Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning OCT 1, 2010, and ending SEP 30, 2011

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

Name of foundation: VERSACARE, INC.

A Employer identification number: 33-0052434

Number and street (or P O box number if mail is not delivered to street address): 4097 TRAIL CREEK ROAD, STE. B — Room/suite

B Telephone number: 951-343-5800

City or town, state, and ZIP code: RIVERSIDE, CA 92505

C If exemption application is pending, check here [ ]

D 1. Foreign organizations, check here [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 27,319,353.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here [ ]

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	159,232.	159,232.		STATEMENT 1
	4 Dividends and interest from securities	231,203.	231,203.		STATEMENT 2
	5a Gross rents	1,369,900.	1,369,900.		STATEMENT 3
	b Net rental income or (loss) 1,369,900.				
	6a Net gain or (loss) from sale of assets not on line 10	226,812.			STATEMENT 4
	b Gross sales price for all assets on line 6a 5,474,615.				
	7 Capital gain net income (from Part IV, line 2)		226,812.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	30,690.	30,690.		STATEMENT 5
	12 **Total** Add lines 1 through 11	2,017,837.	2,017,837.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,000.	6,600.		13,400.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 6	26,892.	8,875.		18,017.
	b Accounting fees STMT 7	38,989.	12,866.		26,123.
	c Other professional fees STMT 8	147,083.	48,537.		98,545.
	17 Interest				
	18 Taxes STMT 9	17,284.	357.		166.
	19 Depreciation and depletion	4,486.	0.		
	20 Occupancy	22,763.	7,512.		15,251.
	21 Travel, conferences, and meetings	32,514.	10,730.		21,784.
	22 Printing and publications				
	23 Other expenses STMT 10	112,706.	15,284.		31,679.
	24 **Total operating and administrative expenses** Add lines 13 through 23	422,717.	110,761.		224,965.
	25 Contributions, gifts, grants paid	1,230,765.			1,230,765.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,653,482.	110,761.		1,455,730.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	364,355.			
	b **Net investment income** (if negative, enter -0-)		1,907,076.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	530,316.	486,512.	486,512.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ 991,548.			
		Less: allowance for doubtful accounts ▶ 0.	981,607.	991,548.	991,548.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 11	1,121,593.	511,586.	522,128.
	b	Investments - corporate stock STMT 12	4,495,766.	5,811,606.	5,774,259.
	c	Investments - corporate bonds STMT 13	2,282,834.	2,543,949.	2,610,434.
	11	Investments - land, buildings, and equipment basis ▶ 7,281,721.			
		Less accumulated depreciation ▶ 7,023,588.	258,133.	258,133.	13,735,831.
	12	Investments - mortgage loans			
	13	Investments - other STMT 14	3,564,881.	3,083,020.	2,960,049.
	14	Land, buildings, and equipment: basis ▶ 151,577.			
		Less accumulated depreciation ▶ 139,745.	21,569.	11,832.	12,000.
	15	Other assets (describe ▶ STATEMENT 15)	152,896.	89,242.	226,592.
	16	**Total assets** (to be completed by all filers)	13,409,595.	13,787,428.	27,319,353.
Liabilities	17	Accounts payable and accrued expenses	2,696.	16,174.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	2,696.	16,174.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	13,406,899.	13,771,254.	
	30	**Total net assets or fund balances**	13,406,899.	13,771,254.	
	31	**Total liabilities and net assets/fund balances**	13,409,595.	13,787,428.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,406,899.
2	Enter amount from Part I, line 27a	2	364,355.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13,771,254.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,771,254.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ATTACHMENT #1 - SHORT TERM	P		
b	ATTACHMENT #1 - LONG TERM	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,600,006.		1,591,090.	8,916.
b	3,874,609.		3,656,713.	217,896.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				8,916.
b				217,896.
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	226,812.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,423,025.	25,455,457.	.055903
2008	1,347,297.	24,116,179.	.055867
2007	1,209,985.	27,663,135.	.043740
2006	902,220.	21,792,282.	.041401
2005	1,169,039.	20,816,826.	.056158

2 **Total** of line 1, column (d)	2	.253069
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.050614
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	27,433,583.
5 Multiply line 4 by line 3	5	1,388,523.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,071.
7 Add lines 5 and 6	7	1,407,594.
8 Enter qualifying distributions from Part XII, line 4	8	1,455,730.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	19,071.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	19,071.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	19,071.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 21,600.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	21,600.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	2,529.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	2,529. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA,FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.VERSACARE.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶951-343-5800

Located at ▶4097 TRAIL CREEK ROAD, STE. B, RIVERSIDE, CA ZIP+4 ▶92505

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		20,000.	0.	0.

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

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

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

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14130221 787145 LD78441 2010.05040 VERSACARE, INC. LD784411

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CAPITAL ADVISORS INC - 2200 S. UTICA PLACE, STE. 150, TULSA, OK 74110	INVESTMENT FEES	68,507.
REC MANAGEMENT & CONSULTING LLC 201 LEASON COVE DRIVE, LUSBY, MD 20657	MANAGEMENT FEES	50,829.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 MANAGES TWO SENIOR CITIZEN HOUSING UNITS, LOCATED IN CORONA, CALIFORNIA UNDER HUD AUTHORITY. THE TWO HOUSING UNITS HAVE A TOTAL OF 111 UNITS.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2010)

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14130221 787145 LD78441 2010.05040 VERSACARE, INC. LD784411

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,085,600.
b	Average of monthly cash balances	1b	1,968,906.
c	Fair market value of all other assets	1c	13,796,847.
d	**Total** (add lines 1a, b, and c)	1d	27,851,353.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	27,851,353.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	417,770.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,433,583.
6	**Minimum investment return.** Enter 5% of line 5	6	1,371,679.

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

1	Minimum investment return from Part X, line 6	1	1,371,679.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 19,071.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	19,071.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,352,608.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,352,608.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,352,608.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,455,730.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,455,730.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	19,071.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,436,659.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,352,608.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			43,441.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,455,730.				
a Applied to 2009, but not more than line 2a			43,441.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				1,352,608.
e Remaining amount distributed out of corpus	59,681.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	59,681.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	59,681.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010 59,681.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 17

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT #2 FOR DETAIL OF GRANTS AND CONTRIBUTIONS PAID	NONE		VARIOUS	1,230,765.
Total			▶ 3a	1,230,765.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	159,232.	
4 Dividends and interest from securities			14	231,203.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	1,369,900.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	30,690.	
8 Gain or (loss) from sales of assets other than inventory			18	226,812.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,017,837.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,017,837.

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

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

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

023621 12-07-10

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Elle A Brodwse 2/29/2012 Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LINDA S. DEVLIN	Linda S Devlin	02/21/12		P00074170

Firm's name ▶ AHERN ADCOCK DEVLIN LLP | Firm's EIN ▶ 33-0919055

Firm's address ▶ 2155 CHICAGO AVENUE, SUITE 100
RIVERSIDE, CA 92507 | Phone no. (951) 683-0672

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property / Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
6	START UP COST							
	102792		.000	16	93,432.		93,432.	0.
7	ORGANIZATIONAL COST							
	102792		.000	16	18,609.		18,609.	0.
8	FILE CABINETS							
	070193	200DB	7.00	17	1,641.		1,641.	0.
9	CONFERENCE TABLE							
	100187	SL	5.00	16	530.		530.	0.
10	ALARM SYSTEM							
	030187	SL	5.00	16	260.		260.	0.
11	CARPETING							
	070190	SL	10.00	16	5,566.		5,566.	0.
12	CHAIRS							
	070190	SL	10.00	16	1,905.		1,905.	0.
13	CARPETING							
	080190	SL	5.00	16	614.		614.	0.
14	(D)DOCUMENT SOFTWARE							
	091508		36M	43	17,228.		11,486.	5,742.
15	DESK							
	070190	SL	15.00	16	879.		879.	0.
16	CREDENZA							
	070190	SL	15.00	16	580.		580.	0.
17	2 CHAIRS							
	100190	SL	15.00	16	951.		951.	0.
18	CANON FAX MACHINE							
	030701	SL	7.00	16	2,795.		2,795.	0.
19	XEROX COPIER							
	101508	SL	5.00	16	14,279.		5,712.	2,856.
20	DELL COMPUTER							
	101508	SL	5.00	16	2,672.		1,068.	534.
21	PROJECTOR							
	090209	SL	5.00	16	1,030.		223.	206.
22	CABINETS (5) & DESKS (2)							
	020210	SL	7.00	16	3,500.		333.	500.
23	GLASS FOR 2 DESKS							
	032310	SL	7.00	16	836.		60.	119.
24	COMPUTER							
	032510	SL	5.00	16	1,007.		101.	201.
26	CONFERENCE PHONE							
	020110	SL	7.00	16	491.			70.
	* TOTAL 990-PF PG 1 DEPR & AMORT							
					168,805.	0.	146,745.	10,228.

016261
05-01-10

- Current year section 179 (D) - Asset disposed

Attachment #1

Versacare, Inc.
CVERSA

Realized Gain/Loss Report

Note: adjustments made to agree to broker stm't information

September 30, 2011

Units	Security Description	Cost	Proceeds	Purchase Date	Sale Date	Short Term Gain/Loss	Long Term Gain/Loss
100,000	Wachovia Mortgage 4 550% 4.550% 09/30/11	100000 ~~104,039~~	100,000	04/30/09	09/30/11		~~(4,039)~~ 0
A 1,480	Republic Services Inc	44,249	41,448	10/27/10	09/29/11	(2,802)	
5,650	Ford Mtr Co Del	89,558	55,142	02/04/11	09/22/11	(34,416)	
4,347 260	Notes Receivable-Versacare	4,347	4,347	12/27/02	09/15/11		
9,260	Sandridge Energy Inc	95,910	67,131	06/23/11	09/14/11	(28,779)	
3,060	Unitedhealth Group Inc	114,565	143,803	01/05/11	09/07/11	29,237	
4,950	Cisco Sys Inc	90,216	74,934	07/09/09	08/22/11		(15,283)
41,000	Natl Rural Util 7 250% Due 7 250% 03/01/12	~~43,676~~ 41533	42,510	04/30/09	08/19/11		~~(1,166)~~ 977
4,318.470	Notes Receivable-Versacare	4,318	4,318	12/27/02	08/18/11		
4,200	Marvell Technology Group	75,145	48,384	05/20/10	08/10/11		(26,761)
3,440	Marvell Technology Group	52,652	39,629	08/02/10	08/10/11		(13,024)
3,390	Synopsys Inc	90 053	73,960	01/07/11	08/10/11	(16,094)	
6,080	Corning Inc	113,314	87,426	12/15/10	08/05/11	(25,887)	
4,289.870	Notes Receivable-Versacare	4,290	4,290	12/27/02	08/02/11		
5,800	Nly 01/21/2012, 12 50 P	1,846	2,035	04/11/11	07/29/11	189	
180	Johnson Ctls Inc	4,831	7,146	07/06/10	07/20/11		2,314
2,060	Baxter Intl Inc	121,557	123,750	03/08/10	07/18/11		2,193
490	Amazon Com Inc	81,207	104,672	03/15/11	07/12/11	23,465	
4,200	Annaly Mtg Mgmt Inc	73,080	73,036	04/11/11	06/27/11	(45)	
5,700	Nly 01/21/2012, 12.50 P	1,815	689	04/11/11	06/24/11	(1,126)	
1,000	Annaly Mtg Mgmt Inc	17,410	17,386	04/11/11	06/23/11	(24)	
300	Annaly Mtg Mgmt Inc	5,223	5,216	04/11/11	06/23/11	(7)	
200	Annaly Mtg Mgmt Inc	3,480	3,477	04/11/11	06/23/11	(3)	
4,261 460	Notes Receivable-Versacare	4,261	4,261	12/27/02	06/16/11		
2,630	Gilead Sciences Inc	99,334	104,516	05/20/10	06/13/11		5,182
4,233,240	Notes Receivable-Versacare	4,233	4,233	12/27/02	06/01/11		

Capital Advisors, Inc.

Attachment #1

Versacare, Inc.
CVERSA

Realized Gain/Loss Report

September 30, 2011

Units	Security Description	Cost	Proceeds	Purchase Date	Sale Date	Short Term Gain/Loss	Long Term Gain/Loss
1.330	McKesson Corporation	69,099	111,142	08/03/09	05/24/11		42,043
2.340	Thermo Fisher Scientific	95,762	150,498	06/09/09	05/24/11		54,736
3.480	Kraft Foods Inc Cl A	92,420	119,450	12/10/09	05/06/11		27,030
100,000	Ge Cap Finl 2.300% Due 2 300% 05/02/11	100,000	100,000	04/30/09	05/02/11		
710	McKesson Corporation	36,887	58,951	08/03/09	04/26/11		22 063
1,270	Yum Brands Inc	43,290	66,568	06/17/09	04/26/11		23.278
4,205 200	Notes Receivable-Versacare	4,205	4,205	12/27/02	04/19/11		
4,450	Home Depot Inc	120,395	168,073	11/18/09	04/12/11		47.678
3,000	Nly 01/21/2012. 15 00 C	10,231	7,175	06/14/11	04/11/11	(3.056)	
1,000	Nly 01/21/2012. 15.00 C	3,316	2,392	06/16/11	04/11/11	(924)	
500	Nly 01/21/2012. 15.00 C	1,812	1,196	06/23/11	04/11/11	(616)	
1,500	Nly 01/21/2012. 15.00 C.	3,587	3,587	06/23/11	04/11/11		
1,300	Nly 01/21/2012 15.00 C	4.763	3,109	06/24/11	04/11/11	(1.654)	
200	Nly 01/21/2012. 15.00 C	478	478	06/27/11	04/11/11		
4,000	Nly 01/21/2012. 15 00 C	9,566	9.566	06/27/11	04/11/11		
20,769 925	Tcw Total Return Bond I	208,322	207.076	09/11/09	03/28/11		(1 246)
296 160	Tcw Total Return Bond I	2,985	2,953	09/30/09	03/28/11		(33)
274.451	Tcw Total Return Bond I	2,799	2,736	11/02/09	03/28/11		(63)
275 188	Tcw Total Return Bond I	2,818	2,744	11/30/09	03/28/11		(74)
237 121	Tcw Total Return Bond I	2,388	2,364	04/30/10	03/28/11	(24)	
282 324	Tcw Total Return Bond I	2,837	2,815	05/28/10	03/28/11	(23)	
281 629	Tcw Total Return Bond I	2,856	2,808	06/30/10	03/28/11	(48)	
282.043	Tcw Total Return Bond I	2,874	2,812	07/30/10	03/28/11	(62)	
280.811	Tcw Total Return Bond I	2,892	2,800	08/31/10	03/28/11	(93)	
282.036	Tcw Total Return Bond I	2.911	2,812	09/30/10	03/28/11	(99)	
282.444	Tcw Total Return Bond I	2.929	2,816	11/01/10	03/28/11	(113)	
285 868	Tcw Total Return Bond I	2.947	2,850	11/30/10	03/28/11	(97)	

B

C

Capital Advisors, Inc.

Attachment #1.

Versacare, Inc.
CVERSA

Realized Gain/Loss Report

September 30, 2011

Units	Security Description	Cost	Proceeds	Purchase Date	Sale Date	Short Term Gain/Loss	Long Term Gain/Loss
4.177 350	Notes Receivable-Versacare	4,177	4,177	12/27/02	03/18/11		
250,000	Amer Home Prodct 6.700% Due 6 700% 03/15/11	267,500	250,000	03/30/09	03/15/11		(17,500)
3,320	Exelon Corp	156,873	139,704	06/03/09	03/14/11		(17.169)
2,360	Exelon Corp	99,857	99,308	08/09/10	03/14/11	(549)	
361	Ishare S&P 600 Smallcap	20,557	25,490	10/02/08	03/02/11		4,933
439	Ishare S&P 600 Smallcap	19,547	30,997	01/05/09	03/02/11		11,450
19,828.260	Tcw Total Return Bond I	198,905	196,653	09/11/09	03/02/11		(2.252)
252 382	Tcw Total Return Bond I	2,544	2,503	09/30/09	03/02/11		(41)
233 882	Tcw Total Return Bond I	2,386	2,320	11/02/09	03/02/11		(66)
234 511	Tcw Total Return Bond I	2,401	2,326	11/30/09	03/02/11		(76)
202 070	Tcw Total Return Bond I	2,035	2,004	04/30/10	03/02/11	(31)	
240 592	Tcw Total Return Bond I	2,418	2,386	05/28/10	03/02/11	(32)	
239 999	Tcw Total Return Bond I	2,434	2,380	06/30/10	03/02/11	(53)	
240.352	Tcw Total Return Bond I	2.449	2.384	07/30/10	03/02/11	(65)	
239.302	Tcw Total Return Bond I	2.465	2.373	08/31/10	03/02/11	(91)	
240.346	Tcw Total Return Bond I	2.480	2.384	09/30/10	03/02/11	(97)	
240 693	Tcw Total Return Bond I	2.496	2.387	11/01/10	03/02/11	(109)	
243.611	Tcw Total Return Bond I	2.512	2.416	11/30/10	03/02/11	(96)	
37,283 250	Tcw Total Return Bond I	374.000	369.808	09/11/09	03/02/11		(4.192)
268.159	Tcw Total Return Bond I	2.703	2.660	09/30/09	03/02/11		(43)
248.502	Tcw Total Return Bond I	2.535	2.465	11/02/09	03/02/11		(70)
249 169	Tcw Total Return Bond I	2.551	2.471	11/30/09	03/02/11		(80)
540 274	Tcw Total Return Bond I	5.365	5.359	12/30/09	03/02/11		(6)
259 699	Tcw Total Return Bond I	2.605	2.576	01/29/10	03/02/11		(29)
243 782	Tcw Total Return Bond I	2.428	2.418	02/26/10	03/02/11		(10)
216 964	Tcw Total Return Bond I	2.150	2.152	03/31/10	03/02/11	2	
214 701	Tcw Total Return Bond I	2.162	2.130	04/30/10	03/02/11	(32)	

B

C

Attachment #1

Versacare, Inc.
CVERSA

Realized Gain/Loss Report

September 30, 2011

Units	Security Description	Cost	Proceeds	Purchase Date	Sale Date	Short Term Gain/Loss	Long Term Gain/Loss
255.631	Tcw Total Return Bond I	2,569	2,536	05/28/10	03/02/11	(34)	
255 001	Tcw Total Return Bond I	2,586	2,529	06/30/10	03/02/11	(56)	
255.376	Tcw Total Return Bond I	2,602	2,533	07/30/10	03/02/11	(69)	
254 260	Tcw Total Return Bond I	2,619	2,522	08/31/10	03/02/11	(97)	
255 369	Tcw Total Return Bond I	2,635	2,533	09/30/10	03/02/11	(102)	
255 739	Tcw Total Return Bond I	2,652	2,537	11/01/10	03/02/11	(115)	
258 839	Tcw Total Return Bond I	2,669	2,567	11/30/10	03/02/11	(101)	
145 915	Tcw Total Return Bond I	1,446	1,447	12/29/10	03/02/11	1	
958 868	Tcw Total Return Bond I	9,502	9,511	12/29/10	03/02/11	9	
270 985	Tcw Total Return Bond I	2,685	2,688	12/29/10	03/02/11	2	
236 215	Tcw Total Return Bond I	2,348	2,343	01/31/11	03/02/11	(5)	
237.522	Tcw Total Return Bond I	2,361	2,356	02/28/11	03/02/11	(5)	
1.408	Wisdomtree Smallcap	61,249	66,985	10/02/08	03/02/11		5,736
300	Wisdomtree Smallcap	13,050	14,270	10/02/08	03/02/11		1.220
200	Wisdomtree Smallcap	8,700	9,523	10/02/08	03/02/11		823
100	Wisdomtree Smallcap	4,350	4,761	10/02/08	03/02/11		411
75	Wisdomtree Smallcap	3,263	3,571	10/02/08	03/02/11		309
1,690	Exxon Mobil Corp	102,707	144,054	07/27/10	02/22/11	41,346	
4.149 690	Notes Receivable-Versacare	4,150	4,150	12/27/02	02/18/11		
2,280	State Street Corp	96,466	104,880	12/01/09	02/15/11		8.414
550,000	U S Treasury Notes 5 000% 5 000% 02/15/11	549,914	550,000	05/11/06	02/15/11		86
770	I B M	94.125	119.542	10/29/09	01/19/11		25 417
4,122.210	Notes Receivable-Versacare	4.122	4.122	12/27/02	01/19/11		
2,020	Total Fina Elf S A ADR	94.534	114.936	11/20/08	01/19/11		20 402
560	Total Fina Elf S A ADR	27.028	31.863	05/07/10	01/19/11	4.836	
3,280	Vodafone Group Inc	~~76.624~~	90.038	04/14/10	01/07/11	~~13.414~~	
930	Vodafone Group Inc	~~23.051~~	25.529	08/09/10	01/07/11	~~2,478~~	
	75030						40537

Tcw Total Return Bond I
B Total Bkr Cost 897690 vs. CVERSA Cost 898256
C Total Bkr G/L (9447) vs. CVERSA G/L (10016)

Capital Advisors, Inc.

Attachment #1

Versacare, Inc.
CVERSA

Realized Gain/Loss Report

September 30, 2011

Units	Security Description	Cost	Proceeds	Purchase Date	Sale Date	Short Term Gain/Loss	Long Term Gain/Loss
3,000	Novartis Ag Sponsored ADR	130,997	173,782	03/03/04	01/05/11		42,785
4.094 910	Notes Receivable-Versacare	4,095	4,095	12/27/02	12/20/10		
1.590	Total Fina Elf S A ADR	76,739	82,693	05/07/10	12/10/10	5,954	
630	Total Fina Elf S A ADR	33,970	32,765	08/09/10	12/10/10	(1,205)	
7.250	Calpine Corp	91,491	87,545	08/11/10	11/30/10	(3,946)	
4.067 790	Notes Receivable-Versacare	4,068	4,068	12/27/02	11/19/10		
4.160	Alnylam Pharmaceuticals	86,631	43,089	05/11/09	11/18/10		(43,542)
1.930	Alnylam Pharmaceuticals	33,007	19,991	05/04/10	11/18/10	(13,016)	
1 300	Intel Corp	27,982	27,793	03/27/08	11/15/10		(189)
120	Intel Corp	2,473	2,566	09/10/08	11/15/10		92
4,580	Intel Corp	91.212	97,917	09/11/08	11/15/10		6.706
1,960	Clorox Co	120,535	123,927	03/01/10	11/03/10	3,392	
2.420	Capital One	95,985	91,828	03/16/10	10/27/10	(4,157)	
4.040 850	Notes Receivable-Versacare	4,041	4,041	12/27/02	10/20/10		
	Total Gains					124,325	355,301
	Total Losses					(140,054)	(146,954)
						8,916 ~~(15,729)~~	217,897 ~~208,347~~ = Net 226,813
	Grand Total	5,373,752	5 566,370				

A

Republic	(44249)	(41448)
N/R Versacare pmts	(50307)	(50307)
Adj cost to bkr stm'ts	(31393)	
Adj total	5247803	5474615

	Cost	Proceeds
Short-term =	1,591,090	1,600,006
Long-term =	3,656,713	3,874,609

net 192618 plus Republic loss not settled in c/y 2802 = 195420 plus bkr stm't cost adj 31393 = 226813 gain on sale

Capital Advisors, Inc.

	Versacare, Inc - EIN 33-0052434 FYE 09-30-2011 SCHEDULE OF GRANTS PAID			Attachment #2
	RECEIPIENT	CONTACT PERSON	AMOUNT GRANTED	DATE - CK #
5-41	Christian Record Services for the Blind	Larry Pitcher, President 4444 South 52nd Street PO Box 6097, Lincoln, NE 68506 (402)304-0066	20,000.00	3/22/11 Ck.#4821
6-51	NAD Office of Education	Carol Campbell, Assoc. Dir. Of Educ. 12501 Old Columbia Pike Silver Spring, MD 20904 (301) 680-6446	$52,500.00	3/22/11 ck. #4822
10-108	Leoni Meadows Christian Camp/Northern Calif. Conference	Craig Heinrich, Ex. Director PO Box 400 Grizzly Flats, CA 95636 (530) 626-3610	$21,610.00	3-22-11 Ck.#4823
12-122	NAD Children's Ministries	Phyllis Washington, Director 12501 Old Columbia Pike Silver Spring, Maryland 20904 (301) 680-6425	20,000.00	3-22-11 Ck#4824
14A - 131	Big Lake Youth Camp	Monte Torkelsen, Director 19800 Oatfield Road, Gladstone, OR 97027 (503) 970-3983	12,000.00	3-22-11 Ck.#4825
15 - 6	Hope of Survivors	Samantha Nelson, VP & CEO P.O. Box 27 Effingham, IL 62401 (618)983-6434	8,500.00	3/22/11 Ck.#4826
18 - 16	Women's Healing and Empowerment Network	Mable C. Dunbar, President/CEO P.O. Box 19039 Spokane, WA 99219-9039 (509) 323-2123 or (509) 998-5332 (cell)	25,000.00	3-22-11 Ck.# 4827
23 - 70	One Mustard Seed	Richard Aguilera, President PO Box 342, Berrien Springs, MI 49103 (269) 362-5558	6,850.00	3-22-11 Ck.#4828
26 - 118	Adventist Forum	Bonnie Dwyer, Editor PO Box 619047 Roseville, CA 95661 (916) 774-1080	50,000.00	3-22-11 Ck.# 4853
32 - 29	Tappahannock SDA Church & Comm. Services	Pastor Clinton Adams P.O. Box 1106 Tappahannock, VA 22560	10,000.00	3-22-11 Ck. #4829
36 - 62	Brainerd SDA Church	Jeff Scoggins, Pastor 2910 Oak St., Brainerd, MN 56401 (218) 839-1744	15,000.00	3-22-11 Ck# 4830
39 - 79	Penn Valley SDA Church	Colleen Bond, Exec. Dir. 17645 Penn Valley Drive P.O. Box 309 Penn Valley, CA 95946 (530) 432-2562	15,000.00	3-22-11 Ck.# 4831
42 - 96	EXCELL/Loma Linda Univ. Church	Karen Darnell, Admin. Dir. 24914 Barton Road Loma Linda, CA 92354 (909) 835-8830	15,000.00	3-22-11 Ck.#4832
43 - 93	Beltsville SDA Church (Children- Ministery)	Pastor Kermit Netteburg 4200 Ammendale Road Beltsville, MD 20705 (301) 257-1330	5,000.00	3-22-11 Ck.#4833
50 - 52	Parkview Adventist Academy	Angela Bishop, Principal 5505 College Ave. Lacombe, Alberta T4L 2E7 Canada (403)782-3381 X4110	20,000.00	3-22-11 Ck.#4834

53 - 100	Holbrook Indian School	Dr. Janet Claymore-Ross, Principal POB 910 2001 McLaws Road Holbrook, AZ 86025	35,000.00	3-22-11 Ck.#4835
55 - 107	Rio Lindo Adventist Academy	Brad Benson, Alumni/Development Dir. 3200 Rio Lindo Ave. Healdsburg, CA 95448 (707) 431-5100 x 121	15,000.00	3-22-11 CK. #4836
57 - 50	Universidad De Montemorelos A.C.	Hector Reyes, Advancement Office Apartado #16 Montemorelos, N.L. Mexico C.P. 67530 52(826)263-0900 Ext. 3750	35,000.00	3-22-11 Ck# 4837
63 - 80	La Sierra University/Archaeology	Chang-Ho Ji, Professor, Project Director La Sierra University - Archaeology Department 4500 Riverwalk Poarkway, Riverside, CA 92515 (951) 785-2269	4,000.00	3-22-11 Ck.#4838
71 - 105	Southwestern Adventist University/KGSW TV	Kristine Lemons, Assist. VP- for University Advancement PO Box 567 100 W. Hillcrest Keene, TX 76059 (817) 202-6233	25,000.00	3-22-11 Ck.# 4839
73 - 109	La Sierra University, Center for Conflict Resolution	Richard W. S. Pershing Center for Conflict Resolution - La Sierra University, School of Business 4500 Riverwalk Drive Riverside, CA 92515 (951) 787-9400	150,000.00	3-22-11 Ck.#4840
74 - 110	La Sierra University, Center for Conflict Resolution	Richard W. S. Pershing Center for Conflict Resolution - La Sierra University, School of Business 4500 Riverwalk Drive Riverside, CA 92515 (951) 787-9400	50,000.00	3-22-11 Ck.#4840
77 - 120	La Sierra University, School of Religion - HMS Richards Library	Doug Clark, Associate Dean 4500 Riverwalk Parkway Riverside, CA 92515 (951) 785-2041	10,000.00	3-22-11 Ck.#4841
78 - 121	La Sierra University SIFE Team	Dr. John Thomas, Dean School of Business 4500 Riverwalk Parkway Riverside, CA 92515 (951) 785-2064	10,000.00	3-22-11-Ck.#4842
79-28	Here and Home, Inc.	Issumael Nzamutuma, President 30 Malburn Terrace Leominster, MA 01453 (978)660-8846	15,000.00	3-22-11 Ck.#4843
84-104	Ayeyarwady Adventist Seminary	David Parks, Pastor % Dhay Htoo Sein Mosokwin Road Myaungmya, Myanmar (Burma) (714) 904-1339	25,000.00	3-14-11 Ck.# 4814
85-58	ETV Endowment of South Carolina, Inc.	Amie L. Busbee, CPA, Financial Officer 401 E. Kennedy Street, Suite B-1 Spartanburg, SC 29302 (864) 591-0046	50,000.00	3-22-11 Ck.#4844

Versacare, Inc - EIN 33-0052434 FYE 09-30-2011 SCHEDULE OF GRANTS PAID

Attachment #2

86-49	LLU Medical Center - Dept. of Urology	Herbert C. Ruckle, M.D., Chairman and Duane Baldwin, M.D., Director 11234 Anderson St., Room A560 Loma Linda, CA 92354 (909) 558-4196	20,000.00	3-22-11 Ck.#4845
87-59	Rocky Mountain Adventist Healthcare Foundation/Global Health Initiatives	Karen Johnson, President 7995 E. Prentice Ave., Suite 204 Greenwood Village, CO 80111 (303 715-7600	30,000.00	3-22-11 Ck.#4846
89-73	Adventist Health International	Richard H. Hart, MD, President Loma Linda University Magan Hall Loma Linda, CA 92350 (909)558-4540	50,000.00	3-22-11 Ck.#4847
90-74	Adventist Wholehealth Network - Parish Nurse Prep. Course	Cheryl Goff, Administrator 1025 Berkshire Blvd., Ste. 700 Wyomissing, PA 19610 (610) 685-9900	23,800.00	3-22-11 Ck.# 4848
99-46	International Children's Care	Rick Fleck, President Doug Congleton, Executive Director 2711 NE 134th Way Vancouver, WA 98686 (360)573-0429	127,505.00	3-22-11 Ck.# 4849 $127,505.00 (total for all 3 for ICC)
101A	South Eastern California Conference	Sandy Roberts, Pastor South Eastern California Conference 11330 Pierce St. Riverside, CA 92505-3303	5,000.00	4-3-11 Ck.#4871
103-83	Water For Life International	Dale Wendt, Board Member PO Box 2330 Deer Park, WA 99006 (509) 276-8829	13,000	3-22-11 Ck.# 4850
109-4	Debbie Chisholm Memorial Foundation	Petty Thomas, Event Coordinator 6215 River Crest Dr., #A, Riverside, CA 92507 (909) 663-0238	7,500.00	3-22-11 Ck. #4854 (Presidents discretionary fund)
123-33	Loma Linda Ronald McDonald House	Dee Feldmeir, Executive Director 11365 Anderson Street Loma Linda, CA 92354 (909) 558-8338	7,500.00	Out of discretionary Fund CK.#4855 $7,500
132	The Foundation For Comm. & Family Health	% Stephanie Goldowski, Comm. Outreach Dir. 815 West Sixth Street, # 110, Corona, CA 92882	6,000.00	3-22-11 Ck. $4856 Out of Presidents discretionary fund
113	Youth & Family Life Education Institute	Sandra Hawkins, Exec. Director	5,000.00	5-31-11 Ck.# 4898 Out of Presidents discretionary fund
	South Eastern California Conference	Sandry Roberts, Pastor	5,000.00	4-3-11 Ck.# 4872 - Out of Presidents discretionary fund
	International Children's Care	Las Palmas	10,000.00	6-7-11 Ck.# 4908 - Out of Presidents discretionary fund
#1	Allegheny West Conference	Frederick Russell, President Allegheny West Conference of SDA 1339 E. Broad St., Columbus, Ohio 43205	25,000.00	8/8/20 Ck.# 4953
#2	PCU - Dept. of Educ.	Berit Von Pohle, Director, Department of Education Pacific Union Conference P.O. Box 5005 Westlake Village, CA 91359 "The Differentiated Instruction Seminar	15,000.00	8/8/2011 Ck# 4954

	Versacare, Inc - EIN 33-0052434 FYE 09-30-2011 SCHEDULE OF GRANTS PAID			Attachment #2
#3	PCU - Dept. of Educ.	Berit Von Pohle, Director, Department of Education Pacific Union Conference P.O. Box 5005 Westlake Village, CA 91359 "The Caring Heart"	5,000.00	8/8/2011 Ck# 4955
#4	ETV - Journey Films	ETV Endowment of South Carolina, Inc. Amie Busbee, CPA, Financial Officer 401 E. Kennedy Street, Suite B-1 Spartanburg, SC 29302	50,000.00	8/8/2011Ck.# 4958
#5	Center for Conflict Resolution	Richard W.S. Pershing, J.D. Director, Center for Conflict Resolution % Dr. John Thomas, Dean La Sierra University 4500 Riverwalk Drive, Riverside, CA 92515	30,000.00	8/8/2011 Ck# 4962
#6	Miracle Meadows School	Gayle Clark, Co-Founder Miracle Meadows School Rt. 1 Box 289-B Salem, WV 26426	15,000.00	8/8/2011 Ck.# 4957
#7	Youth and Family Life Ed.	Sandra Hawkins, Executive Director Youth and Family Life Education Institute 437 Arrowleaf Court Montgomery, Alabama 36117	5,000.00	8/8/2011 Ck.# 4956
#8	Women's Resource Center, LSU	La Sierra University, Trisha M. Famisaran, Director Women's Resource Center 4500 Riverwalk Drive, Riverside, CA 92515	20,000.00	8/8/2011 Ck.# 4960 (grant was approved at March 2011 board mtg, but not distributed until Aug. 2011)
#9	Adventist SE Asia	Julia O'Carey, Associate Director Adventist Southeast Asia Projects P.O. Box 84 Berrien Springs, MI 49103	20,000.00	8/8/2011 Ck# 4959 (grant was approved at March 2011 board mtg, but not distributed until Aug. 2011)
#11	INTERNATIONAL CHILDREN'S CARE	Doug Congleton, Exec. Direct. 2711 NE 134th Way, Vancouver, WA 98686	15,000.00	8/8/2011 CK. # 4961
	Total Grants Paid for year end September 30, 2011		1,230,765.00	

RECEIVED SEP 06 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 31, 2011

RICHARD W.S. PERSHING ESQ.
REYNOLDS JENSEN & SWAN, LLP
3233 ARLINGTON AVENUE, SUITE 203
RIVERSIDE, CA 92506

Re: Document Number 755977

The Amended and Restated Articles of Incorporation for VERSACARE, INC., a Florida corporation, were filed on August 30, 2011.

The certification you requested is enclosed.

Should you have any questions concerning this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Karen Gibson
Document Specialist Supervisor
Division of Corporations

Letter Number: 811A00020312

State of Florida

Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on August 30, 2011, for VERSACARE, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 755977.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Thirty-first day of August, 2011

GREAT SEAL OF THE STATE OF FLORIDA
IN GOD WE TRUST

Kurt S. Browning
Secretary of State

CR2EO22 (1-11)

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VERSACARE, INC.

FILED
11 AUG 30 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I–NAME: The name of the Corporation shall be: VERSACARE, INC., a corporation not for profit.

ARTICLE II–ADDRESS: The address of the Corporation shall be: 4097 Trail Creek Road, Suite B, Riverside, California 92505.

ARTICLE III–PURPOSE:

A The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and by providing support, assistance and granting charitable contributions to other charitable, religious, hospital or scientific organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in support of activities, which are charitable, religious, hospital or scientific, primarily Christian in character and purpose, in accordance with the principles of the Seventh-Day Adventist denomination. In furtherance thereof, the Corporation shall have the power to acquire, own, maintain and use its assets for the purpose for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not for profit under Florida Statutes and case law.

B. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

C. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

D. The property owned by the Corporation is irrevocably dedicated to charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

E. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations, as they now exist or as they may hereafter be amended.

F. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then so long as the Corporation is a private foundation:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section

4942 of the of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3 The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

G. Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, any surplus remaining after payment of the just debts and liabilities of the Corporation shall not be distributed to or among the Members or Board Members of the Corporation, but after making provision for payment of all of the liabilities of the Corporation, the remaining assets shall be distributed to such other organization or organizations, as selected by the Board of Directors, which are a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious, hospital or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any United States internal revenue law and California Revenue and Taxation Code Section 214, as amended.

ARTICLE IV--ELECTION OF DIRECTORS: The Directors of the Corporation shall consist of three or more individuals as provided for in the Bylaws of the Corporation. The Directors of the Corporation shall be elected in the manner set forth in the Bylaws of the Corporation.

ARTICLE V--TERM: The term for which the Corporation is to exist shall be perpetual.

VI- REGISTERED AGENT AND ADDRESS. The name of the Corporation's Registered Agent is NRAI Services, Inc., and the street address of the Registered Agent is 2731 Executive Park Drive, Suite 4, Weston, FL 33331.

VII- AMENDMENT OF ARTICLES OF INCORPORATION: These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ORIGINAL

11 AUG 30 AM 10: 42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

RESTATED ARTICLES OF INCORPORATION
OF
VERSACARE, INC.

The undersigned certify that:

1. They are the President and Secretary , respectively, of VERSACARE, INC., a Florida not-for-profit corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

   See ***EXHIBIT A*** attached hereto and made a part hereof by this reference.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

Robert E. Coy, President

Calvin J. Hanson, Secretary

We further declare under penalty of perjury under the laws of the State of Florida that the maters set forth in this Certificate are true and correct of our own knowledge.

Dated: 8/8/11

Robert E. Coy, President

Dated: 8/9/11

Calvin J. Hanson, Secretary

Orignal

ORIGINAL

ACTION BY UNANIMOUS WRITTEN CONSENT
of
DIRECTORS
of
VERSACARE, INC.
A Florida Not-For-Profit Corporation
(August 7, 2011)

The undersigned, being all of the Directors of VERSACARE, INC. (the "**Corporation**"), and acting pursuant to authority contained in the Bylaws of Corporation, as well as Section 617.0821 of the Florida Statutes, do hereby take the following actions:

I. RESOLUTION TO AMEND ARTICLES OF CORPORATION TO COMPLY WITH CALIFORNIA BOARD OF EQUALIZATION REQUIREMENTS

WHEREAS, the California Board of Equalization (the "**BOE**") governs the taxation of real and personal property, and requires tax exempt organizations to separately apply for a Claim for Organizational Clearance Certificate for Welfare and Veterans Organization Exemptions, under California Revenue & Taxation Code Section 254.6 (the "**Welfare Exemption**"), notwithstanding the grant of tax exempt status by the Internal Revenue Service and/or the California Franchise Tax Board.

WHEREAS, the BOE has notified the Corporation that its Articles of Incorporation must delete certain words, specifically, the phrase "or to other entities or individuals as may be permitted by th Internal Revenue Code of 1986, as amended" which phrase the BOE says is overly broad and would preclude Versacare from qualifying for the Welfare Exemption.

RESOLVED, the Articles of Incorporation of the Corporation shall be amended and restated to more fully comply with the requirements of the BOE for purposes of obtaining and maintaining a Claim for Organizational Clearance Certificate for Welfare and Veterans Organization Exemptions, under California Revenue & Taxation Code Section 254.6. Specifically, the phrase "or to other entities or individuals as may be permitted by th Internal Revenue Code of 1986, as amended" is hereby deleted from Paragraph A of Article III of the Corporation's Articles of Incorporation. The Amended and Restated Articles of Incorporation of Versacare, Inc. are attached hereto as ***EXHIBIT A*** and are hereby approved and the officers are directed to file them with the Secretary of State of Florida and once conformed by the Secretary of State of Florida, the officers shall cause them to be filed in the minute book of this Corporation.

II. OMNIBUS RESOLUTIONS REGARDING AMENDMENTS TO ARTICLES OF INCORPORATION:

RESOLVED FURTHER, that the Officers of this Corporation be, and each individually is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as said officers shall deem necessary or advisable, to carry out the purposes of the foregoing resolutions.

RESOLVED FURTHER, that any actions taken by such Officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, and approved as the acts and deeds of this corporation.

RESOLVED FURTHER, that this action may be executed by each Director in counterparts and all of the counterparts may be combined by the Secretary of the Corporation to make one complete document for deposit in the Corporation's Minute Book. Pursuant to the Bylaws, electronic and facsimile signatures on any counterpart hereof shall be deemed an original signature for purposes of the consent of the Director providing such electronic or facsimile signature.

RESOLVED FURTHER, that this action shall be effective August 7, 2011.

SIGNATURES ON FOLLOWING PAGE

L:\WPB\RWP\RWP2\Versacare\Articles of Inc\Articles 080711\Versacare Action Unanimous Restate Articles 08072011.wpd

Execution

Dated: August 8, 2011

Charles C. Sanderfer, Director, Chair

Dated: August 8, 2011

Robert E. Coy, Director, JD, Vice Chair

Dated: August 8, 2011

Calvin J. Hanson, CPCU, Director, Secretary

Dated: August 8, 2011

Ellen H. Brodersen, CPA, Director, Chief Financial Officer

Dated: August 8, 2011

Debra C. Brill, Director

Dated: August 8, 2011

George W. Brown, Director

Dated: August 8, 2011

Robert D. Macomber, JD, Director

Dated: August 8, 2011

Ronald M. Wisbey, Director

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VERSACARE, INC.

ARTICLE I–NAME: The name of the Corporation shall be: VERSACARE, INC., a corporation not for profit.

ARTICLE II–ADDRESS: The address of the Corporation shall be: Trail Creek Road, Suite B, Riverside, California 92882.

ARTICLE III–PURPOSE:

A The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and by providing support, assistance and granting charitable contributions to other charitable, religious, hospital or scientific organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in support of activities, which are charitable, religious, hospital or scientific, primarily Christian in character and purpose, in accordance with the principles of the Seventh-Day Adventist denomination. In furtherance thereof, the Corporation shall have the power to acquire, own, maintain and use its assets for the purpose for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not for profit under Florida Statutes and case law.

B. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

C. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

D. The property owned by the Corporation is irrevocably dedicated to charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

E. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations, as they now exist or as they may hereafter be amended.

F. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then so long as the Corporation is a private foundation:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3 The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

G. Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, any surplus remaining after payment of the just debts and liabilities of the Corporation shall not be distributed to or among the Members or Board Members of the Corporation, but after making provision for payment of all of the liabilities of the Corporation, the remaining assets shall be distributed to such other organization or organizations, as selected by the Board of Directors, which are a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious, hospital or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any United States internal revenue law and California Revenue and Taxation Code Section 214, as amended.

ARTICLE IV--ELECTION OF DIRECTORS: The Directors of the Corporation shall consist of three or more individuals as provided for in the Bylaws of the Corporation. The Directors of the Corporation shall be elected in the manner set forth in the Bylaws of the Corporation.

ARTICLE V--TERM: The term for which the Corporation is to exist shall be perpetual.

VI- REGISTERED AGENT AND ADDRESS. The name of the Corporation's Registered Agent is NRAI Services, Inc., and the street address of the Registered Agent is 2731 Executive Park Drive, Suite 4, Weston, FL 33331.

VII- AMENDMENT OF ARTICLES OF INCORPORATION· These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	82,521.
TOWERS NOTE RECEIVABLE	76,711.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	159,232.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	231,203.	0.	231,203.
TOTAL TO FM 990-PF, PART I, LN 4	231,203.	0.	231,203.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
2600 SOUTH MAIN STREET, CORONA, CA	1	1,369,900.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,369,900.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 4

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ATTACHMENT #1 - SHORT TERM		PURCHASED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,600,006.	1,591,090.	0.	0.	8,916.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ATTACHMENT #1 - LONG TERM		PURCHASED		

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,874,609.	3,656,713.	0.	0.	217,896.

(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DOCUMENT SOFTWARE	SCRAPPED	PURCHASED	09/15/08	09/30/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	17,228.	0.	17,228.	0.

(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MEDICAL EQUIPMENT	SCRAPPED	PURCHASED	03/30/90	12/31/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	449,268.	0.	449,268.	0.

(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIXED EQUIPMENT MAJOR MEDICAL	SCRAPPED	PURCHASED	03/30/90	12/31/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	20,044.	0.	20,044.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EQUIPMENT	PURCHASED	03/30/90	09/30/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	549,106.	0.	549,106.	0.

NET GAIN OR LOSS FROM SALE OF ASSETS	226,812.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	226,812.

FORM 990-PF — OTHER INCOME — STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY & MISC INCOME	2,311.	2,311.	
CONTEMPORARY HEALTH CARE - K-1	28,379.	28,379.	
TOTAL TO FORM 990-PF, PART I, LINE 11	30,690.	30,690.	

FORM 990-PF — LEGAL FEES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	26,892.	8,875.		18,017.
TO FM 990-PF, PG 1, LN 16A	26,892.	8,875.		18,017.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	38,989.	12,866.		26,123.
TO FORM 990-PF, PG 1, LN 16B	38,989.	12,866.		26,123.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	68,507.	22,607.		45,899.
CONSULTING FEES	23,064.	7,611.		15,453.
MANAGEMENT & EXEC DIRECTOR FEES	55,512.	18,319.		37,193.
TO FORM 990-PF, PG 1, LN 16C	147,083.	48,537.		98,545.

FORM 990-PF | TAXES | STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES & LICENSE	275.	275.		0.
PROPERTY TAXES	248.	82.		166.
EXCISE TAX	16,761.	0.		0.
TO FORM 990-PF, PG 1, LN 18	17,284.	357.		166.

FORM 990-PF | OTHER EXPENSES | STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONTRACT LABOR	18,239.	6,019.		12,220.
BANK CHARGES	106.	35.		71.
GIFTS & PROMOTION	2,371.	782.		1,588.
INSURANCE	2,390.	789.		1,601.
MISCELLANEOUS	587.	192.		395.
DUES AND SUBSCRIPTION	285.	94.		191.
POSTAGE	1,361.	449.		912.
SUPPLIES	4,721.	1,558.		3,163.
TECHNOLOGY	13,321.	4,396.		8,925.
CLEANING SERVICE	1,250.	413.		837.
REPAIRS AND MAINTENANCE	346.	114.		232.
BOARD MEETING MEALS	1,544.	0.		1,544.
INVESTMENT EXPENSE	443.	443.		0.
COST ADJUSTMENT FOR PAINTINGS	60,000.	0.		0.
AMORTIZATION	5,742.	0.		0.
TO FORM 990-PF, PG 1, LN 23	112,706.	15,284.		31,679.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
COWWETA OKLA PUB WKS 081013 4%	X		100,010.	105,142.
FEDERAL FARM CREDIT BANK	X		200,437.	202,460.
NATL RURAL UTIL 7.25%	X		211,139.	214,526.
USTN 021511 5.0000%	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS			511,586.	522,128.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			511,586.	522,128.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	5,811,606.	5,774,259.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,811,606.	5,774,259.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,543,949.	2,610,434.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,543,949.	2,610,434.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 14
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	3,083,020.	2,960,049.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,083,020.	2,960,049.

FORM 990-PF	OTHER ASSETS		STATEMENT 15
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PAINTINGS	122,650.	62,650.	200,000.
INTEREST RECEIVABLE	30,246.	26,592.	26,592.
TO FORM 990-PF, PART II, LINE 15	152,896.	89,242.	226,592.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DEBRA BRILL 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 1.00	2,500.	0.	0.
ELLEN H BRODERSEN, CPA 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	CFO 3.00	2,500.	0.	0.
GEORGE W. BROWN 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 1.00	2,500.	0.	0.
ROBERT E. COY, J.D. 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	VICE CHAIRMAN 20.00	2,500.	0.	0.
CALVIN J. HANSON 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	SECRETARY 1.00	2,500.	0.	0.
ROBERT MACOMBER, J.D. 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 1.00	2,500.	0.	0.
CHARLES C. SANDEFUR 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	CHAIRMAN 1.00	2,500.	0.	0.
RON M. WISBEY 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 1.00	2,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		20,000.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 17
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE VERSAFUND
4097 TRAIL CREEK ROAD, SUITE B
RIVERSIDE, CA 92505

TELEPHONE NUMBER

951-343-5800

FORM AND CONTENT OF APPLICATIONS

CALL OR WRITE FOR APPLICATION FORM.

ANY SUBMISSION DEADLINES

APPLICATION AND ACCOMPANYING MATERIALS DUE DECEMBER 31ST. GRANTS ANNOUNCED BY MARCH 15TH.

RESTRICTIONS AND LIMITATIONS ON AWARDS

FUNDING WILL BE CONSIDERED FOR INNOVATIVE MINISTRY IDEAS, ESPECIALLY IN THE AREAS OF CHRISTIAN EDUCATION, YOUTH MINISTRY AND HEALTHCARE.

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2010

Attachment Sequence No 67

Name(s) shown on return	Business or activity to which this form relates	Identifying number
VERSACARE, INC.	FORM 990-PF PAGE 1	33-0052434

Part I Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	4,486.

Part III **MACRS Depreciation (Do not** include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV **Summary** (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	4,486.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

016251 12-21-10 LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2010)

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.)*

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use.								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2010 tax year					
43 Amortization of costs that began before your 2010 tax year				43	5,742.
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	5,742.