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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 07-01-2010 and ending 06-30-2011

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

C Name of organization
QUEENSCARE

Doing Business As

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

Room/suite

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

D Employer identification number
95-1644040

E Telephone number
(323) 669-4345

G Gross receipts $ 53,399,000

F Name and address of principal officer
BARBARA B HINES
1300 N VERMONT AVE STE 1002
LOS ANGELES, CA 90027

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

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

H(c) Group exemption number ▶

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

J Website: ▶ www queenscare org

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1936

M State of legal domicile CA

Part I Summary

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

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net 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 individuals employed in calendar year 2010 (Part V, line 2a)	**5**	58
6	Total number of volunteers (estimate if necessary)	**6**	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	613,000
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	604,900	670,000
9	Program service revenue (Part VIII, line 2g)	284,000	367,000
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	17,581,000	17,698,000
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	305,100	671,000
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	18,775,000	19,406,000
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	6,997,311	6,595,444
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)	3,851,613	3,526,328
16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶88,530		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	6,664,076	7,293,125
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	17,513,000	17,414,897
19	Revenue less expenses Subtract line 18 from line 12	1,262,000	1,991,103

		Beginning of Current Year	End of Year
Net Assets or Fund Balances			
20	Total assets (Part X, line 16)	359,959,000	398,286,000
21	Total liabilities (Part X, line 26)	10,476,000	9,296,000
22	Net assets or fund balances Subtract line 21 from line 20	349,483,000	388,990,000

Part II Signature Block

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

Sign Here

****** 2012-04-30
Signature of officer — Date

BARBARA B HINES CEO/PRESIDENT
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
JOSEPH E LUNDY	JOSEPH E LUNDY	2012-05-14	☐	

Firm's name ▶ MYERS BRIER & KELLY LLP — Firm's EIN ▶

Firm's address ▶ 2 BALA PLZ STE 300
BALA CYNWYD, PA 190041512

Phone no ▶ (610) 660-7788

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III . . . . . ☑

1 Briefly describe the organization's mission

QUEENSCARE PROVIDES A CONTINUUM OF HIGH

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 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 5,074,333 including grants of $) (Revenue $)

QUEENSCARE OPERATES JOINTLY WITH QUEENSCARE FAMILY CLINICS TO PROVIDE A NETWORK OF SIX FREESTANDING FAMILY HEALTHCARE CLINICS IN AREAS OF LOS ANGELES COUNTY THAT ARE MEDICALLY UNDERSERVED THE CLINICS PROVIDE SERVICES TO ALL PATIENTS WITHOUT REGARD TO ABILITY TO PAY EACH CLINIC IS AN APPROVED MEDICAID AND MEDICARE PROVIDER THE CLINICS PROVIDE FREE MEDICAL CARE FOR THOSE WHO DO NOT HAVE THE FINANCIAL RESOURCES OR COVERAGE BY HEALTH PLANS, INSURANCE, OR GOVERNMENT PROGRAMS THE CLINICS PROVIDE PREVENTIVE, DIAGNOSTIC, AND FOLLOW-UP MEDICAL AND DENTAL CARE TO THE RESIDENTS OF LOW-INCOME COMMUNITIES DURING 2010-2011, THE CLINICS SERVED APPROXIMATELY 37,000 PATIENTS WHICH ACCOUNTED FOR 139,000 VISITS QUEENSCARE ALSO PROVIDES MOBILE VISION AND DENTAL PROGRAMS TO LOW-INCOME SCHOOL COMMUNITIES THROUGH LAUSD, THE LOCAL SCHOOL DISTRICT, WITH VISION SCREENINGS AND 4 MOBILE FULLY EQUIPPED DENTAL VANS IN PARTNERSHIP WITH THE CLINICS, QUEENSCARE PROVIDES FUNDING FOR A PERINATAL SERVICE FOR HIGH-RISK PREGNANCIES

4b (Code) (Expenses $ 5,008,470 including grants of $ 4,504,054) (Revenue $)

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

4c (Code) (Expenses $ 2,244,247 including grants of $) (Revenue $ 367,282)

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

4d Other program services (Describe in Schedule O) **See also Additional Data for Description**

(Expenses $ 2,746,264 including grants of $ 1,967,402) (Revenue $)

4e **Total program service expenses** ▶ $ 15,073,314

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**	Yes	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	**35**		No
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* ☐ Yes ☑ No			
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . . .

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a	90		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	62		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	2a	58		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a	Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .			5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .			7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O			13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			14b		

Part VI **Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI . . . . . ☑

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	15		
b	Enter the number of voting members included in line 1a, above, who 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 governing documents since the prior Form 990 was filed?	4			No
5	Did the organization become aware during the year of a significant 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	
9	Is there any officer, director, 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	9			No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b		No
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

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

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

☐ Own website ☑ Another's website ☑ Upon request

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

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

BARBARA B HINES CEO
1300 N VERMONT AVE STE 1002
LOS ANGELES, CA 90027
(323) 669-4305

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

Check if Schedule O contains a response to any question in this Part VII . . . . . .☐

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- 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, and 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 neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JAY GUERENA CHAIRMAN	2 00	X		X				0	0	0
(2) SISTER JUDY MURPHYCSJ SECRETARY	10 00	X		X				62,000	14,800	0
(3) MARINA ARONOFF DIRECTOR	2 00	X						0	0	0
(4) JOAN SANDERS BAKER DIRECTOR	2 00	X						0	0	0
(5) EDWARD LEAMER DIRECTOR	2 00	X						0	0	0
(6) ALLAN MICHELENA DIRECTOR	2 00	X						0	0	0
(7) GENE NUZIARD DIRECTOR	2 00	X						0	0	0
(8) SEN NEWTON RUSSELL DIRECTOR	2 00	X						0	0	0
(9) LOIS SAFFIAN DIRECTOR	2 00	X						0	0	0
(10) BETTIE WOODS DIRECTOR	2 00	X						0	0	0
(11) RICHARD YOO MD DIRECTOR	2 00	X						0	0	0
(12) RAPHAEL SWEET DIRECTOR	2 00	X						0	0	0
(13) STEVEN ARONOFF DIRECTOR	2 00	X						0	0	0
(14) DENISE PARTMAIAN FORGETTE DIRECTOR	2 00	X						0	0	0
(15) SHAROD HANSON DIRECTOR	2 00	X						0	0	0
(16) BARBARA B HINES PRESIDENT & CEO	20 00			X		X		111,639	108,248	0

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(17) LEE E HUEY CFO	40 00			X				82,793	83,928	0
(18) ALAN DE JONG DIR RISK MGT	40					X		101,527		
(19) LELAND CHEW DIR, I/T	40					X		100,782		
1b **Sub-Total**										
c **Total from continuation sheets to Part VII, Section A**										
d **Total (add lines 1b and 1c)**								458,741	206,976	

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 3

		Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*		No
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? *If "Yes," complete Schedule J for such individual*	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*		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

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns . .	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations . . .	1d				
	e Government grants (contributions)	1e	141,000			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	529,000			
	g Noncash contributions included in lines 1a-1f $		124,174			
	h **Total.** Add lines 1a-1f . . . . . ▶		670,000			
Program Service Revenue		Business Code				
	2a Mental Health & other programs	624100	367,000			
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a–2f . . . . . ▶		367,000			
	3 Investment income (including dividends, interest and other similar amounts) . . . . . ▶		11,092,000		613,000	
	4 Income from investment of tax-exempt bond proceeds . . ▶					
	5 Royalties . . . . . ▶		5,000	5,000		
		(i) Real	(ii) Personal			
	6a Gross Rents	2,352,000				
	b Less rental expenses	1,704,000				
	c Rental income or (loss)	648,000				
	d Net rental income or (loss) . . . . . ▶		648,000	648,000		
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	38,895,000				
	b Less cost or other basis and sales expenses	32,289,000				
	c Gain or (loss)	6,606,000				
	d Net gain or (loss) . . . . . ▶		6,606,000	6,606,000		
Other Revenue	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . . a					
	b Less direct expenses . . . b					
	c Net income or (loss) from fundraising events . . ▶					
	9a Gross income from gaming activities See Part IV, line 19 . a					
	b Less direct expenses . . . . . b					
	c Net income or (loss) from gaming activities . . ▶					
	10a Gross sales of inventory, less returns and allowances . a					
	b Less cost of goods sold . . b					
	c Net income or (loss) from sales of inventory . . ▶					
	Miscellaneous Revenue	Business Code				
	11a OTHER INCOME	900001	49,000	49,000		
	b DISCONTINUED OPER	900099	-31,000	-31,000		
	c					
	d All other revenue					
	e **Total.** Add lines 11a–11d . . . . . ▶		18,000			
	12 **Total revenue.** See Instructions . . . ▶		19,406,000	18,123,000	613,000	

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	1,967,402	1,967,402		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	4,628,042	4,628,042		
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	721,284	365,118	319,492	36,674
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,361,398	1,899,517	410,025	51,856
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	121,735	104,478	17,257	0
9 Other employee benefits	175,862	163,018	12,844	0
10 Payroll taxes	146,049	125,036	21,013	0
a Fees for services (non-employees) Management	480,882	480,882	0	0
b Legal	240,236	77,459	162,777	0
c Accounting	101,250	0	101,250	0
d Lobbying				
e Professional fundraising services *See Part IV, line 17*				
f Investment management fees				
g Other	222,763	148,742	74,021	0
12 Advertising and promotion				
13 Office expenses	131,304	55,901	75,403	0
14 Information technology				
15 Royalties				
16 Occupancy	266,793	74,954	191,839	0
17 Travel	38,585	7,928	30,657	0
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	11,771	4,710	7,061	0
20 Interest				
21 Payments to affiliates	4,504,054	4,504,054	0	0
22 Depreciation, depletion, and amortization	113,413	95,812	17,601	0
23 Insurance	781,827	60,896	720,931	0
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a				
b				
c				
d				
e				
f All other expenses	400,247	309,365	90,882	0
25 **Total functional expenses.** Add lines 1 through 24f	17,414,897	15,073,314	2,253,053	88,530
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		8,206,000	1	17,854,000
	2	Savings and temporary cash investments		220,000	2	220,000
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		222,000	4	404,000
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges			9	
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 130,880,000			
	b	Less accumulated depreciation	10b 15,296,000	119,286,000	10c	115,584,000
	11	Investments—publicly traded securities		195,703,000	11	224,831,000
	12	Investments—other securities See Part IV, line 11		36,019,000	12	38,817,000
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		303,000	15	576,000
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		359,959,000	16	398,286,000
Liabilities	17	Accounts payable and accrued expenses		3,140,000	17	2,762,000
	18	Grants payable		2,575,000	18	1,840,000
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties		4,145,000	23	4,142,000
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D		616,000	25	552,000
	26	**Total liabilities.** Add lines 17 through 25		10,476,000	26	9,296,000
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		348,828,000	27	388,335,000
	28	Temporarily restricted net assets		655,000	28	655,000
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		349,483,000	33	388,990,000
	34	Total liabilities and net assets/fund balances		359,959,000	34	398,286,000

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . . ☐

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	19,406,000
2	Total expenses (must equal Part IX, column (A), line 25)	2	17,414,897
3	Revenue less expenses Subtract line 2 from line 1	3	1,991,103
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	349,483,000
5	Other changes in net assets or fund balances (explain in Schedule O)	5	37,515,897
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	388,990,000

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separated basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . .	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
QUEENSCARE

Employer identification number
95-1644040

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

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).**

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).**

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

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

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

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

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

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

h Provide the following information about the supported organization(s)

(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? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support
Total									

Part II **Support Schedule for Organizations Described in Sections 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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public Support.** Subtract line 5 from line 4						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (Add lines 7 through 10)						

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

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f))	**14**	0 %
15 Public Support Percentage for 2009 Schedule A, Part II, line 14	**15**	

16a **33 1/3% support test—2010.** 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% support test—2009.** 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—2010.** 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—2009.** 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 a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ▶☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 through 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 $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public Support** (Subtract line 7c from line 6)						0

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 June 30, 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 section501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15	0 %
16	Public support percentage from 2009 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2010** (line 10c column (f) divided by line 13 column (f))	17	0 %
18	Investment income percentage from **2009** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2010.** 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% support tests—2009.** 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.** Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
QUEENSCARE

Employer identification number
95-1644040

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

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

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

b Assets included in Form 990, Part X ▶ $ _____

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

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

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

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

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

Part IV 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 the arrangement in Part XIV and complete the following table

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

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

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

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

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

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

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

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	24,257,000			24,257,000
b Buildings	104,607,000		13,632,000	90,975,000
c Leasehold improvements	198,000		49,000	149,000
d Equipment	1,818,000		1,615,000	203,000
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				115,584,000

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
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) ALTERNATIVE MUTUAL FUND INV	32,251,000	F
(B) CLOSELY HELD SECURITIES	6,566,000	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	38,817,000	

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

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

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

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

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
WORKERS' COMPENSATION LIABILITY	552,000
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	552,000

2. Fin 48 (ASC 740) Footnote 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 (ASC740)

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	19,406,000
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	17,414,897
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	1,991,103
4	Net unrealized gains (losses) on investments	4	37,514,000
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	37,514,000
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	39,505,103

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	56,920,000
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	37,514,000		
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	37,514,000
3	Subtract line **2e** from line **1**			3	19,406,000
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	19,406,000

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

1	Total expenses and losses per audited financial statements			1	17,414,897
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	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	17,414,897
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	17,414,897

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 IV, 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 Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
Pt V Line 4		QUEENSCARE INTENDS TO USE ITS ENDOWMENT FUNDS FOR HEALTHCARE RELATED ACTIVITIES
Pt X		QUEENSCARE HAS IDENTIFIED AND EVALUATED ITS SIGNIFICANT TAX POSITIONS FOR WHICH THE STATUTE OF LIMITATIONS REMAINS OPEN AND HAS DETERMINED THAT THERE IS NO MATERIAL UNRECOGNIZED BENEFIT OR LIABILITY TO BE RECORDED THE OPEN TAX YEARS ARE THE YEARS ENDED JUNE 30, 2008 THROUGH JUNE 30 2011 FOR FEDERAL TAX
Pt X		PURPOSES AND THE YEARS ENDED JUNE 30, 2007 THROUGH JUNE 30, 2011 FOR CALIFORNIA TAX PURPOSES THERE HAVE BEEN NO MATERIAL CHANGES IN UNRECOGNIZED BENEFITS AS OF JUNE 30, 2011, NOR ARE ANY MATERIAL CHANGES ANTICIPATED IN THE 12 MONTHS FOLLOWING JUNE 30, 2011 THERE ARE NO RELATED TAX PENALTIES OR INTEREST, WHICH WOULD BE CLASSIFIED AS A TAX EXPENSE IN THE STATEMENT OF ACTIVITIES

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
QUEENSCARE

Employer identification number
95-1644040

Part I General Information on Grants and Assistance

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

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed. . . . ▶ ☐

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

2 Enter total number of section 501(c)(3) and government organizations . . . ▶ 10

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

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) SCHOLARSHIPS	27	178,402		N/A	N/A

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

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

Additional Data

Return to Form

Software ID: 10000104
Software Version:
EIN: 95-1644040
Name: QUEENSCARE

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
BROTMAN MEDICAL CENTER3828 DELMAS TERRACE CULVER CITY,CA 90232	83-0423823		16,482				HEALTHCARE SUPP
CALIFORNIA HOSPITAL 1401 S GRAND AVE LOS ANGELES,CA 90015	94-1196203	501(C)(3)	185,703				HEALTHCARE SUPP

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
CEDARS-SINAI MED CTR 8700 BEVERLY BLVD LOS ANGELES,CA 90048	95-1644600	501(C)(3)	6,907				HEALTHCARE SUPP
CHILDREN'S HOSPITAL 4650 SUNSET BLVD LOS ANGELES,CA 90027	95-1690977	501(C)(3)	84,610				HEALTHCARE SUPP

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
PROVIDENCE SAINT JOSEPH MED CTR501 SO BUENA VISTA STREET BURBANK,CA 91505	95-1675600	501(C)(3)	22,919				HEALTHCARE SUPP
GLENDALE ADVENTIST 1509 WILSON TERRACE GLENDALE,CA 91206	95-1816017	501(C)(3)	10,988				HEALTHCARE SUPP

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
GLENDALE MEMORIAL HOSPITAL1420 SOUTH CENTRAL AVE GLENDALE,CA 91204	94-1196203	501(C)(3)	13,814				HEALTHCARE SUPP
GOOD SAMARITAN HOSPITAL1225 WILSHIRE BLVD LOS ANGELES,CA 90017	95-1656366	501(C)(3)	362,772				HEALTHCARE SUPP

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
HOLLYWOOD PRESBYTERIAN1300 N VERMONT AVE LOS ANGELES,CA 90027	30-0284087		373,132				HEALTHCARE SUPP
LOS ANGELES COMMUNITY HOSP4081 E OLYMPIC BLVD LOS ANGELES,CA 90023	95-4691839		11,773				HEALTHCARE SUPP

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
OLYMPIA MEDICAL CENTER5900 W OLYMPIC BLVD LOS ANGELES,CA 90036	42-1643090		72,209				HEALTHCARE SUPP
LACUSC MEDICAL CENTER 1200 N STATE ST INPT TOWER STE 1112 LOS ANGELES,CA 90033	95-6000927		469,830				HEALTHCARE SUPP

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
UCLA RON REAGAN MED CTR757 WESTWOOD PLAZA LOS ANGELES,CA 90095	95-6006143		40,029				HEALTHCARE SUPP
WHITE MEMORIAL MED CTR1720 CESAR E CHAVEZ AVE LOS ANGELES,CA 90033	95-3760201	501(C)(3)	14,756				HEALTHCARE SUPP

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
SHERMAN OAKS HOSPITAL4929 VAN NUYS BLVD STE 325 SHERMAN OAKS,CA 91403	20-2546649		14,599				HEALTHCARE SUPP

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
QUEENSCARE

Employer identification number
95-1644040

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☐ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☐ Compensation survey or study ☐ Form 990 of other organizations ☐ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment from the organization or a related organization?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is 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) Retirement and other 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 reportable compensation				
(1) BARBARA B HINES	(i) (ii)	111,639 108,248					111,639 108,248	
(2) LEE E HUEY	(i) (ii)	82,793 83,928					82,793 83,928	
(3) ALAN DE JONG	(i) (ii)	101,527					101,527	
(4) LELAND CHEW	(i) (ii)	100,782					100,782	
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

Part III Supplemental Information

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

Identifier	Return Reference	Explanation

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SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

▸Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
▸ Attach to Form 990.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
QUEENSCARE

Employer identification number
95-1644040

Part I Types of Property

		(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining oncash contribution amounts
1	Art—Works of art				
2	Art—Historical treasures				
3	Art—Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities—Publicly traded				
10	Securities—Closely held stock				
11	Securities—Partnership, LLC, or trust interests				
12	Securities—Miscellaneous				
13	Qualified conservation contribution—Historic structures				
14	Qualified conservation contribution—Other				
15	Real estate—Residential				
16	Real estate—Commercial				
17	Real estate—Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies	X	3	118,374	
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▸ (MEDICAL EQUIPMENT)	X	2	2,700	
26	Other ▸ (MEDICAL CLASS)	X	2	3,100	
27	Other ▸ ( )				
28	Other ▸ ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . | 29 |

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		No
b	If "Yes," describe the arrangement in Part II			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31		No
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a		No
b	If "Yes," describe in Part II			
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II			

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
QUEENSCARE

Employer identification number
95-1644040

Identifier	Return Reference	Explanation
Pt VI-A, Line 6		St Joseph's Health Support Alliance, a California

Identifier	Return Reference	Explanation
		non-profit, nonstock, public benefit corporation

Identifier	Return Reference	Explanation
		described in Section 501(c)(3) of the Internal Revenue

Identifier	Return Reference	Explanation
		Code, is the sole corporate member of QueensCare

Identifier	Return Reference	Explanation
Pt VI-A, Line 7a		In its capacity as QueensCare's sole corporate member,

Identifier	Return Reference	Explanation
		St Joseph's Health Support Alliance has the authority

Identifier	Return Reference	Explanation
		to appoint, remove, and replace each of the members of

Identifier	Return Reference	Explanation
		QueensCare's Board of Directors

Identifier	Return Reference	Explanation
Pt VI-A, Line 7b		St Joseph's Health Support Alliance, as QueensCare's

Identifier	Return Reference	Explanation
		sole corporate member, has the right to approve certain

Identifier	Return Reference	Explanation
		fundamental transactions, such as amendments to by-laws,

Identifier	Return Reference	Explanation
		QueensCare's Articles of Incorporation or resolutions

Identifier	Return Reference	Explanation
		to dissolve QueensCare's corporate existence

Identifier	Return Reference	Explanation
Pt VI-B, Line 11a		Following preparation of a final draft of the Form 990, and

Identifier	Return Reference	Explanation
		review by the organization's CEO, a draft that is complete in all material

Identifier	Return Reference	Explanation
		respects is presented to the Finance Committee for approval

Identifier	Return Reference	Explanation
		Prior to filing the return,such draft is distributed to all

Identifier	Return Reference	Explanation
		Board members prior to the meeting of the Board at which details

Identifier	Return Reference	Explanation
		of the return are discussed and each Board member is

Identifier	Return Reference	Explanation
		provided with the opportunity to ask questions

Identifier	Return Reference	Explanation
Pt VI-B, Line 12c		The organization's Board members, corporate officers, and

Identifier	Return Reference	Explanation
		staff are subject to a w ritten conflicts of interest

Identifier	Return Reference	Explanation
		policy Pursuant to that policy, each such person is required to

Identifier	Return Reference	Explanation
		identify any transaction with the organization in which

Identifier	Return Reference	Explanation
		the person has (or may have) a financial interest If a

Identifier	Return Reference	Explanation
		conflict (or potential conflict) is identified, the Board,

Identifier	Return Reference	Explanation
Form 990, Part III, Line 4d		QUEENSCARE ALSO CONTRIBUTES TO THE GENE AND MARILYN 178402 0 0 QUEENSCARE ALSO CONTRIBUTES TO AIDS ORGANIZATIONS, 2596550 1967402 0

Identifier	Return Reference	Explanation
Form 990, Part IX, Line 24f		PHARM & MEDICAL SUPPLIES REPAIR & MAINTENANCE TAXES & LICENSES SUBSCRIPTIONS OTHER EXPENSES

Identifier	Return Reference	Explanation
		excluding any involved Board members, carefully reviews

Identifier	Return Reference	Explanation
		the terms of the transaction and makes a determination

Identifier	Return Reference	Explanation
		as to whether the transaction is fair and reasonable

Identifier	Return Reference	Explanation
		to the organization under all the facts and circumstances

Identifier	Return Reference	Explanation
		The organization monitors and enforces compliance with

Identifier	Return Reference	Explanation
		this policy by (i) discussing such issues at its annual

Identifier	Return Reference	Explanation
		meeting, (ii) requiring all covered persons to annually

Identifier	Return Reference	Explanation
		provide written certification of their compliance with

Identifier	Return Reference	Explanation
		the policy, and (iii) carefully reviewing all material

Identifier	Return Reference	Explanation
		transactions to identify potential or real conflicts

Identifier	Return Reference	Explanation
Pt VI-B, Line 15		A Compensation Committee comprised of independent Board

Identifier	Return Reference	Explanation
		members formulates a proposed compensation level for

Identifier	Return Reference	Explanation
		the CEO by reviewing general compensation data for similarly

Identifier	Return Reference	Explanation
		situated organizations Following such a review, the

Identifier	Return Reference	Explanation
		Compensation Committee presents its findings and recommendations to the

Identifier	Return Reference	Explanation
		Board at which Board members are provided with the opportunity to

Identifier	Return Reference	Explanation
		ask questions Based on the findings and recommendations

Identifier	Return Reference	Explanation
		of the Compensation Committee, a Board vote is taken to

Identifier	Return Reference	Explanation
		establish the new compensation level for the CEO

Identifier	Return Reference	Explanation
		Deliberations of the Compensation Committee and the Board are

Identifier	Return Reference	Explanation
		recorded in the organization's minute book The

Identifier	Return Reference	Explanation
		evaluation, review, and recommendation process was last

Identifier	Return Reference	Explanation
		undertaken by the Compensation Committee in June 2010

Identifier	Return Reference	Explanation
		and its findings and recommendations with regard to the

Identifier	Return Reference	Explanation
		CEO's compensation level were approved by the Board in

Identifier	Return Reference	Explanation
		June 2010

Identifier	Return Reference	Explanation
Pt VI-C, Line 19		The organization's annual financial report is available

Identifier	Return Reference	Explanation
		on a third-party website (GuideStar) The organizaion

Identifier	Return Reference	Explanation
		provides copies of its governing documents, its conflict

Identifier	Return Reference	Explanation
		of interest policy, as well as its three most recent

Identifier	Return Reference	Explanation
		Forms 990 to any interested person that makes a request

Identifier	Return Reference	Explanation
		for such documents

Identifier	Return Reference	Explanation
Pt VII, Line 1a		Chairman Jay Guerena devoted approximately two hours of his

Identifier	Return Reference	Explanation
		time per week to a related organization, QueensCare

Identifier	Return Reference	Explanation
		Family Clinics(QFC), in his capacity as Treasurer of QFC

Identifier	Return Reference	Explanation
		Secretary Sr Judy Murphy devoted approximately 10 hours of

Identifier	Return Reference	Explanation
		her time per week to QFC in her capacity as QFC's Secretary

Identifier	Return Reference	Explanation
		Director Allan Michelena devoted approximately 2 hours of

Identifier	Return Reference	Explanation
		his time per week to QFC in his capacity as Chairman of

Identifier	Return Reference	Explanation
		QFC's Board of Directors

Identifier	Return Reference	Explanation
		CEO Barbara Hines devoted approximately 20 hours of her

Identifier	Return Reference	Explanation
		time per week to QFC in her capacity as QFC's CEO

Identifier	Return Reference	Explanation
		Chief Financial Officer Lee Huey devoted approximately

Identifier	Return Reference	Explanation
		20 hours of his time per week to QFC in his capacity as

Identifier	Return Reference	Explanation
		QFC's Chief Financial Officer

Identifier	Return Reference	Explanation
Sch A, Pt I		QueensCare is recognized as a hospital described in section

Identifier	Return Reference	Explanation
		170(b)(1)(A)(iii) of the Internal Revenue Code because

Identifier	Return Reference	Explanation
		its principal purpose is to provide medical care through

Identifier	Return Reference	Explanation
		neighborhood medical clinics QueensCare is not licensed

Identifier	Return Reference	Explanation
		to operate a hospital

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

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2010

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Name of the organization
QUEENSCARE

Employer identification number
95-1644040

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(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
(1) BRIDGE STREET-QC LLC 1525 BRIDGE STREET YUBA CITY, CA 95993 95-1644040	RENTAL REAL ESTATE	CA	1,319,937	14,557,613	NA
(2) SCHILLING PLACE PROPERTY QC LLC 1441 SCHILLING PLACE SALINAS, CA 93901 95-1644040	RENTAL REAL ESTATE	CA	3,421,919	42,808,218	NA
(3) SCHILLING PROPERTY QC-LLC 1488 1494 SCHILLING PLACE SALINAS, CA 93901 95-1644040	RENTAL REAL ESTATE	CA	1,581,010	20,691,001	NA
(4) GREENFIELD APARTMENTS QC LLC 1640 S GREENFIELD CIRCLE NE GRAND RAPIDS, MI 49505 95-1644040	RENTAL REAL ESTATE	CA	1,106,680	7,185,555	NA
(5) HPMB LLC 1300 N VERMONT AVENUE LOS ANGELES, CA 90027 95-1644040	RENTAL REAL ESTATE	CA	2,062,392	17,951,024	NA
(6) AIRWAY DIEGO LLC 10132 AIRWAY ROAD SAN DIEGO, CA 92154 95-1644040	RENTAL REAL ESTATE	CA	2,007,195	23,189,277	NA

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(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	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) ST JOSEPH'S HEALTH SUPPORT ALLIANCE 1300 N VERMONT AVENUE LOS ANGELES, CA 90027 94-0831115	TO SUPPORT QUEENSCARE	CA	501(C)(3)	11c III-FI	NA		No
(2) QUEENSCARE FAMILY CLINICS 1300 N VERMONT AVENUE LOS ANGELES, CA 90027 95-3702136	PROVIDE MEDICAL SERV TO THE INDIGENT	CA	501(C)(3)	3	NA		No

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

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

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

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) ST JOSEPH'S HEALTH SUPPORT ALLIANCE	k	24,509	ACCRUAL
(2) QUEENSCARE FAMILY CLINICS	n	397,451	ACCRUAL
(3) QUEENSCARE FAMILY CLINICS	0	282,108	ACCRUAL
(4) QUEENSCARE FAMILY CLINICS	p	559,995	ACCRUAL
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproprtionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation

Additional Data

Return to Form

Software ID: 10000104
Software Version:
EIN: 95-1644040
Name: QUEENSCARE

Form 990, Schedule R, Part I - Identification of Disregarded Entities

(a) Name, address, and EIN of disregarded entity	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Total income ($)	(e) End-of-year assets ($)	(f) Direct Controlling Entity
BRIDGE STREET-QC LLC 1525 BRIDGE STREET YUBA CITY, CA 95993 95-1644040	RENTAL REAL ESTATE	CA	1,319,937	14,557,613	NA
SCHILLING PLACE PROPERTY QC LLC 1441 SCHILLING PLACE SALINAS, CA 93901 95-1644040	RENTAL REAL ESTATE	CA	3,421,919	42,808,218	NA
SCHILLING PROPERTY QC-LLC 1488 1494 SCHILLING PLACE SALINAS, CA 93901 95-1644040	RENTAL REAL ESTATE	CA	1,581,010	20,691,001	NA
GREENFIELD APARTMENTS QC LLC 1640 S GREENFIELD CIRCLE NE GRAND RAPIDS, MI 49505 95-1644040	RENTAL REAL ESTATE	CA	1,106,680	7,185,555	NA
HPMB LLC 1300 N VERMONT AVENUE LOS ANGELES, CA 90027 95-1644040	RENTAL REAL ESTATE	CA	2,062,392	17,951,024	NA
AIRWAY DIEGO LLC 10132 AIRWAY ROAD SAN DIEGO, CA 92154 95-1644040	RENTAL REAL ESTATE	CA	2,007,195	23,189,277	NA

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Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services

(Code) (Expenses $ 178,402 including grants of $) (Revenue $)
QUEENSCARE ALSO CONTRIBUTES TO THE GENE AND MARILYN NUZIARD SCHOLARSHIP PROGRAM FOR HEALTHCARE EDUCATION NUZIARD SCHOLARSHIP PROGRAM FOR HEALTHCARE EDUCATION

(Code) (Expenses $ 2,596,550 including grants of $ 1,967,402) (Revenue $)
QUEENSCARE ALSO CONTRIBUTES TO AIDS ORGANIZATIONS, VARIOUS EDUCATION AND OUTREACH PROGRAMS DESIGNED VARIOUS EDUCATION AND OUTREACH PROGRAMS DESIGNED VARIOUS EDUCATION AND OUTREACH PROGRAMS DESIGNED VARIOUS EDUCATION AND OUTREACH PROGRAMS DESIGNED