (see instructions)

Facts and Circumstances Test

Additional Data

Software ID:
Software Version:
EIN: 06-1435919
Name: Masonicare Inc

Form 990, Schedule A, Part I, Line 11h - 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)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Masonic Charity Foundation of CT	061435920	11a	Yes		Yes		Yes		0
Masonicare at Home Inc	202377783	9	Yes		Yes		Yes		0
Masonicare Home Health and Hospice	061101924	9	Yes		Yes		Yes		0
Masonicare at Ashlar Village Inc	061050830	9	Yes		Yes		Yes		0
Masonicare at Newtown Inc	061040285	9	Yes		Yes		Yes		0
Masonicare Health Center Inc	060655131	3	Yes		Yes		Yes		0

Additional Data

Software ID:
Software Version:
EIN: 06-1435919
Name: Masonicare Inc

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			
William R Deickler , Member	1 00						0	0	0
Stephen B McPherson , President & CEO	40 00	X		X			742,708	0	16,334
Sherwin M Borsuk MD , Member	1 00						0	0	0
Ronald Thomas , Member	1 00						0	0	0
Robert J Stika , Member	1 00	X					0	0	0
Robert Haley , VP-Corp Compl	40 00				X		153,830	0	18,223
Robert A Simon , Treasurer	1 00	X					0	0	0
Raymond Washburn , VP-Corp Plan	40 00				X		179,217	0	14,905
Marion Donahue , President-MHH&H						X	245,307	0	90,841
Margaret Steeves-Laffin , VP-Marketing	40 00				X		159,653	0	17,834
Kenneth B Hawkins Sr , prev V Chairman	1 00	X					0	0	0
Jennifer A King , Asst Secretary	40 00			X			0	217,336	12,034
James T McWain , Member	1 00	X					0	0	0
James F Standish , Asst Treasurer	40 00	X		X			350,661	0	108,677
James Albert , VP-MIS	40 00				X		217,361	0	70,556
J Arthur Carbonaro , Secretary	1 00	X					0	0	0
Howard W Orr , Chairman	1 00	X					0	0	0
Francis X Conlon , Vice Chairman	1 00	X					0	0	0
Emmy van Stolk , VP-HR	40 00				X		280,204	0	7,906
Donald W Dean , Member	1 00						0	0	0
David A Gessert , Member	1 00						0	0	0
Charles A Buck Jr , Member	1 00						0	0	0
Bruce Carmichael , Member	1 00						0	0	0
Barry Spero , Chief Executive Officer						X	0	0	128,480
Barbara F Lott , Member	1 00						0	0	0
Arthur H Carlstrom , Member	1 00						0	0	0
Anne-Marie M Arnold , Member	1 00						0	0	0

Form 990, Part III, Line 1 - Briefly describe the organization's mission:

Masonicare is a parent holding company and support organization for its affiliate corporations (collectively referred to as "Masonicare" or the "System"). Masonicare was organized in 1995 for the benefit of providing long range strategic and financial planning, policy development and support services for its affiliates which provide continuing care retirement services and other housing, healthcare and related services to older adults. Tracing itself to its predecessor, The Masonic Charity Foundation of Connecticut, the principal purposes of the corporate system are to aid, assist or support the aged, sick or infirm specified groups, and otherwise provide for the needs of an aging population. In furtherance of its traditional values, the mission of Masonicare is to enhance the quality of life by providing health, social and spiritual care throughout an individual's lifetime with emphasis on the needs of older persons. Masonicare will be recognized as an organization committed to establishi

Part II-A To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). (See the instructions for Schedule C for details.)

A Check if the filing organization belongs to an affiliated group
B Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures— (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount Enter the amount from the following table in both columns—			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e		
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		
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		
g Grassroots nontaxable amount (enter 25% of line 1f)			
h Subtract line 1g from line 1a Enter -0- if line g is more than line a			
i Subtract line 1f from line 1c Enter -0- if line f is more than line c			
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes	<input type="checkbox"/> No

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 1a through 1f of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line d, column (e))					
f Grassroots lobbying expenditures					

Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). (See the instructions for Schedule C for details.)

	(a)		(b)	
	Yes	No	Amount	
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of				
a Volunteers?			No	
b Paid staff or management (include compensation in expenses reported on lines c through i)?			No	
c Media advertisements?			No	
d Mailings to members, legislators, or the public?			No	
e Publications, or published or broadcast statements?			No	
f Grants to other organizations for lobbying purposes?			No	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		50,900	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?	Yes		1,750	
i Other activities If "Yes," describe in Part IV			No	
j Total lines 1c through 1i			52,650	
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			No	
b If "Yes" enter the amount of any tax incurred under section 4912				
c If "Yes" enter the amount of any tax incurred by organization managers under section 4912				
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			No	

Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). (See the instructions for Schedule C for details.)

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." (See the instructions for Schedule C for details.)

1 Dues, assessments and similar amounts from members	1 \$
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).	
a Current Year	2a \$
b Carryover from last year	2b \$
c Total	2c \$
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3 \$
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4 \$
5 Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4)	5 \$

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1. Also, complete this part for any additional information

Identifier	Return Reference	Explanation

Part IV Supplemental Information

2008

Open to Public
Inspection**SCHEDULE D**
(Form 990)**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.

Department of the Treasury
Internal Revenue Service**Name of the organization**

Masonicare Inc

Employer identification number

06-1435919

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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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 important 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
2a	
2b	
2c	
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 d Loan or exchange programs
 b Scholarly research e Other
 c Preservation for future generations

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
1c	
1d	
1e	
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					
1b Contributions					
1c Investment earnings or losses					
1d Grants or scholarships					
1e Other expenditures for facilities and programs					
1f Administrative expenses					
1g End of year balance					

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

a Board designated or quasi-endowment ►
 b Permanent endowment ►
 c Term endowment ►

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

(i) unrelated organizations
 (ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

Yes	No
3a(i)	
3a(ii)	
3b	

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				
1b Buildings		12,807,957	1,214,895	11,593,062
1c Leasehold improvements		44,027	11,643	32,384
1d Equipment		15,924,547	14,103,435	1,821,112
1e Other		2,417,368	1,506,515	910,853
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				14,357,411

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

(a) Description of security or category (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		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12) ►		

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
Under trust for self ins liabilities	1,798,086
Under trust for int rate swap oblig	9,391,269
Unamortized Financing Costs	1,876,358
Rounding	1
Other Receivables	240,803
Investment in subsidiaries	25,582,018
Debt service fund	794,826
Custodial assets	13
Bond issuance expense	
Available bond proceeds	
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.)	39,683,374

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

(a) Description of Liability	(b) Amount
Federal Income Taxes	
Swap payable	673,168
Self insurance liabilities	2,574,946
Other long term liabilities	4,672,881
Line of credit	8,000,000
Interest rate swap liability	11,891,269
Deposits	743
Accrued post retirement benefits-LT	14,331,319
Accrued employee compensation	879,729
Accrued employee benefits-current	2,322,597
Total. (Column (b) should equal Form 990, Part X, col (B) line 25) ►	45,346,652

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	6,437,352
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	20,903,094
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-14,465,742
4	Net unrealized gains (losses) on investments	4	-106,512
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	13,480,997
9	Total adjustments (net) Add lines 4 - 8	9	13,374,485
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-1,091,257

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	6,437,352
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	6,437,352
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	6,437,352

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

1	Total expenses and losses per audited financial statements	1	20,903,094
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	20,903,094
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	20,903,094

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
Part XI, Line 8	Part XI, Line 8 Other Changes in Net Assets or Fund Balances	Keystone dividend \$1000000 I/C Balances \$16546230

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2008**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

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.

Name of the organization

Masonicare Inc

Employer identification number

06-1435919

Part I Questions Regarding Compensation

1a Check the appropriate 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

<input type="checkbox"/> First class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> 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

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?

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

<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> 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?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

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?

b Any related organization?

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?

b Any related organization?

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued 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

	Yes	No
1b		
2		
4a	Yes	
4b	Yes	
4c		No
5a		No
5b		No
6a		No
6b		No
7	Yes	
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					
Stephen B McPherson	(i) (ii)	472,900	83,417	186,391		16,334	759,042	624,763
Robert Haley	(i) (ii)	135,538	17,703	589		18,223	172,053	130,786
Raymond Washburn	(i) (ii)	159,348	19,614	255		14,905	194,122	148,039
Marion Donahue	(i) (ii)	223,115	15,000	7,192	76,618	14,223	336,148	255,974
Margaret Steeves-Laffin	(i) (ii)	140,464	18,961	228		17,834	177,487	135,660
Jennifer A King	(i) (ii)	171,671	36,378	9,287		12,034	229,370	178,473
James F Standish	(i) (ii)	293,110	56,992	559	89,960	18,717	459,338	286,675
James Albert	(i) (ii)	192,852	24,189	320	61,546	9,010	287,917	172,856
Emmy van Stolk	(i) (ii)	205,034	32,247	42,923		7,906	288,110	200,928
Barry Spero	(i) (ii)				128,480		128,480	96,360
	(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
Sch J, Part I, Line 7	Part I, Line 7 Non-Fixed payments not listed above	Compensation to reward senior managers for achieving annual quality, strategic and financial goals for the organization

Software ID: 08000091
Software Version: 2008v2.7
EIN: 06-1435919
Name: Masonicare Inc

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(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				
Stephen B McPherson	(i) (ii) 472,900	83,417	186,391		16,334	759,042	624,763
Robert Haley	(i) (ii) 135,538	17,703	589		18,223	172,053	130,786
Raymond Washburn	(i) (ii) 159,348	19,614	255		14,905	194,122	148,039
Marion Donahue	(i) (ii) 223,115	15,000	7,192	76,618	14,223	336,148	255,974
Margaret Steeves-Laffin	(i) (ii) 140,464	18,961	228		17,834	177,487	135,660
Jennifer A King	(i) (ii) 171,671	36,378	9,287		12,034	229,370	178,473
James F Standish	(i) (ii) 293,110	56,992	559	89,960	18,717	459,338	286,675
James Albert	(i) (ii) 192,852	24,189	320	61,546	9,010	287,917	172,856
Emmy van Stolk	(i) (ii) 205,034	32,247	42,923		7,906	288,110	200,928
Barry Spero	(i) (ii)			128,480		128,480	96,360

**Schedule K
(Form 990)**

OMB No 1545-0047

Supplemental Information on Tax Exempt Bonds**2008**

To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a.
Provide descriptions, explanations, and any additional information in Schedule O.

**Open to Public
Inspection**Department of the Treasury
Internal Revenue ServiceName of the organization
Masonicare Inc

Employer identification number

06-1435919

Part I Bond Issues (Required for 2008)

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer	
						Yes	No	Yes	No
A Connecticut Health and Educational Facilities Authority	06-0806186	207744QJ7	10-23-2007	35,000,000	Finance capital projects		X		X
B Connecticut Health and Educational Facilities Authority	06-0806186	207744QH1	10-23-2007	81,065,000	Refinance existing bonds and to finance capital projects		X		X

Part II Proceeds (Optional for 2008)

1	Total Proceeds of Issue	A		B		C		D		E	
		35,000,000		81,065,000							
2	Gross Proceeds in Reserve Funds	6,575,398		6,575,398							
3	Proceeds in Refunding or Defeasance Escrows	46,965,658		46,965,658							
4	Other Unspent Proceeds										
5	Issuance Costs from Proceeds	1,424,825		2,176,003							
6	Working Capital Expenditures from Proceeds										
7	Capital Expenditures from Proceeds	33,575,175		38,498,737							
8	Year of Substantial Completion	2008		2008							
9	Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
10	Were the bonds issued as part of an advance refunding issue?		X	X			X				
11	Has the final allocation of proceeds been made?	X		X							
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X							

Part III Private Business Use (Optional for 2008)

1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	A		B		C		D		E	
		Yes	No								
2	Are there any lease arrangements with respect to the financed property which may result in private business use?										

Part III Private Business Use (Continued)

	A		B		C		D		E	
	Yes	No								
3a Are there any management or service contracts with respect to the financed property which may result in private business use?										
3b Are there any research agreements with respect to the financed property which may result in private business use?										
3c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?										
4 Enter the percentage of financed property used in a private business use by entities other than a 501(c)(3) organization or a state or local government										
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another 501(c)(3) organization, or a state or local government										
6 Total of lines 4 and 5										
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?										

Part IV Arbitrage (Optional for 2008)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T been filed with respect to the bond issue?										
2 Is the bond issue a variable rate issue?	X		X							
3a Has the organization or the government issuer identified a hedge with respect to the bond issue on its books and records?		X	X							
b Name of provider	Merrill Lynch		Merrill Lynch							
c Term of hedge	0 3000		0 3000							
4a Were gross proceeds invested in a GIC?		X		X						
b Name of provider										
c Term of GIC										
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?		X		X						
5 Were any gross proceeds invested beyond an available temporary period?		X		X						
6 Did the bond issue qualify for an exception to rebate?		X		X						

2008

Open to Public
Inspection**SCHEDULE O**
(Form 990)**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.**

Department of the Treasury
Internal Revenue Service
Masonicare Inc

Employer identification number

06-1435919

Identifier	Return Reference	Explanation
	Sch C, Part II-B, Line 1g	Masonicare Inc , has retained counsel to handle certain government relations matters Counsel actively monitors, tracks and reports on legislation and regulatory activity of interest to Masonicare

Identifier	Return Reference	Explanation
	Part X, Line 20-T E Bond Liabilities	The Masonicare obligated group is responsible for the repayment of the Series C and Series D bonds issued by Masonicare, Inc in 2007 The members of the obligated group are Masonicare, Inc , Masonic Charity Foundation of CT, Masonicare Health Center, Masonicare at Ashlar Village, Inc , Masonicare at Newtown, Inc and Masonicare Home, Health and Hospice, Inc

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	The financial statements are publicly available through EMMA and public securities markets The governing documents, certificate of incorporation and related documents are on file with the CT Secretary of State's office The conflict of interest policy is not currently available

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 15b	Form 990, Part VI, Line 15b Compensation Review and Approval Process for Officers and Key Employees	The compensation committee of board engages an independent firm to certify the reasonableness of the compensation of the CEO and the executive management group of the organization annually

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 12c	Form 990, Part VI, Line 12c Explanation of Monitoring and Enforcement of Conflicts	Annually, officers, trustees and senior employees are required to complete a conflict of interest disclosure The results of the officer and trustee disclosures are reported at the board meetings Senior employee disclosures are reported to the President The entire process is coordinated by the Corporate Compliance Officer All respondents are advised to report any changes during the year that may present a conflict of interest

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 10	Form 990, Part VI, Line 10 Form 990 Review Process	Masonicare management reviews the tax return for completeness and accuracy It is reviewed by the chief executive officer and chairman of the board The review process is then discussed with the full board After responding to comments/questions, changes are made as appropriate and the return is finalized and filed

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 7a	Form 990, Part VI, Line 7a How Members or Shareholders Elect Governing Body	The members annually elect one-third of the governing body

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 6	Form 990, Part VI, Line 6 Explanation of Classes of Members or Shareholder	The organization has one class of member with the right to elect the members of the governing body and to participate in the organization's governance

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

► **See separate instructions**

Name of the organization

Masonicare Inc.

Employer identification number

06-1435919

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

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
Masonicare at Home Inc PO Box 70 Wallingford, CT06492 20-2377783	Provide companion/homemake/personalcare services to elderly	CT	501(c)(3)	9	NA
Masonicare Partners HomeHealth & Hospice 111 Founders Plaza Suite 200 East Hartford, CT06108 26-0758992	Provide home health services to clients of all ages	CT	501(c)(3)	9	Masonicare Home Health and Hospice Inc
Masonicare Home Health and Hospice Inc 33 North Plains Road Wallingford, CT06492 06-1101924	Provide home health services to clients of all ages	CT	501(c)(3)	9	NA
Masonicare at Ashlar Village Inc PO Box 70 Wallingford, CT06492 06-1050830	Continuing care retirement and assisted living community	CT	501(c)(3)	9	NA
Masonicare at Newtown Inc PO Box 70 Wallingford, CT06492 06-1070285	Provide skilled nursing/assisted living services to elderly	CT	501(c)(3)	9	NA
Masonicare Health Center PO Box 70 Wallingford, CT06492 06-0655131		CT	501(c)(3)	3	NA
Masonic Charity Foundation of CT PO Box 70 Wallingford, CT06492 06-1435920	Provide planned giving and development support to affiliates	CT	501(c)(3)	11a	NA

Part III Identification of Related Organizations Taxable as a Partnership

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

Part V Transactions with Related Organizations**Note.** Complete line 1 if any entity is listed in Parts II, III or IV**1** During the tax year, did the organization 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
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)
- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)
- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees
- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses
- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

	Yes	No
1a	Yes	
1b		No
1c	Yes	
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n		No
1o		No
1p		No
1q	Yes	
1r	Yes	

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) See Additional Data Table		
(2)		
(3)		
(4)		
(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.

Software ID: 08000091
Software Version: 2008v2.7
EIN: 06-1435919
Name: Masonicare Inc

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(A)	(B)	(C)	(D)	(E)	(F)
Name, address, and EIN of related organization	Primary Activity	Legal Domicile (State or Foreign Country)	Exempt Code section	Public charity status (if 501(c)(3))	Direct Controlling Entity
Masonicare at Home Inc	Provide companion/homemake/personalcare services to elderly	CT	501(c)(3)	9	NA
PO Box 70 Wallingford, CT06492 20-2377783					
Masonicare Partners HomeHealth & Hospice	Provide home health services to clients of all ages	CT	501(c)(3)	9	Masonicare Home Health and Hospice Inc
111 Founders Plaza Suite 200 East Hartford, CT06108 26-0758992					
Masonicare Home Health and Hospice Inc	Provide home health services to clients of all ages	CT	501(c)(3)	9	NA
33 North Plains Road Wallingford, CT06492 06-1101924					
Masonicare at Ashlar Village Inc	Continuing care retirement and assisted living community	CT	501(c)(3)	9	NA
PO Box 70 Wallingford, CT06492 06-1050830					
Masonicare at Newtown Inc	Provide skilled nursing/assisted living services to elderly	CT	501(c)(3)	9	NA
PO Box 70 Wallingford, CT06492 06-1070285					
Masonicare Health Center		CT	501(c)(3)	3	NA
PO Box 70 Wallingford, CT06492 06-0655131					
Masonic Charity Foundation of CT	Provide planned giving and development support to affiliates	CT	501(c)(3)	11a	NA
PO Box 70 Wallingford, CT06492 06-1435920					

Form 990, Schedule R, Part V - Transactions with Related Organizations

	(A) Name of other organization	(B) Transaction type(a-r)	(C) Amount Involved (\$)
(1)	Masonic Management Services	q	14,182,755
(2)	Masonic Management Services	a	98,472
(3)	Masonicare Primary Care Physicians PC	q	11,241,102
(4)	Masonicare Primary Care Physicians PC	a	98,472
(5)	Masonicare Home Health and Hospice Inc	r	6,016,489
(6)	Masonicare at Ashlar Village Inc	r	9,187,497
(7)	Masonicare at Newtown Inc	r	703,956
(8)	Masonicare Health Center	q	2,110,539
(9)	Masonic Charity Foundation of CT	r	7,299,558
(10)	Masonic Charity Foundation of CT	c	223,080