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

Treated as a Private Foundation

2010

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

For calendar year 2010, or tax year beginning June 1, 2010, and ending May 31, 2011

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

Name of foundation: HCR Manor Care Foundation, Inc. **A Employer identification number:** 52-2031975

Number and street (or P.O. box number if mail is not delivered to street address): 333 N. Summit Street, P.O. Box 10086 **Room/suite:** **B Telephone number (see page 10 of the instructions):** 419.252.5989

City or town, state, and ZIP code: Toledo, OH 43699 **C If exemption application is pending, check here**
D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,637,531 **J Accounting method:** Cash Accrual
 Other (specify) **(Part I, column (d) must be on cash basis)**

E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		905			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		42,357	42,357		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		156,665			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			156,665		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		199,927	199,022		
RECEIVED					
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		21,207	21,207		
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions)		3,675			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		9,887		10,082	
22 Printing and publications					
23 Other expenses (attach schedule)		152,338		146,756	
24 Total operating and administrative expenses.		187,107	21,207	156,838	
Add lines 13 through 23					
25 Contributions, gifts, grants paid		106,677		120,322	
26 Total expenses and disbursements. Add lines 24 and 25		293,784	21,207	277,160	
27 Subtract line 26 from line 12		-93,857			
a Excess of revenue over expenses and disbursements					
b Net Investment Income (if negative, enter -0-)			177,815		
c Adjusted net income (if negative, enter -0-)					

SCANNED OCT 17 2012
Operating and Administrative Expenses

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	60,965	69,741	69,741
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less, allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	6,770	15,124	15,124
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	12,056	1,771	1,771
Assets	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	962,720	997,968	997,968
	c	Investments - corporate bonds (attach schedule)	611,831	552,927	552,927
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,654,342	1,637,531	1,637,531
Liabilities	17	Accounts payable and accrued expenses	590	143	
	18	Grants payable	28,645	15,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► due related party)	13,967	9,468	
	23	Total liabilities (add lines 17 through 22)	43,202	24,611	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	1,611,140	1,612,920	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	1,611,140	1,612,920	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,654,342	1,637,531	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,611,140
2	Enter amount from Part I, line 27a	2	-93,857
3	Other Increases not included in line 2 (itemize) ► Unrealized Gain on Investments	3	95,637
4	Add lines 1, 2, and 3	4	1,612,920
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,612,920

Form 990-PF (2010)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Schedule					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(f) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	156, 665	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.	If (loss), enter -0- in Part I, line 8.		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries**

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,880,498	2,384,471	0.7886
2008	1,639,756	2,533,795	0.6472
2007	1,433,017	3,455,187	0.4147
2006	1,234,147	3,147,715	0.3921
2005	1,253,184	3,035,760	0.4128
2 Total of line 1, column (d)			2.6554
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.5311
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			1,643,358
5 Multiply line 4 by line 3			872,787
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,778
7 Add lines 5 and 6			874,565
8 Enter qualifying distributions from Part XII, line 4			277,160
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	3,556
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	3,556
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5	Tax based on Investment Income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,556
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,814	
b	Exempt foreign organizations-tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,814
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	258
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ►	258	Refunded ►	11

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	X	
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► Ohio		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see Instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► www.hcr-manorcare.org	13		X
14	The books are in care of ► Eric Talbert Located at ► 333 N. Summit Street, Toledo OH	Telephone no ► 419 252 5951 ZIP + 4 ► 43604		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly).		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	2a	X
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			5b
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6b
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			7b
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule Attached -----				

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None -----				

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services ►	0	

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	n/a	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	n/a	
2		
All other program-related investments. See page 24 of the instructions		
3		
Total. Add lines 1 through 3 ►		

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	1,588,783
b Average of monthly cash balances	1b	79,601
c Fair market value of all other assets (see page 25 of the instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,668,384
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,668,384
4 Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	25,026
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,643,358
6 Minimum investment return. Enter 5% of line 5	6	82,168

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	82,168
2a Tax on investment income for 2010 from Part VI, line 5	2a	3,556
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	3,556
3 Distributable amount before adjustments Subtract line 2c from line 1	3	78,612
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	78,612
6 Deduction from distributable amount (see page 25 of the instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	78,612

Part XII Qualifying Distributions (see page 25 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	277,160
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	277,160
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	277,160

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				78,612
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years. 20 20				
3 Excess distributions carryover, if any, to 2010				
a From 2005 1,103,684				
b From 2006 1,079,217				
c From 2007 1,263,091				
d From 2008 1,513,044				
e From 2009 1,764,194				
f Total of lines 3a through e	6,723,230			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 277,160				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				78,612
e Remaining amount distributed out of corpus	198,548			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,921,778			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	1,103,684			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	5,818,094			
10 Analysis of line 9				
a Excess from 2006 1,079,217				
b Excess from 2007 1,263,091				
c Excess from 2008 1,513,044				
d Excess from 2009 1,764,194				
e Excess from 2010 198,548				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling				► <input checked="" type="checkbox"/> n/a																																							
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)																																							
2a	<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2010</th> <th>(b) 2009</th> <th>(c) 2008</th> <th>(d) 2007</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>				Tax year	Prior 3 years			(e) Total	(a) 2010	(b) 2009	(c) 2008	(d) 2007																															
Tax year	Prior 3 years			(e) Total																																								
	(a) 2010	(b) 2009	(c) 2008		(d) 2007																																							
b	85% of line 2a																																											
c	Qualifying distributions from Part XII, line 4 for each year listed .																																											
d	Amounts included in line 2c not used directly for active conduct of exempt activities																																											
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c																																											
3	Complete 3a, b, or c for the alternative test relied upon																																											
a	"Assets" alternative test - enter																																											
(1)	Value of all assets																																											
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)																																											
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed																																											
c	"Support" alternative test - enter																																											
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)																																											
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)																																											
(3)	Largest amount of support from an exempt organization																																											
(4)	Gross investment income																																											

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

n/a

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

n/a**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed. 419.252.5989
William White, Director, 333 N. Summit Street, PO Box 10086 Toledo, OH43699-0086

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

See attached grant information

c Any submission deadlines:

See attached grant information

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

See attached grant information

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
Schedule Attached				
Total			► 3a	120,322
<i>b Approved for future payment</i>				
Schedule Attached				
Total			► 3b	15,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	42,357	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory		18	156,665		
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				199,022	
13 Total Add line 12, columns (b), (d), and (e)					199,022

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	n/a

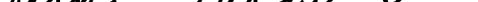
Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
<i>21</i>	<i>21</i>	

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

Sign Here  09/26/2012 Director

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if PTIN
----------------------------	----------------------	------	--

Paid **Prepared** **Self-employed**

Preparer Use Only	Firm's name ►	Firm's EIN ►
	First Name	Last Name

Use Only Firm's address ► **Phone no.**

Form 990-PF (2010)

**Statement Attached and Made Part Of
HCR ManorCare Foundation, Inc.
Form 990PF, Part II, Line 6
For the Tax Year Ended May 31, 2011
FEIN: 52-2031975**

Receivable from disqualified person (ManorCare, Inc.) \$ 15,124
-The balance is a receivable and not a loan. It relates to administering
Manor Care, Inc 's matching gift program and the Foundation is reimbursed
for the matching gift and expenses. The receivable was paid on July 29, 2011

**Statement Attached and Made Part Of
HCR ManorCare Foundation, Inc.
Form 990PF, Part I, Lines 16c, 18, and 23
For the Tax Year Ended May 31, 2011
FEIN: 52-2031975**

	Revenue & Expenses per Books (a)	Net Investment Income (b)	Adjusted Net Income (c)	Disburs For Charitable Purposes (d)
<u>Line 16c - Other Professional Fees</u>				
Investment management fees- Morgan Stanley	\$ 21,107	\$ 21,107		
<u>Line 18 - Taxes</u>				
Federal excise tax	\$ 3,675			
<u>Line 23 - Other Expenses</u>				
Advertising & Promotional	128			
Dues & subscriptions	7,403			7,532
Software maintenance	40,474			30,646
Office supplies, expense & postage	5,304			5,050
Licenses and fees	200			200
Bank charges	1,163			1,163
Mailing services	80			80
Purchased services	97,586			102,085
Direct program expenses				
Total Other Expenses	<u>\$ 152,338</u>			<u>\$ 146,756</u>

**Statement Attached and Made Part Of
HCR ManorCare Foundation, Inc.
Form 990PF, Part III, Line 3
For the Tax Year Ended May 31, 2011
FEIN: 52-2031975**

Line 3- Other Increases:

Unrealized Gain on Investments	95,637
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95,637

**Statement Attached and Made Part Of
HCR ManorCare Foundation, Inc.
Form 990PF, Part II, Lines 10b and 10c
For the Tax Year Ended May 31, 2011
FEIN: 52-2031975**

	Book Value	Market Value
<u>Line 10b - Corporate Stock</u>		
Morgan Stanley Ishares Msci Canada Index Fund	\$ 16,154	\$ 16,154
Morgan Stanley Ishares Msci Pac Ex Jpn Idx Fund	\$ 32,288	\$ 32,288
Morgan Stanley Ishares S&P 500/Barra Growth Index Fund	\$ 198,640	\$ 198,640
Morgan Stanley Ishares S&P 500/Barra Value Index Fd	\$ 196,387	196,387
Morgan Stanley Ishares S&P Midcap 400 Grw	\$ 66,183	66,183
Morgan Stanley Ishares S&P Midcap 400/Barra Value Index Fund	\$ 65,687	65,687
Morgan Stanley Ishares S&P Small Cap 600/Barra Value Indes Fund	\$ 32,990	32,990
Morgan Stanely Powershares Db Cmdty Ind Tracking Fd	\$ 63,707	63,707
Morgan Stanley - Vanguard Emerging Mkts Vipers Fd	\$ 64,629	64,629
Morgan Stanley - Vanguard Pacific EtF	\$ 64,662	64,662
Morgan Stanley - Vanguard European Vipers	\$ 113,222	113,222
Morgan Stanley - Vanugard Reit Vipers	\$ 50,457	50,457
Morgan Stanley - Vanguard Small-Cap Growth ETF	<u>\$ 32,964</u>	<u>32,964</u>
 Total Stocks	 \$ 997,968	 \$ 997,968
<u>Line 10c - Corporate Bonds</u>		
Morgan Stanley Ishares Barclays Tips Gd Fd	\$ 83,145	\$ 83,145
Morgan Stanley - Vanguard Intermediate-Term Bond ETF	\$ 50,717	\$ 50,717
Morgan Stanley - Vanguard Short Term ETF	\$ 217,473	\$ 217,473
Morgan Stanley - Vanguard Total Bond Market ETF	\$ 168,200	\$ 168,200
Morgan Stanley - Vanguard Short Term Corporate Bond	<u>\$ 33,392</u>	<u>33,392</u>
 Total Bonds	 \$ 552,927	 \$ 552,927
 Total	 <u>\$ 1,550,895</u>	 <u>\$ 1,550,895</u>

**Statement Attached and Made Part Of
HCR Manor Care Foundation, Inc.
Form 990PF, Part IV
For the Tax Year Ended May 31, 2011
FEIN: 52-2031975**

Description of Property Disposed	How Acquired	Date Acquired	Date Sold	Proceeds	Basis	Gain/(Loss)
<u>Morgan Stanley Ishares Gsci Commodity Index</u>						
1,621 000 Shares	P	Various	Jun-10	46,253	44,533	1,720
<u>Morgan Stanley Ishares Msci Canada Index Fund</u>						
29 000 Shares	P	Various	Feb-11	936	856	79
29 000 Shares	P	Various	Mar-11	976	856	120
10,000 Shares	P	Various	May-11	338	295	42
<u>Morgan Stanley Ishares Msci Pac Ex Jpn Idx Fd</u>						
67 000 Shares	P	Various	May-11	3,353	3,088	266
<u>Morgan Stanley Ishares Lehman US Tlps Fd</u>						
26 000 Shares	P	Various	Jun-10	2,750	2,611	140
31 000 Shares	P	Various	Sep-10	3,329	3,113	216
<u>Morgan Stanley Ishares Lehman Aggregate Bd Fd</u>						
285 000 Shares	P	Various	Jun-10	30,171	29,444	727
338 000 Shares	P	Various	Sep-10	36,465	34,919	1,546
4,667 000 Shares	P	Various	Nov-10	501,852	477,420	24,432
<u>Morgan Stanley Ishares S&P Midcap 400 Grw</u>						
17,000 Shares	P	Various	Sep-10	1,418	902	516
68 000 Shares	P	Various	Feb-11	7,343	5,094	2,249
52,000 Shares	P	Various	May-11	5,874	3,838	2,039
<u>Morgan Stanley Ishares S&P Midcap 400/Barra Value Index Fund</u>						
3 000 Shares	P	Various	Sep-10	206	144	62
81 000 Shares	P	Various	Feb-11	6,875	5,150	1,725
45 000 Shares	P	Various	May-11	3,928	2,845	1,082
<u>Morgan Stanley Ishares S&P 500/Barra Growth Index Fund</u>						
125 000 Shares	P	Various	Sep-10	7,152	5,707	1,445
1,345 000 Shares	P	Various	Nov-10	85,138	61,983	23,155
163,000 Shares	P	Various	Feb-11	11,245	7,011	4,235
169 000 Shares	P	Various	May-11	11,958	7,269	4,690
<u>Morgan Stanley Ishares S&P 500/Barra Value Index Fund</u>						
101 000 Shares	P	Various	Sep-10	5,413	4,661	753
986 000 Shares	P	Various	Nov-10	55,303	41,207	14,096
288 000 Shares	P	Various	Feb-11	18,278	11,756	6,522
12 000 Shares	P	Various	Mar-11	754	490	264
132 000 Shares	P	Various	5/6/2011	8,514	5,388	3,126
<u>Morgan Stanley Ishares S&P Smallcap 600/Barra Growth Index Fund</u>						
7 000 Shares	P	Various	Jun-10	428	272	156
489 000 Shares	P	Various	Feb-11	37,288	26,091	11,196
<u>Morgan Stanley Ishares S&P Smallcap 600/Barra Value Index Fund</u>						
44 000 Shares	P	Various	Feb-11	3,297	2,446	851
21 000 Shares	P	Various	May-11	1,598	1,168	431
<u>Morgan Stanley Ishares Dow Jones US Real Estate Index Fund</u>						
1,008 000 Shares	P	Various	Jun-10	52,319	29,213	23,105
<u>Morgan Stanley - Vanguard Emerging Mkts Vipers Fund</u>						
74,000 Shares	P	Various	Sep-10	3,166	1,628	1,541
25 000 Shares	P	Various	Mar-11	1,164	549	615
147 000 Shares	P	Various	May-11	7,323	3,229	4,094
<u>Morgan Stanley - Vanguard Short Term Bond ETF</u>						
60 000 Shares	P	Various	Mar-11	4,822	4,891	(70)
38 000 Shares	P	Various	May-11	3,085	3,098	(33)
<u>Morgan Stanley - Vanguard Intermediate-Term Bond ETF</u>						
727 000 Shares	P	Various	Feb-11	59,088	62,266	(3,179)
20 000 Shares	P	Various	Mar-11	1,647	1,713	(66)

**Statement Attached and Made Part Of
HCR Manor Care Foundation, Inc.
Form 990PF, Part IV
For the Tax Year Ended May 31, 2011
FEIN: 52-2031975**

Description of Property Disposed	How Acquired	Date Acquired	Date Sold	Proceeds	Basis	Gain/(Loss)
	P	Various	May-11	916	942	(27)
Morgan Stanley - Vanguard Total Bond Market ETF						
476 000 Shares	P	Various	Feb-11	37,723	39,020	(1,297)
57 000 Shares	P	Various	Mar-11	4,560	4,673	(113)
38 000 Shares	P	Various	May-11	3,072	3,115	(43)
Morgan Stanley - Vanguard Short Term Corporate Bond						
10.000 Shares	P	Various	Mar-11	777	772	5
7.000 Shares	P	Various	May-11	546	540	6
Morgan Stanley Powershares Db Cmdty Ind Tracking Fd						
158 000 Shares	P	Various	Sep-10	3,639	3,523	116
298 000 Shares	P	Various	Feb-11	8,570	7,364	1,206
157 000 Shares	P	Various	Mar-11	4,755	3,880	876
122 000 Shares	P	Various	May-11	3,854	3,015	839
Morgan Stanley - Goldman Sachs \$ Investop						
300 000 Shares	P	Various	Feb-11	32,198	33,244	(1,046)
Morgan Stanley - Vanguard European Vipers						
275 000 Shares	P	Various	Sep-10	12,790	9,438	3,352
883.000 Shares	P	Various	Nov-10	44,570	31,825	12,745
23.000 Shares	P	Various	Mar-11	1,196	1,193	3
213 000 Shares	P	Various	May-11	11,896	10,131	1,765
Morgan Stanley - Vanguard Pacific Et						
91 000 Shares	P	Various	Sep-10	4,777	3,650	1,128
55 000 Shares	P	Various	Nov-10	3,106	2,206	900
29.000 Shares	P	Various	Mar-11	1,707	1,445	263
Morgan Stanley - Vanguard Reit Vipers						
57 000 Shares	P	Various	Sep-10	2,988	2,932	56
57.000 Shares	P	Various	Feb-11	3,345	2,989	355
9 000 Shares	P	Various	Mar-11	520	463	57
62 000 Shares	P	Various	May-11	3,832	3,190	642
Morgan Stanley - Vanguard Small-Cap Growth ETF						
33 000 Shares	P	Various	May-11	2,910	2,769	141
Morgan Stanley Barclays Tps Bd Fd						
36 000 Shares	P	Various	Mar-11	3,903	3,615	288
24 000 Shares	P	Various	May-11	2,662	2,410	251
Morgan Stanley - Vanguard Short Term ETF						
			Mar-11	Long-term capital gain distribution		
Morgan Stanley - Vanguard Intermediate-Term Bond ETF						
			Mar-11	Long-term capital gain distribution		
Total Gain (Loss) on Sale of Investments				1,231,839	1,075,484	156,665

Statement Attached and Made Part Of
HCR ManorCare Foundation, Inc.
Form 990PF, Page 6, Part VIII-1
List of Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees and Contractors
For the Tax Year Ended May 31, 2011
FEIN: 52-2031975

a) Name and Address	b) Title/Average Hours	c) Compensation	d) Contributions to Employee Benefit Plans	e) Expense Account and Other Allowances
Rick Rump 333 N. Summit Street Toledo, Ohio 43604	President and Director/ as necessary	0	0	0
Jennifer Steiner 333 N. Summit Street Toledo, Ohio 43604	Executive Director/ (from 2003 to August 2010)/ 25 hours per week	\$ 21,579	0	0
William White 333 N. Summit Street Toledo, Ohio 43604	Director/ (from August 2010)/ 14 hours per week	\$ 30,538	0	0
Eric Talbert 333 N. Summit Street Toledo, Ohio 43604	Treasurer, Director/ (from January 2010)/ as necessary	0	0	0
Bruce Schroeder 333 N. Summit Street Toledo, Ohio 43604	Director/ (from July 2009)/ as necessary	0	0	0
Carla Hughes 333 N. Summit Street Toledo, Ohio 43604	Director/ (from July 2009)/ as necessary	0	0	0
Lynn Hood 333 N. Summit Street Toledo, Ohio 43604	Director/ (from July 2009)/ as necessary	0	0	0
Matt O'Connor 333 N. Summit Street Toledo, Ohio 43604	Secretary, Director/ (from to January 2010)/ as necessary	0	0	0
Martin Allen 333 N. Summit Street Toledo, Ohio 43604	Director/ (from January 2009)/ as necessary	0	0	0

**Statement Attached and Made A Part of
HCR Manor Care Foundation, Inc.
Form 990-PF, Part XV, Line 3a and 3b
For the Tax Year Ended May 31, 2011
FEIN 52-2031975**

**HCR Manor Care Foundation, Inc.
Summary of Grants Paid and Approved**

	Grants Awarded in Fiscal 5/31/11	Grants Paid in Fiscal 5/31/11	Grants Approved for Future Payment
Grants to organizations awarded in fiscal 5/31/10		(73)	13,572
Grants to organizations awarded in fiscal 5/31/11		106,750	106,750
Total grants paid in fiscal 5/31/11		106,677	120,322
			15,000

**Statement Attached and Made A Part of
HCR Manor Care Foundation, Inc
Form 990-PF, Part XV, Line 3a and 3b
For the Tax Year Ended May 31, 2011**

FEIN 52-2031975

<u>Name of Organization</u>	<u>Foundation Status</u>	<u>Awarded in Fiscal 2010</u>	<u>Paid in Fiscal 2011</u>	<u>Approved for future payment</u>
Heartland Hospice Memorial Fund, Inc <i>Toledo, OH</i>	509(a)(1)	\$8,395	\$8,322	\$0
Maryland Hospital Association Incorporated <i>Elkridge, MD</i>	501(c)(6)	\$20,000	\$5,000	\$15,000
West Virginia Council of Churches <i>Charleston, WV</i>	509(a)(1)	\$250	\$250	\$0
	<u>\$28,645</u>	<u>\$13,572</u>		<u>\$15,000</u>

**Statement Attached and Made A Part of
HCR ManorCare Foundation, Inc.
Form 990-PF, Part XV, Line 3a and 3b
For the Tax Year Ended May 31, 2011
FEIN 52-2031975**

<i>The following grants are for general support of these non-profit organizations</i>	<u>Foundation Status</u>	<u>Awarded in Fiscal 2011</u>	<u>Paid in Fiscal 2011</u>	<u>Approved for future payment</u>
<u>Name of Organization</u>				
American Red Cross of Greater Toledo Toledo, OH		\$1,000	\$1,000	\$0
Haitian American Nurses Association Miami, FL	509(a)(1)	\$50,000	\$50,000	\$0
Toledo-Lucas County Carnet, Inc Toledo, OH	509(a)(1)	\$2,000	\$2,000	\$0
Read for Literacy Toledo, OH		\$1,000	\$1,000	\$0
American Cancer Society - Southern Lucas County Relay for Life Toledo, OH		\$1,000	\$1,000	\$0
National Ovarian Cancer Coalition - Northwest Ohio Chapter Toledo, OH		\$1,000	\$1,000	\$0
Juvenile Diabetes Research Foundation Toledo, OH	509(a)(1)	\$3,000	\$3,000	\$0
Arthritis Foundation Toledo, OH		\$2,500	\$2,500	\$0
Komen Northwest Ohio Race for the Cure (aka Susan G. Komen Foundation) Toledo, OH		\$2,500	\$2,500	\$0
American Heart Association Toledo, OH		\$2,500	\$2,500	\$0
West Virginia Council of Churches		\$250	\$250	\$0
Dakota Medical Foundation		\$500	\$500	\$0
NDAD		\$500	\$500	\$0
TNT Kid's Fitness		\$500	\$500	\$0
YWCA Cass Clay		\$500	\$500	\$0
DBG		\$500	\$500	\$0
Girl Scouts - Dakota Horizons	509(a)(2)	\$500	\$500	\$0
Camp Fire USA Northern Star Council		\$500	\$500	\$0
Rape and Abuse Crisis Center of Fargo-Moorhead		\$500	\$500	\$0
American Red Cross Minn-Kota Chapter	509(a)(1)	\$500	\$500	\$0
YMCA of Cass and Clay Counties		\$500	\$500	\$0
Project HERO		\$500	\$500	\$0
The Perry Center		\$500	\$500	\$0
Yoe Fire Company Ambulance Service		\$500	\$500	\$0
Happy Tails Therapy Dogs		\$500	\$500	\$0
Winterstown - Felton 4-H Club		\$500	\$500	\$0
Jewish Family Services of York		\$500	\$500	\$0
Red Lion Area Senior Center		\$500	\$500	\$0
Stewartstown Senior Center		\$500	\$500	\$0
Women's Association Kreutz Creek PC		\$500	\$500	\$0
St. Joseph Church	170(B)(1)(a)(i)	\$500	\$500	\$0
The Children's Home of York / The Girls' Center (Airville) Salem U.M.C.		\$500	\$500	\$0
KPET - Keystone Pet Enhanced Therapy Serv		\$500	\$500	\$0
Alzheimer's Association - Greater Pennsylvania Chapter		\$500	\$500	\$0
NAMI PA York County		\$500	\$500	\$0
Girl Scouts - Troop 903	509(a)(2)	\$500	\$500	\$0
The Kidney Foundation of Central PA		\$500	\$500	\$0
Red Lion Grange #1781		\$500	\$500	\$0
Leg Up Farm		\$500	\$500	\$0
MOMS Club of York East		\$500	\$500	\$0
Olivia House - A Grief and Loss Center for Children		\$500	\$500	\$0
Always Faithful Fellowship Committee		\$500	\$500	\$0
El Zagal Shrine Center		\$500	\$500	\$0

The following grants are for general support of these non-profit organizations
Name of Organization

Name of Organization	Foundation Status	Awarded in Fiscal 2011	Paid in Fiscal 2011	Approved for future payment
Girl Scouts of Eastern Oklahoma - Troop #116	509(a)(2)	\$500	\$500	\$0
American Cancer Society		\$500	\$500	\$0
Toledo Area Humane Society		\$500	\$500	\$0
Rochester Area Youth Assistance		\$500	\$500	\$0
Millington Boy Scout Troop #552	509(a)(2)	\$500	\$500	\$0
ROPARD		\$500	\$500	\$0
Hospice of the Florida Suncoast, Inc.	509(a)(2)	\$500	\$500	\$0
The American Legion Post #733 - Youth Soul Steppers		\$500	\$500	\$0
Releasing the Waters Worldwide, Inc		\$500	\$500	\$0
Sanilac County Sheriff's Victim Services Unit #65		\$500	\$500	\$0
Cherished Cockers Rescue		\$500	\$500	\$0
Grand Rapids Area Swimming Pool, Inc.		\$500	\$500	\$0
Friends of the Lomira Public Library		\$500	\$500	\$0
Pocono Native American Inter-tribal Assoc		\$500	\$500	\$0
American Rose Society Toledo Rose Society - Toledo OH	509(a)(2)	\$500	\$500	\$0
Children's Theatre Workshop of Toledo		\$500	\$500	\$0
Bright and Morning Star Outreach		\$500	\$500	\$0
Michigan Military Moms - Macomb Chapter		\$500	\$500	\$0
St. Mark Baptist Church - Food Pantry	170(B)(1)(a)(i)	\$500	\$500	\$0
Toledo Area Humane Society		\$500	\$500	\$0
Children's Turner Foundation		\$500	\$500	\$0
Continental Divide Trail Alliance		\$500	\$500	\$0
Foster Heart Link, Inc.		\$500	\$500	\$0
Girl Scouts of Western Ohio	509(a)(2)	\$500	\$500	\$0
Animal House Rescue		\$500	\$500	\$0
Mobile Meals of Toledo		\$500	\$500	\$0
Wood County Court Appointed Special Advocates		\$500	\$500	\$0
JARC		\$500	\$500	\$0
Boy Scout Troop #39	509(a)(2)	\$500	\$500	\$0
First Presbyterian Church of Monroe, MI	170(B)(1)(a)(i)	\$500	\$500	\$0
Diabetes Youth Program		\$500	\$500	\$0
The Upper Room of Erie		\$500	\$500	\$0
Toledo Repertoire Company	509(a)(2)	\$500	\$500	\$0
Air Search Rescue Canine Division		\$500	\$500	\$0
American Legion Auxiliary Boca Raton Unit #277		\$500	\$500	\$0
Humane Society Serving Logan County		\$500	\$500	\$0
Girl Scouts of Southeast Michigan	509(a)(2)	\$500	\$500	\$0
Western Avenue Family Center		\$500	\$500	\$0
American Cancer Society of Bay County - Relay for Life		\$500	\$500	\$0
United States Naval Sea Cadets Corps - Commodore Perry Division		\$500	\$500	\$0
Boy Scout Troop #663	509(a)(2)	\$500	\$500	\$0
Paint Creek Center for the Arts		\$500	\$500	\$0
Shickshinny Volunteer Fire Department		\$500	\$500	\$0
Toledo School for the Arts Parent's Organization		\$500	\$500	\$0
First Church of God - School Supplies/Clothing Program	170(B)(1)(a)(i)	\$500	\$500	\$0
Messiah Church - Community Assistance Programs	170(B)(1)(a)(i)	\$500	\$500	\$0
United Hearts of Haiti		\$500	\$500	\$0
		\$106,750	\$106,750	\$0

Statement Attached and Made Part of
HCR Manor Care Foundation, Inc.
Form 990-PF – Part XV, Lines 2b, 2c & 2d
For the tax year ended May 31, 2011
FEIN: 52-2031975

HCR ManorCare Foundation ***Grant Guidelines***

Eligibility

The HCR ManorCare Foundation makes grants exclusively to organizations that are tax-exempt under Section 501(c)(3) of the Internal Revenue Code. While not a requirement for approval, strong preference is given to organizations whose service areas are in proximity to HCR ManorCare facilities.

HCR ManorCare currently operates in 33 states: Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Maryland, Michigan, Minnesota, Missouri, Nevada, New Jersey, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, West Virginia and Wisconsin.

The HCR ManorCare Foundation does not support the following:

- Fundraising events
- Advertising
- Individuals
- For-profit organizations
- Building or capital campaigns
- Political purposes or campaigns
- Endowment funds
- Multiple year grants
- Overhead fees
- General purpose/operating grants

Application Process

Step One:

Grant Application

Grant applications are accepted on a rolling basis. The HCR ManorCare Foundation Board of Directors makes grant decisions in June and December of each year. If your organization and program support the HCR ManorCare Foundation's mission statement and meeting funding criteria, a grant application may be submitted. Applications are accepted only through the online application process. You may complete this process by simply accessing the Online Application link that immediately follows this page. Again, please note that we recommend that you submit your grant application by either April 1st or October 1st in order to be eligible for consideration at the Board of Directors meeting in June and December.

Step Two:

Foundation Reviews Grant Application

Upon submission, grant seekers will be notified that their grant application has been received. Applications undergo a preliminary review by Foundation staff. Additional information or a site visit may be requested as part of this review process. Those grant applications that meet the Foundation's criteria and funding priorities will be forwarded to the Board of Directors and slated for consideration at the next biannual meeting. Applicants whose projects do not meet these criteria will be notified, and their applications will be withdrawn from the approval process.

Step Three:

Foundation Notifies Grant Applicant of Grant Decisions

Determination of awards will take place upon or shortly subsequent to review by the Board of Directors. Grant seekers will be notified of the Foundation's decisions within one month of the Board of Directors meeting at which their application was considered. Grants will be awarded within two weeks of notification.

HCR Manor Care
Foundation

GRANT APPLICATION WORKSHEET

COVER SHEET INFORMATION

Request Date: _____

Legal name of organization applying: _____
(Should be same as on IRS determination letter)

Organization Address: _____

City/State/Zip: _____

Organization Telephone Number: _____ Fax Number: _____

Organization Web Site: _____

501c3 Identification Number: _____

Organization Mission: _____

Organization Annual Budget: _____

Primary Contact Name: _____ Primary Contact Title: _____

Primary Contact Telephone: _____ Primary Contact Email: _____

Executive Director Name: _____ Executive Director Telephone: _____

Executive Director Email: _____

Project Name: _____

Project Geographic Area Served: _____

Project Request Amount: \$ _____

Any previous funding from HCR Manor Care Foundation? _____ If yes, what? _____

GRANT APPLICATION WORKSHEET

I. COVER SHEET

II. PROPOSAL INFORMATION:

Executive Summary (1/2 page)

- ✓ Nature and size of problem to be addressed (supported by data with sources)
- ✓ Project goals (Broad programmatic goals)
- ✓ Measurable project objectives
- ✓ Action plan with time line (specific activities to be implemented)
- ✓ Target population (who and how many individuals will be served)
- ✓ Expected outcomes of the project (what will have changed after the project is implemented)
- ✓ Evaluation plan (how will you measure the project's success?)
- ✓ Collaborations (what other organization's are partnering on the project?)
- ✓ Project leaders (names, positions and a brief description of qualifications)

III. BUDGET/FINANCIALS:

- ✓ Project budget (include both income and expenses for project)
- ✓ Sources, amounts and status of project support (include and indicate both solicited and committed funds)
- ✓ Specific budget expenses that will be fulfilled by an HCR Manor Care Foundation grant?
- ✓ Would you be willing to accept less than your full grant request?
- ✓ Budget priority items (in the event that we are unable to meet your full request, please indicate priority items in the grant budget)
- ✓ Long term funding plan (how will you fund the project after this year?)
- ✓ Financial statements or Form 990

IV. GENERAL ORGANIZATION INFORMATION:

- ✓ Organization history
- ✓ Brief description of organization's other current programs
- ✓ Board of Directors (list names and affiliations)

V. MISCELLANEOUS:

- ✓ Involvement of any HCR Manor Care employees or residents in your project/agency (List name, position and facility/office location)

This document is provided to grant applicants only for pre-submission planning. Official grant applications are only accepted on-line. You may obtain an on-line grant application by visiting our website at www.hcr-manorcare.org.

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How the Program Works

The Community Care Fund will award grants to selected non-profit organizations up to \$500. Organizations are eligible for one grant per calendar year. Organizations may apply for a grant in subsequent years.

Applications are reviewed and grants are awarded by a committee of HCR ManorCare employees in select communities. Communities considered for support change regularly.

Grant Guidelines

For communities currently being served by the Community Care Fund, the following grant guidelines should be considered.

Your organization may be eligible for a Community Care Fund grant if:

- Your organization and proposed project provides/will provide services, support and/or education to patients and residents of HCR ManorCare facilities. Examples include:
 - An organization that coordinates the visitation of therapy dogs to HCR ManorCare patients or residents.
 - An organization that provides educational material about a topic which is relevant to patients' health conditions.
 - An organization that provides artistic opportunities for HCR ManorCare patients or residents.
- Your organization has an established relationship with an HCR ManorCare location or presents a plan for collaboration with the local HCR ManorCare location as a part of the grant application.
- Your organization is recognized by the Internal Revenue Service as tax exempt under section 501(c)(3) and is a public charity under section 509(a) of the IRS Code. Organizations must have a valid employer identification number (EIN) or be an instrument of a state or local government under IRS Section 170(c)(1).

Your organization is not eligible for a Community Care Fund grant if it is a:

- Professional association.
- Political or lobbying organization.
- Social organization or other organization supported by individuals for the benefit of themselves such as bridge clubs, bowling teams, ski clubs, fraternities and athletic teams.
- Program directly involved with supporting the ministries or administrative work of religious organizations (religious organizations are eligible if the programs are for nonsectarian purposes and are available to and used by the general public).
- Trade organization.

Corporate Office Charitable Event Giving Program

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Employee Information

Employee ID number

First Name

Last Name

Corporate Office Department

Employee's Work Telephone Number

Nonprofit Organization Information

Organization Legal Name

Also Known As Name

Address

City

State

Zip Code

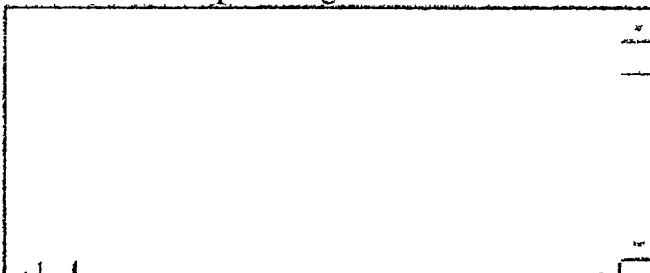
Phone Number

Fax

Organization Email Address

Organization Website Address

Describe the nonprofit organization's mission and work.



Event Information

Name of Event

Date of Event

Have you ever received company support for this event before?

Team Captain Responsibilities

In order to request corporate office charitable giving support, the applicant must be willing to serve as the team captain, which includes managing the participation in the event. Team captains commit to the following:

- Submitting a request for company support
- Serving as the liaison between Community Relations Department and the nonprofit organization
- Recruiting event participants
- Collecting and processing participant entry fees, if necessary
- If he or she chooses to promote the event on the 6th floor, scheduling and committing him- or herself or volunteers to monitor the display table on the 6th floor from 11:30 am – 1:00 pm for one week prior to the event registration deadline.
- Gathering t-shirt sizes and reporting this information to Community Relations department by designated date
- Providing Community Relations department with event information and logo to include on promotional posters, HCR ManorCare Gives website and Community Relations distributed email
- Organizing and communicating with team participants about the logistics of the event
- Attending the event and handling event booth if necessary

Are you willing to fulfill the duties of team captain?

Do you currently have any team members recruited?

Further comments/explanation

Need assistance with this form?

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Employee Volunteer — GRANT PROGRAM —

for more information please call

877.329.9500

or visit our website

hcr gives.org

Employee Volunteer — GRANT PROGRAM —

HCR ManorCare

PO Box 10086
Toledo, OH 43699-0086
(Phone) 877.329.9500
(Fax) 419.754.2290

gives@hcr-manorcare.com

How to Apply

1 Submit Online Application

- (a) Navigate to www.hcrgives.org
- (b) Click on "Employee Programs"
- (c) Choose "Employee Volunteer Grant Program"
- (d) Choose "Click here to apply"
- (e) Print copy of online completed form.

2 Obtain Volunteer Organization Verification

- (a) Employee provides printed copy of online application to volunteer organization
- (b) Volunteer organization representative completes verification section.
- (c) Volunteer organization returns verified application to the program address listed on back of this brochure

Applications are only eligible for consideration after both the online application has been submitted and the volunteer organization verification has been received.

If you are unable to submit an application online, please contact HCR ManorCare Gives at 877.329.9500 for guidance.

Annual application deadline is

supporting the efforts of our

the
building strong communities

HCR ManorCare is committed to enhancing the quality of life in local communities. Through the Employee Volunteer Grant Program, we recognize and financially support the efforts of our employees volunteering their time and talents to local non-profit organizations



EMPLOYEE ELIGIBILITY

In order to apply for a grant, an employee must be classified as a full or part-time HCR ManorCare employee (as defined in the Employee Handbook) in good standing, with at least one year of continuous company service. An employee must also be an active, non-compensated volunteer at the non-profit organization for which he or she is applying for a grant.

GRANT AMOUNTS

Each grant will be \$500. Employees may apply for one \$500 grant per year.

ORGANIZATION ELIGIBILITY

Organizations recognized by the Internal Revenue Service as tax exempt under section 501(c)(3) and are public charities under section 509(a) of the IRS Code are eligible. Organizations must have a valid employer identification number (EIN) or be an instrument of a state or local government under IRS Section 170(c)(1).

ORGANIZATION EXCLUSIONS

Ineligible organizations and programs include

- Programs directly involved with supporting the sacramental ministries or administrative work of religious organizations (religious organizations are eligible if the programs are for secular purposes and are available to and used by the general public).
- Professional associations.
- Labor organizations.
- Political and lobbying organizations.
- Social organizations or other organizations supported by individuals for the benefit of themselves such as bridge clubs, bowling teams, ski clubs, fraternities and athletic teams.
- Trade organizations.
- Private foundations.
- Organizations that represent a conflict of interest for employees or the company, or may involve the company in controversial public issues.
- Public or private schools for non-academic purposes.

GRANT DECISIONS

An employee review committee will review and select grant recipients. The committee comprises diverse members from across the company's business and operating groups. Among considerations in making grant decisions will be the following.

- Number of grant applications received
- Time committed as a volunteer
- Nature of volunteer activity
- Number of grants employee has received in the past
- Length of time employee has been a volunteer with the organization
- A board of directors will evaluate the review committee recommendations and make final determinations on grant recipients. Grants will be announced in the spring each year

Employee Volunteer Grant Application

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FEIN. 52-2031975

Employee Contact Information

Employee ID Number *

First Name *

Last Name *

E-mail Address *

Telephone Number

Mobile Telephone Number

Nonprofit Organization Information

Nonprofit Organization Legal Name *

Nonprofit Organization Address *

Nonprofit Organization City *

Nonprofit Organization State *

Nonprofit Organization Zip Code *

Nonprofit Organization Email Address

Nonprofit Organization Telephone

Nonprofit Organization Federal Tax ID Number *

Please describe the nonprofit's mission and work. *

Employee Involvement with Nonprofit Organization

On what date did you begin working for this nonprofit organization? *

Number of volunteer hours within the last 12 months. *

What program/activity within the nonprofit organization do you volunteer for? *

Do you verify that all of the information provided in this application is accurate? *

Nonprofit Organization Contact Section

First Name

Last Name

Title

Telephone Number

HCR Manor Care Foundation Volunteer Grant Program

The Volunteer Grant Program supports HCR Manor Care employees who make a serious commitment to actively volunteering with non-profit organizations in their communities. Through its program, employees who volunteer may apply for a cash grant from the Foundation in support of the nonprofit organizations they assist. The program is funded and managed by the HCR Manor Care Foundation.

Employee Eligibility

In order to apply for a grant, an employee must be classified as a full- or part-time HCR Manor Care employee (as defined in the Employee Handbook), in good standing, with at least one year of continuous company service. An employee must also be an active, non-compensated volunteer at a nonprofit organization for which he or she is applying for a grant.

Organization Eligibility

Any nonprofit institution or organization is eligible that is recognized by the Internal Revenue Service as tax exempt under section 501 (c) (3) and is a public charity under section 509 (a)(1) of the IRS Code. Organizations must have a valid employer identification number (EIN) or be an instrument of a state or local government under IRS Section 170 (c)(1).

Ineligible organizations and programs include:

- 1. Programs directly involved with supporting the sacramental ministries or administrative work of religious organizations (*religious organizations are eligible if the programs are for nonsectarian purposes and are available to and used by the general public*)
- a. Professional associations
- b. Labor organizations
- c. Political and lobbying organizations
- d. Social organizations or other organizations supported by individuals for the benefit of themselves such as bridge clubs, bowling teams, ski clubs, fraternities and athletic teams
- e. Trade organizations
- f. Private foundations
- g. Organizations that represent a conflict of interest for employees or the company or may involve the company in controversial public issues
- h. Public or private schools for nonacademic purposes

Application Process

The process begins by submitting an application on-line through the company's intranet or the Foundation's website. On the company intranet, point your browser to 'Departments,' Foundation,' Volunteer Grant Program,' and 'On-line Application.' Or, you can access the application through the Foundation's website at www.hcr-manorcare.org. Point your browser to 'Volunteer Grant Program,' 'On-line Application.' Complete the form on-line, electronically submit the form and then print a copy of the completed form. This printed copy should be forwarded to your volunteer organization to have its representative complete the organization's verification and signature portion of the form. After completing the application form, the organization will send it to the HCR Manor Care Foundation. Applications are only eligible for consideration after both the on-line application has been submitted and the volunteer organization verification has been received. If you are unable to submit an application on-line, you may use this grant application form.

The HCR Manor Care Foundation will appoint a Volunteer Grant Program Review Committee to review and select grant recipients. Members of the Volunteer Grant Program Review Committee will serve one year after which, new members will be appointed. The committee will be diverse, comprising members from across the company's business and operating groups.

The Volunteer Grant Program Review Committee will review and discuss applications and recommend grant recipients to the HCR Manor Care Foundation Board of Directors once per year. The HCR Manor Care Foundation Board of Directors will review the Volunteer Grant Program Review Committee recommendations and make final determinations on grant recipients.

HCR Manor Care
Foundation
P.O. Box 12635, Toledo, OH 43699-0286
Telephone: 419.252.3889 Fax: 419.252.3821