



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Organization Exempt From Income Tax

2011

Open to Public
Inspection

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

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

A For the 2011 calendar year, or tax year beginning		, 2011, and ending	
B Check if applicable		C Name of organization AGRACE HOSPICECARE FOUNDATION, INC	
<input type="checkbox"/> Address change		Doing Business As	
<input checked="" type="checkbox"/> Name change		Number and street (or P O box if mail is not delivered to street address) 5395 E CHERYL PARKWAY	
<input type="checkbox"/> Initial return		Room/suite	
<input type="checkbox"/> Terminated		City or town, state or country, and ZIP + 4	
<input type="checkbox"/> Amended return		MADISON, WI 53711	
<input type="checkbox"/> Application pending		F Name and address of principal officer MARCIA WHITTINGTON 5395 E CHERYL PARKWAY, MADISON, WI 53711	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ► (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
J Website: ► WWW.AGRACEHOSPICECAREINC.ORG		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation 2001 M State of legal domicile WI	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: OUR MISSION, "ENHANCING QUALITY OF LIFE AT THE END OF LIFE," LIVES IN THE CARE PROVIDED TO PATIENTS AND FAMILIES FACING LIFE-LIMITING ILLNESS FUNDS RAISED ARE USED TO SUPPORT CARE PROVIDED BY HOSPICECARE, INC., A RELATED TAX-EXEMPT ORGANIZATION		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	3	16
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	16
Expenses	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	19
	6 Total number of volunteers (estimate if necessary)	6	286
Net Assets or Fund Balances	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0
		Prior Year	Current Year
	8 Contributions and grants (Part VIII, line 1h)	3,534,430	2,671,638
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	663,652	663,478
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11,106	689,712
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,209,188	4,024,828
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	649,779	717,491
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	1,281,546	1,269,985
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ► 1,431,791		
	17 Other expenses (Part IX, column (A), lines 14a–11d–11e=24e)	315,421	532,920
	18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	2,246,746	2,520,396
	19 Revenue less expenses Subtract line 18 from line 12	1,962,442	1,504,432
		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	384 JUL 03 2012	40,491,638
	21 Total liabilities (Part X, line 26)	RS-C	428,973
	22 Net assets or fund balances. Subtract line 21 from line 20. UT	SO	40,062,665
			177,680
			41,057,016

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	<i>Marcia M. Whittington</i>	Date <i>10-26-12</i>
	Signature of officer MARCIA M. WHITTINGTON, VP FOUNDATION & HOLDINGS	
	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name Kristin Ficker	Prep <i>Kristin Ficker</i> Date 2012.06.21 15:40:34 -07'00'	Check <input type="checkbox"/> if self-employed	PTIN P01254056
	Firm's name ► CROWE HORWATH LLP	Firm's EIN ►		
	Firm's address ► 70 WEST MADISON STREET, SUITE 700, CHICAGO, IL 60602-4903	Phone no (312)899-7000		

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2011)

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:

AGRACE HOSPICECARE FOUNDATION INC'S MISSION IS "ENHANCING THE QUALITY OF LIFE AT THE END OF LIFE," LIVES IN THE CARE PROVIDED TO PATIENTS AND FAMILIES FACING LIFE-LIMITING ILLNESS (CONTINUED IN SCHEDULE O)

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 organization's program service accomplishments for each of its three largest program services, as measured 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 \$ 275,457 including grants of \$ 275,457) (Revenue \$ _____)

CHARITY CARE - THE FOUNDATION PROVIDES GRANTS TO AGRACE HOSPICECARE, INC TO COVER THE COST OF HOSPICE CARE FOR INDIVIDUALS WHO ARE UNINSURED OR UNDERINSURED TO THE EXTENT THAT THEY DO NOT HAVE THE ABILITY TO PAY FOR HOSPICE CARE PRIVATELY

4b (Code: _____) (Expenses \$ 195,292 including grants of \$ 195,292) (Revenue \$ _____)

OTHER PROGRAM SERVICES THE FOUNDATION PROVIDES GRANTS TO AGRACE HOSPICECARE INC TO SUPPORT OTHER PROGRAM SERVICES, INCLUDING 1) PATIENT ASSISTANCE FUND - GRANTS USED TO ASSIST PATIENTS AND FAMILIES BY IMPROVING QUALITY OF LIFE AND FULFILLING END OF LIFE GOALS EXAMPLES INCLUDE BUYING A BURIAL DRESS OR PROVIDING A BIRTHDAY CAKE 2) PALLIATIVE CARE FELLOWSHIP - GRANTS TO COVER 25% OF THE THE STIPEND FOR THE COLLABORATIVE PALLIATIVE CARE FELLOWSHIP PROGRAM, WITH THE GOAL OF TRAINING THE NEXT GENERATION OF PALLIATIVE CARE PHYSICIANS 3) STAFF LEARNING, SUPPORT AND APPRECIATION - GRANTS TO FUND CONTINUING EDUCATION, STAFF APPRECIATION AND ACADEMIC ROTATIONS 4) GARDEN AND GROUNDS - GRANTS TO SUPPORT THE ONGOING MANAGEMENT OF THE AGRACE HOSPICECARE GARDENS AND GROUNDS, WHICH PROVIDE A PEACEFUL, SOOTHING SETTING FOR PATIENTS AND FAMILIES 5) RESPITE CARE THE FOUNDATION PROVIDES GRANTS TO AGRACE HOSPICECARE INC TO SUPPORT THE COSTS OF INPATIENT RESPITE CARE RESPITE CARE PROVIDES A MUCH NEEDED BREAK FOR CAREGIVERS AND HELPS TO PREVENT CAREGIVER BREAKDOWN

4c (Code: _____) (Expenses \$ 180,703 including grants of \$ 180,703) (Revenue \$ _____)

FACILITY PROJECT AND CAPITAL ACQUISITION SUPPORT THE CONSTRUCTION OF THE ELLEN AND PETER JOHNSON AGRACE HOSPICECARE RESIDENCE WAS FINANCED THROUGHT THE ISSUANCE OF BONDS BY AGRACE HOSPICECARE HOLDINGS, INC IN 2010 THE FOUNDATION CONTRIBUTED FUNDS TO AGRACE HOSPICECARE HOLDINGS, INC FOR DEBT RETIREMENT

4d Other program services (Describe in Schedule O.)

(Expenses \$ 66,039 including grants of \$ 66,039) (Revenue \$ 0)

4e Total program service expenses ► 717,491

Part IV Checklist of Required Schedules

- 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A
- 2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?
- 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
- 4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II
- 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
- 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I
- 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II
- 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III
- 9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV
- 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V
- 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, line 10? If "Yes," complete Schedule D, Part VI
 - 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
 - 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
 - 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
 - e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
 - 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
- 12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII
- 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
- 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 14 a Did the organization maintain an office, employees, or agents outside of the United States?
- b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV
- 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV
- 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV
- 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)
- 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
- 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
- 20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H
- b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	✓	
2	✓	
3		✓
4		✓
5		✓
6		✓
7		✓
8		✓
9		✓
10	✓	
11a	✓	
11b		✓
11c		✓
11d	✓	
11e	✓	
11f	✓	
12a		✓
12b	✓	
13		✓
14a		✓
14b		✓
15		✓
16		✓
17		✓
18	✓	
19	✓	
20a		✓
20b		

Part IV Checklist of Required Schedules (continued)

21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II

22 Did the organization report more than \$5,000 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

23 Did the organization answer "Yes" to Part VII, Section A, line 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

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 through 24d and complete Schedule K. If "No," go to line 25

 b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

 c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?

 d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?

25a **Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I

 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

26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III

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

 b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV

 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

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

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

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

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

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I

34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1

35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?

 b 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

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

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

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

	Yes	No
21	✓	
22		✓
23	✓	
24a		✓
24b		
24c		
24d		
25a	✓	
25b	✓	
26	✓	
27	✓	
28a	✓	
28b	✓	
28c	✓	
29	✓	
30	✓	
31	✓	
32	✓	
33	✓	
34	✓	
35a	✓	
35b		
36	✓	
37	✓	
38	✓	

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	12
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	1
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	✓
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	19
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>	2b	✓
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	✓
3b	If "Yes," has it filed a Form 990-T for this year? <i>If "No," provide an explanation in Schedule O</i>	3b	
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)? 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.	4a	✓
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	✓
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	✓
5c		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	✓
6b	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).	7a	✓
7a	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	✓
7b	b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	✓
7c	c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	✓
7d	d If "Yes," indicate the number of Forms 8282 filed during the year	7d	
7e	e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	✓
7f	f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	✓
7g	g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
7h	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.	9a	
9b	a Did the organization make any taxable distributions under section 4966?	9b	
10	Section 501(c)(7) organizations. Enter:	10a	
10a	a Initiation fees and capital contributions included on Part VIII, line 12	10a	
10b	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:	11a	
11a	a Gross income from members or shareholders	11a	
11b	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	
12b	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.	13a	
13a	a Is the organization licensed to issue qualified health plans in more than one state? <i>Note. See the instructions for additional information the organization must report on Schedule O.</i>	13a	
13b	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	
13c	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	✓
14b	b If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation in Schedule O</i>	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 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

1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.

1b Enter the number of voting members included in line 1a, above, who are independent.

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?

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?

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

6 Did the organization have members or stockholders?

7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:

a The governing body?

b Each committee with authority to act on behalf of the governing body?

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.

	Yes	No
1a	16	
1b	16	
2		✓
3		✓
4	✓	
5		✓
6	✓	
7a	✓	
7b		✓
8a	✓	
8b	✓	
9		✓

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

10a Did the organization have local chapters, branches, or affiliates?

b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

b Describe in Schedule O the process, if any, used by the organization to review this Form 990.

12a Did the organization have a written conflict of interest policy? If "No," go to line 13

b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done

13 Did the organization have a written whistleblower policy?

14 Did the organization have a written document retention and destruction policy?

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

b Other officers or key employees of the organization

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?

b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

	Yes	No
10a		✓
10b		
11a	✓	
12a	✓	
12b	✓	
12c	✓	
13	✓	
14	✓	
15a	✓	
15b	✓	
16a		✓
16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► WI

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made 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 made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► MARCIA WHITTINGTON, 5395 EAST CHERYL PARKWAY, MADISON, WI 53711, (608)276-4660

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. 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 (do not check more than one box, unless person is both an officer and a director/trustee)						(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
		Officer or director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) KEN THOMPSON VICE CHAIR	1	✓		✓				0	0	0
(2) MICHAEL SMITH TREASURER	1	✓		✓				0	0	0
(3) STEVE DITULLIO SECRETARY	1	✓		✓				0	0	0
(4) JAMES CRIPE CHAIR	1	✓		✓				0	0	0
(5) SUSAN RICHARDSON DIRECTOR	1	✓						0	0	0
(6) PETER LUNDBERG DIRECTOR	1	✓						0	0	0
(7) TOM BOLGER DIRECTOR	1	✓						0	0	0
(8) TOM RAGATZ DIRECTOR	1	✓						0	0	0
(9) LOU BERNHARDT DIRECTOR	1	✓						0	0	0
(10) LOTTIE FRANK DIRECTOR	1	✓						0	0	0
(11) KATHY CULLEN DIRECTOR	1	✓						0	0	0
(12) VIRGINIA WYSS DIRECTOR	1	✓						0	0	0
(13) RICK LANGER DIRECTOR	1	✓						0	0	0
(14) JACK BOLZ DIRECTOR	1	✓						0	0	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 (do not check more than one box, unless person is both an officer and a director/trustee)						(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
		Or director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15) RALPH CAGLE DIRECTOR	1	✓						0	0	0
(16) GORDON DERZON DIRECTOR	1	✓						0	0	0
(17) MARCIA M WHITTINGTON VP FOUNDATION & HOLDINGS	35			✓				160,184	0	20,409
(18) SUSAN PHILLIPS CEO	5			✓				0	387,955	83,384
(19) JULIA HOUCK VP HR AND L&D/ACTING PRESIDENT	5			✓				0	168,213	22,197
(20) JOYCE ZEASMAN VP OF FINANCE	5			✓				0	146,522	2,143
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total								160,184	702,690	128,133
c Total from continuation sheets to Part VII, Section A								0	0	0
d Total (add lines 1b and 1c)								160,184	702,690	128,133
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 1										

		Yes	No
3	Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	✓
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	4	✓
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	5	✓

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. Report compensation for the calendar year ending with or within the organization's tax year.

(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 of compensation from the organization ► 0

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 . . . b Membership dues . . . c Fundraising events . . . d Related organizations . . . e Government grants (contributions) f All other contributions, gifts, grants, and similar amounts not included above g Noncash contributions included in lines 1a-1f \$ h Total. Add lines 1a-1f . . . ►	1a 1b 1c 328,747 1d 1e 1f 2,342,891 g 733,239 h				
Program Service Revenue	2a b c d e f All other program service revenue . g Total. Add lines 2a-2f . . . ►	Business Code	0 0 0 0 0 0 g			
	3 Investment income (including dividends, interest, and other similar amounts) . . . ► 4 Income from investment of tax-exempt bond proceeds ► 5 Royalties . . . ►		267,495 0 0			267,495
	6a Gross rents . . . b Less rental expenses c Rental income or (loss) . . . d Net rental income or (loss) . . . ►	(i) Real 0 (ii) Personal 0 d				
	7a Gross amount from sales of assets other than inventory . . . b Less: cost or other basis and sales expenses . . . c Gain or (loss) . . . d Net gain or (loss) . . . ►	(i) Securities 3,395,752 (ii) Other 2,999,769 c d				395,983
Other Revenue	8a Gross income from fundraising events (not including \$ 328,747 of contributions reported on line 1c). See Part IV, line 18 . . . b Less: direct expenses . . . c Net income or (loss) from fundraising events . ► 9a Gross income from gaming activities. See Part IV, line 19 . . . b Less: direct expenses . . . c Net income or (loss) from gaming activities . ► 10a Gross sales of inventory, less returns and allowances . . . b Less: cost of goods sold . . . c Net income or (loss) from sales of inventory . ►	a 56,102 b 99,295 c a 79,668 b 51,708 c a 698,704 b c		-43,193 27,960 698,704		-43,193 27,960 698,704
	Miscellaneous Revenue	Business Code				
	11a OTHER REVENUE b c d All other revenue . . . e Total. Add lines 11a-11d . . . ► 12 Total revenue. See instructions. . . ►	900099 0 0 0 e 12	6,241 0 0 0 6,241 4,024,828	0	0	6,241 0 0 0 1,353,190

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).

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

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 United States. See Part IV, line 21	717,491	717,491		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	160,184		160,184	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	834,421		89,356	745,065
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	9,251		2,321	6,930
9 Other employee benefits	266,129		66,770	199,359
10 Payroll taxes	0			
11 Fees for services (non-employees).				
a Management	518			518
b Legal	10,581			10,581
c Accounting	10,359		10,359	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	35,541		35,541	
g Other	0			
12 Advertising and promotion	18,597			18,597
13 Office expenses	65,792			65,792
14 Information technology	1,145			1,145
15 Royalties	0			
16 Occupancy	156,820			156,820
17 Travel	5,917			5,917
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	13,682			13,682
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	703		703	
23 Insurance	0			
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a DONATION DEVELOPMENT	41,404			41,404
b BANK AND CREDIT CARD FEES	17,865		5,880	11,985
c INVENTORY ADJ & OTHER	149,011			149,011
d DUES, FEES, LICENSES	4,985			4,985
e All other expenses	0	0	0	0
25 Total functional expenses. Add lines 1 through 24e	2,520,396	717,491	371,114	1,431,791
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	631,795	1	868,516
	2 Savings and temporary cash investments	335,083	2	3,503
	3 Pledges and grants receivable, net	1,842,326	3	1,238,512
	4 Accounts receivable, net	16,624	4	0
	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)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	99,000	8	0
	9 Prepaid expenses and deferred charges	18,749	9	49,012
	10a Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	14,700		
	b Less: accumulated depreciation	10b	10c	9,780
	11 Investments—publicly traded securities	10,436,519	11	10,762,515
	12 Investments—other securities. See Part IV, line 11	0	12	0
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	27,101,059	15	28,302,858
	16 Total assets. Add lines 1 through 15 (must equal line 34)	40,491,638	16	41,234,696
Liabilities	17 Accounts payable and accrued expenses	64,162	17	39,061
	18 Grants payable		18	
	19 Deferred revenue	28,372	19	29,243
	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		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	336,439		109,376
	26 Total liabilities. Add lines 17 through 25	428,973	26	177,680
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	39,217,985	27	39,533,536
	28 Temporarily restricted net assets	784,244	28	1,461,454
	29 Permanently restricted net assets	60,436	29	62,026
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	40,062,665	33	41,057,016
	34 Total liabilities and net assets/fund balances	40,491,638	34	41,234,696

Part XI Reconciliation of Net AssetsCheck 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	4,024,828
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,520,396
3	Revenue less expenses. Subtract line 2 from line 1	3	1,504,432
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	40,062,665
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-510,081
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	41,057,016

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

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?
2b Were the organization's financial statements audited by an independent accountant?
c If "Yes" to line 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.

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 separate 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?
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

	Yes	No
2a		✓
2b	✓	
2c	✓	
3a		✓
3b		

SCHEDULE A
(Form 990 or 990-EZ)

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

2011

**Open to Public
Inspection**

Name of the organization

AGRACE HOSPICECARE FOUNDATION, INC

Employer identification number

30-0001703

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?

- (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 supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)	✓	
11g(ii)	✓	
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?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
AGRACE (A) HOSPICECARE, INC	39-1319537	9	✓		✓		✓		536,788
(B)									
(C)									
(D)									
(E)									
Total									536,788

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2011

Schedule A (Form 990 or 990-EZ) 2011

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						□

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33$\frac{1}{3}$% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 $\frac{1}{3}$ % or more, check this box and stop here . The organization qualifies as a publicly supported organization		►
b 33$\frac{1}{3}$% support test—2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 $\frac{1}{3}$ % or more, check this box and stop here . The organization qualifies as a publicly supported organization		►
17a 10%-facts-and-circumstances test—2011. 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—2010. 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) ►**

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)

	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1						
2						
3						
4						
5						
6 Total.						
7a						
b						
c						
8 Public support						

Section B. Total Support**Calendar year (or fiscal year beginning in) ►**

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 section 501(c)(3) organization, check this box and **stop here** ►

	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9						
10a						
b						
c						
11						
12						
13 Total support.						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) **15** %

16 Public support percentage from 2010 Schedule A, Part III, line 15 **16** %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)) **17** %

18 Investment income percentage from 2010 Schedule A, Part III, line 17 **18** %

19a **33 1/3% support tests—2011.** 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—2010.** 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 ►

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

OMB No. 1545-0047

2011**Open to Public
Inspection**

Name of the organization

AGRACE HOSPICECARE FOUNDATION, INC

Employer identification number

30-0001703

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year) .		
3 Aggregate grants from (during year) .		
4 Aggregate value at end of year .		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can 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?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	
	<input type="checkbox"/> Held at the End of the Tax 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, and not on a historic structure listed in the National Register	2d
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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 section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> 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 (ASC 958), 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 (ASC 958), 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 (ASC 958) relating to these items:
a Revenues included in Form 990, Part VIII, line 1 ► \$
b Assets included in Form 990, Part X ► \$

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

6/21/2012 9:12:00 AM

Cat. No. 52283D

Schedule D (Form 990) 2011

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

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

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

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

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

Part IV 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
1c	
1d	
1e	
1f	

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	549,776	472,208	460,319	415,642	
b Contributions		14,510	0	90,070	
c Net investment earnings, gains, and losses		66,356	11,889	-11,128	
d Grants or scholarships		0	0	0	
e Other expenditures for facilities and programs	487,750	3,298	0	34,265	
f Administrative expenses		0	0	0	
g End of year balance	62,026	549,776	472,208	460,319	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► 0 %

b Permanent endowment ► 100 %

c Temporarily restricted endowment ► 0 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

	Yes	No
3a(i)		✓
3a(ii)		✓
3b		

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

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

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

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land					0
b Buildings					0
c Leasehold improvements					0
d Equipment					0
e Other			14,700	4,920	9,780

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))

Schedule D (Form 990) 2011

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)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Column (b) must 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
(1) INTEREST IN NET ASSETS OF AFFILIATE	27,183,635
(2) BENEFICIAL INTEREST IN ASSETS HELD BY COMMUNITY FOUNDATIONS	127,492
(3) DUE FROM AFFILIATE	991,731
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►

28,302,858

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO AFFILIATES	109,376
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►

109,376

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 (ASC 740).

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

1 Total revenue (Form 990, Part VIII, column (A), line 12)	1
2 Total expenses (Form 990, Part IX, column (A), line 25)	2
3 Excess or (deficit) for the year. Subtract line 2 from line 1	3
4 Net unrealized gains (losses) on investments	4
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 through 8	9
10 Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10

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
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a Net unrealized gains on investments	2a
b Donated services and use of facilities	2b
c Recoveries of prior year grants	2c
d Other (Describe in Part XIV.)	2d
e Add lines 2a through 2d	2e
3 Subtract line 2e from line 1	3
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 must equal Form 990, Part I, line 12.)	5

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

1 Total expenses and losses per audited financial statements	1
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
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 must equal Form 990, Part I, line 18.)	5

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, line 2; 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.

SEE NEXT PAGE

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, line 2; 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.

Return Reference	Identifier	Explanation
PART V	ENDOWMENT FUNDS	THE BOARD REMOVED DESIGNATION OF ENDOWMENT FUNDS
SCHEDULE D, PART V, LINE 4	INTENDED USES OF ENDOWMENT FUNDS	THE PURPOSE OF THE ENDOWMENT FUNDS ARE TO PROVIDE SUPPORT, AS NEEDED, TO AGRACE HOSPICECARE, INC , A RELATED TAX-EXEMPT ORGANIZATION
SCHEDULE D, PART X, LINE 2	FIN 48 (ASC 740) FOOTNOTE	U S GAAP REQUIRES THAT A TAX POSITION IS RECOGNIZED AS A BENEFIT ONLY IF IT IS "MORE LIKELY THAN NOT" THAT THE TAX POSITION WOULD BE SUSTAINED IN A TAX EXAMINATION, WITH A TAX EXAMINATION BEING PRESUMED TO OCCUR THE AMOUNT RECOGNIZED IS THE LARGEST AMOUNT OF TAX BENEFIT THAT IS GREATER THAN 50% LIKELY OF BEING REALIZED ON EXAMINATION FOR TAX POSITIONS NOT MEETING THE "MORE LIKELY THAN NOT" TEST, NO TAX BENEFIT IS RECORDED DUE TO ITS TAX-EXEMPT STATUS, THE ORGANIZATION IS NOT SUBJECT TO U S FEDERAL INCOME TAX OR STATE INCOME TAX. THE ORGANIZATION'S FORM 990 HAS NOT BEEN SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE OR THE STATE OF WISCONSIN FOR THE LAST THREE YEARS. THE ORGANIZATION DOES NOT EXPECT THE TOTAL AMOUNT OF UNRECOGNIZED TAX BENEFITS TO SIGNIFICANTLY CHANGE IN THE NEXT 12 MONTHS. THE ORGANIZATION RECOGNIZES INTEREST AND/OR PENALTIES RELATED TO INCOME TAX MATTERS IN INCOME TAX EXPENSE. THE ORGANIZATION DID NOT HAVE ANY AMOUNTS ACCRUED FOR INTEREST AND PENALTIES AT DECEMBER 31, 2011 OR 2010

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

AGRACE HOSPICECARE FOUNDATION, INC

Employer identification number

30-0001703

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a Mail solicitations e Solicitation of non-government grants
b Internet and email solicitations f Solicitation of government grants
c Phone solicitations g Special fundraising events
d In-person solicitations

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

2b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
1		Yes	No		
2					
3					
4					
5					
6					
7					
8					
9					
10					
Total				0	0

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

	(a) Event #1 PHIL HELMUTH EVENT (event type)	(b) Event #2 GALA (event type)	(c) Other events 4 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	107,286	98,446	179,117
	2 Less. Charitable contributions	74,655	88,676	165,416
	3 Gross income (line 1 minus line 2)	32,631	9,770	13,701
Direct Expenses	4 Cash prizes	0	0	0
	5 Noncash prizes	0	0	0
	6 Rent/facility costs	5,088	0	1,725
	7 Food and beverages	22,453	16,001	7,035
	8 Entertainment	5,000	2,500	0
	9 Other direct expenses	10,874	9,903	18,716
	10 Direct expense summary. Add lines 4 through 9 in column (d)			► (99,295)
	11 Net income summary. Combine line 3, column (d), and line 10			► (-43,193)

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

	(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue	0	0	79,668
Direct Expenses	2 Cash prizes	0	0	1,000
	3 Noncash prizes	0	0	38,345
	4 Rent/facility costs	0	0	0
	5 Other direct expenses	0	0	12,363
	6 Volunteer labor	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 90 % <input type="checkbox"/> No
	7 Direct expense summary. Add lines 2 through 5 in column (d)			► (51,708)
	8 Net gaming income summary. Combine line 1, column d, and line 7			► 27,960

9 Enter the state(s) in which the organization operates gaming activities: WI
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

11 Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in.

a The organization's facility

b An outside facility

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

13a	%
13b	100 %

Name ► Debbie Bradley, Agrace HospiceCare Inc

Address ► 5395 E CHERYL PARKWAY, MADISON, WI 53711

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If "Yes," enter name and address of the third party:

Name ►

Address ►

16 Gaming manager information:

Name ► FINANCE DEPARTMENT EMPLOYEES

Gaming manager compensation ► \$ 0

Description of services provided ► ACCOUNTING AND RECORDKEEPING

 Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SEE NEXT PAGE

Part IV

Supplemental Information Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions)

Return Reference	Identifier	Explanation
SCHEDULE G, PART II, LINE 11	FUNDRAISING EVENTS	THE FOUNDATION'S FUNDRAISING EVENT TOTAL ON LINE 11, COLUMN (D) EXCLUDES \$328,747 OF CHARITABLE CONTRIBUTIONS WHICH IS REPORTED ON LINE 2, COLUMN (D). FUNDRAISING EVENT TOTAL INCOME, INCLUDING THIS CHARITABLE CONTRIBUTION AMOUNT PRODUCES A POSITIVE NET INCOME OF \$285,554

SCHEDULE I
(Form 990)

OMB No 1545-0047
2011
**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service
Name of the organization

AGRAICE HOSPIICECARE FOUNDATION, INC

**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.

Employer identification number

30-0001703

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?

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	1 (b) EIN	1 (c) IRC section if applicable	1 (d) Amount of cash grant	1 (e) Amount of non-cash assistance	1 (f) Method of valuation (book, FMV, appraisal, other)	1 (g) Description of non-cash assistance	1 (h) Purpose of grant or assistance
(1) AGRAICE HOSPIICECARE INC 5395 E CHERYL PARKWAY, MADISON, WI 53711	39-1319537	501(C)(3)	536,788	0	N/A	N/A	CHARITY CARE AND PROGRAM SUPPORT
(2) AGRAICE HOSPIICECARE HOLDINGS INC 5395 E CHERYL PARKWAY, MADISON, WI 53711	30-0001715	501(C)(3)	179,203	1,500	FAIR MARKET VALUE OF EQUIPMENT	APPRAISAL SERVICES	FACILITY PROJECT
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

2

0

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 50055P

Schedule I (Form 990) (2011)

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.

Part III can be duplicated 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					
2					
3					
4					
5					
6					
7					

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

SEE NEXT PAGE

Part IV

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

Return Reference	Identifier	Explanation
SCHEDULE I, PART I, LINE 2	PROCEDURES FOR MONITORING USE OF GRANT FUNDS	ALL GRANT PROPOSALS ARE PRESENTED TO THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS APPROVES ALL GRANT AWARDS. AGRACE HOSPICECARE FOUNDATION INC IS OPERATED FOR THE EXCLUSIVE BENEFIT AND SUPPORT OF AGRACE HOSPICECARE INC AND AGRACE HOSPICECARE HOLDINGS INC

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, line 23.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

AGRACE HOSPICECARE FOUNDATION, INC

Employer identification number

30-0001703

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

a Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations 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?
b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

a The organization?
b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1a		
1b		
2		
3		
4a		✓
4b	✓	
4c	✓	
5a		✓
5b		✓
6a		✓
6b		✓
7		✓
8		✓
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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(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 as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
MARCIAM WHITTINGTON	(i) 127,099	(ii) 16,402	(iii) 16,683	1,639	18,770	180,593	0
1 SUSAN PHILLIPS	(i) 0	(ii) 0	(iii) 0	0	0	0	0
2 JULIA HOUCK	(i) 250,076	(ii) 55,962	(iii) 81,917	65,151	18,233	471,339	77,668
3	(i) 0	(ii) 0	(iii) 0	0	0	0	0
4	(i) 0	(ii) 0	(iii) 0	0	0	0	0
5	(i) 0	(ii) 0	(iii) 0	0	0	0	0
6	(i) 0	(ii) 0	(iii) 0	0	0	0	0
7	(i) 0	(ii) 0	(iii) 0	0	0	0	0
8	(i) 0	(ii) 0	(iii) 0	0	0	0	0
9	(i) 0	(ii) 0	(iii) 0	0	0	0	0
10	(i) 0	(ii) 0	(iii) 0	0	0	0	0
11	(i) 0	(ii) 0	(iii) 0	0	0	0	0
12	(i) 0	(ii) 0	(iii) 0	0	0	0	0
13	(i) 0	(ii) 0	(iii) 0	0	0	0	0
14	(i) 0	(ii) 0	(iii) 0	0	0	0	0
15	(i) 0	(ii) 0	(iii) 0	0	0	0	0
16	(i) 0	(ii) 0	(iii) 0	0	0	0	0

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.

Return Reference	Identifier	Explanation
SCHEDULE J, PART I, LINE 3	ARRANGEMENT USED TO ESTABLISH THE TOP MANAGEMENT OFFICIAL'S COMPENSATION	<p>THE ORGANIZATION RELIED ON AGRACE HOSPICECARE, INC., A RELATED TAX-EXEMPT ORGANIZATION, TO DETERMINE THE COMPENSATION OF ITS OFFICERS AND KEY EMPLOYEES. BELOW IS THE PROCESS USED BY AGRACE HOSPICECARE, INC. FOR DETERMINING COMPENSATION OF THE ORGANIZATION'S OTHER OFFICERS AND KEY EMPLOYEES.</p> <p>EACH YEAR THE ORGANIZATION GATHERS MARKET DATA FOR COMPENSATION OF THE EXECUTIVE LEADERSHIP TEAM. THIS DATA INCLUDES BENCHMARKS OF NATIONAL, REGIONAL, AND LOCAL COMPENSATION THAT ARE PROVIDED FROM INDEPENDENT COMPENSATION CONSULTANTS.</p> <p>EXECUTIVE LEADERSHIP PAY IS ADJUSTED BASED ON</p> <p>1) YEARS OF EXPERIENCE, 2) MARKET DATA FOR THE POSITION, AND, 3) PERFORMANCE</p> <p>THE VICE PRESIDENT OF HUMAN RESOURCES PRESENTS THE MARKET DATA INFORMATION TO THE EXECUTIVE COMMITTEE OF THE BOARD. BASED ON THIS INFORMATION, THE EXECUTIVE COMMITTEE OF THE BOARD APPROVES THE PAY STRUCTURE FOR THE EXECUTIVE LEADERSHIP TEAM AND ALL OTHER EMPLOYEES AND DOCUMENTS THEIR APPROVAL IN WRITING. THIS PROCESS WAS LAST UNDERTAKEN IN JANUARY 2011.</p>
SCHEDULE J, PART I, LINE 4B	SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	SUSAN PHILLIPS, CEO RECEIVED FULL DISTRIBUTION FROM 457(F) DEFERRED COMPENSATION PLAN IN THE AMOUNT OF \$62,700.90

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No 1545-0047

2011

Open To Public
Inspection

Name of the organization

AGRACE HOSPICECARE FOUNDATION, INC

Employer identification number

30-0001703

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 noncash contribution amounts
1 Art—Works of art	✓	2	1,750	MARKET VALUE
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods	✓		698,704	SELLING COST
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	✓	8	14,840	MARKET VALUE
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				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (RAFFLE ITEMS JEWELRY FOOD & BEV)	✓	8	17,945	MARKET VALUE
26 Other ► (_____)				
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 0

	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	✓
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	✓
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a	✓
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 51227J

Schedule M (Form 990) (2011)

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.

Return Reference	Identifier	Explanation
SCHEDULE M. PART I	EXPLANATIONS OF REPORTING METHOD FOR NUMBER OF CONTRIBUTIONS	CLOTHING AND HOUSEHOLD GOODS A HIGH NUMBER OF ITEMS ARE DONATED TO OUR THRIFT STORES FOR RESALE

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

Open to Public
 Inspection

Name of the Organization

AGRACE HOSPICECARE FOUNDATION, INC

Employer Identification Number
 30-0001703

Return Reference	Identifier	Explanation
FORM 990, PART I, LINE 8	CONTRIBUTIONS	THE CONSOLIDATED AGRACE HOSPICECARE ENTITIES' CONTRIBUTIONS FOR 2011 ARE \$3,684,415, WHICH DOESN'T INCLUDE \$223,000 OF DONATED IN KIND SERVICES. THE \$2,671,638 OF CONTRIBUTIONS REPORTED ON LINE 8 OF THIS FOUNDATION FORM 990 DOES NOT INCLUDE THE DONATED MERCHANDISE SALES PROCEEDS OF \$689,712 WHICH IS REPORTED ON LINE 10. THE BALANCE OF THE \$323,065 OF CONSOLIDATED CONTRIBUTIONS RELATES TO DONATIONS MADE DIRECTLY TO ONE OF THE OTHER AGRACE HOSPICECARE AFFILIATES AGRACE HOSPICECARE, INC AND AGRACE HOSPICECARE HOLDINGS.
FORM 990, PART III, LINE 1	ORGANIZATION'S MISSION	AGRACE HOSPICECARE FOUNDATION IS OPERATED EXCLUSIVELY FOR THE SUPPORT AND BENEFIT OF AGRACE HOSPICECARE, INC, WHICH IS A RELATED 501(C)(3) ORGANIZATION THAT PROVIDES CARE AND SUPPORT TO PATIENTS AND FAMILIES FACING LIFE-LIMITING ILLNESS. THE AGRACE HOSPICECARE FOUNDATION IS SUPPORTED BY A COMMUNITY OF DONORS WHO SHARE THE VALUE OF A HEALTHY END-OF-LIFE JOURNEY. THE FOUNDATION'S SUPPORT HAS HELPED AGRACE HOSPICECARE ENHANCE THE QUALITY OF ITS SERVICE AND EXPAND ITS REACH TO ALL THOSE WHO NEED AGRACE HOSPICECARE SERVICES IN ADDITION TO THE GRANT SUPPORT THAT THE FOUNDATION PROVIDED TO AGRACE HOSPICECARE, INC AND AGRACE HOSPICECARE HOLDINGS, INC. THE FOUNDATION HAS BEEN WORKING TO BUILD A SIX MONTH OPERATING RESERVE FUND TO HELP AGRACE HOSPICECARE, INC WEATHER FINANCIAL CHALLENGES.
FORM 990, PART III, LINE 4D	DESCRIPTION OF OTHER PROGRAM SERVICES	COMMUNITY GRIEF SERVICES THE FOUNDATION PROVIDES GRANTS TO AGRACE HOSPICECARE, INC TO SUPPORT THE COSTS OF COMMUNITY BEREAVEMENT SUPPORT GROUPS AND COUNSELING SERVICES OFFERED BY AGRACE HOSPICECARE, INC TO ANYONE IN THE COMMUNITY FREE OF CHARGE
FORM 990, PART V, LINE 1A	FORMS W-2	THE NUMBER OF FORMS W-2 REPORTED BY THE ORGANIZATION WERE SUBMITTED UNDER THE FEIN OF AGRACE HOSPICECARE, INC WHO SERVES AS A PAYROLL AGENT FOR THE ORGANIZATION
FORM 990, PART VI SECTION A, LINE 4	SIGNIFICANT CHANGES TO ORGANIZATIONAL DOCUMENTS	THE ARTICLES OF INCORPORATION WERE AMENDED TO CHANGE THE NAME OF THE ORGANIZATION TO AGRACE HOSPICECARE FOUNDATION, INC THE BYLAWS WERE AMENDED TO REMOVE THE PRESIDENT/CEO AS AN EX-OFFICIO MEMBER OF ALL COMMITTEES THE BYLAWS WERE AMENDED TO CLARIFY THAT COMMUNITY MEMBERS COULD BE APPOINTED TO A COMMITTEE BY THE BOARD AND THAT THE APPOINTED VOLUNTEER COMMITTEE MEMBER WOULD HAVE VOTING RIGHTS
FORM 990, PART VI, SECTION A, LINE 6	CLASSES OF MEMBERS OR STOCKHOLDERS	AGRACE HOSPICECARE, INC A RELATED 501(C)(3) ORGANIZATION, IS THE SOLE MEMBER OF AGRACE HOSPICECARE FOUNDATION, INC AND HAS THE AUTHORITY TO APPOINT, REMOVE, AND REPLACE ANY DIRECTOR ON FOUNDATION BOARD. AGRACE HOSPICECARE, INC ALSO HAS THE SOLE AUTHORITY TO AMEND THE AGRACE HOSPICECARE FOUNDATION BYLAWS AND ARTICLES OF INCORPORATION. AGRACE HOSPICECARE, INC HAS NO OTHER RESPONSIBILITIES OR VOTING RIGHTS WITH RESPECT TO THE OPERATIONS OF AGRACE HOSPICECARE FOUNDATION
FORM 990, PART VI, SECTION A, LINE 7A	MEMBERS OR STOCKHOLDERS ELECTING MEMBERS OF GOVERNING BODY	PLEASE SEE NARRATIVE FOR PART VI, LINE 6
FORM 990, PART VI, SECTION B, LINE 11B	REVIEW OF FORM 990 BY GOVERNING BODY	THE CONTROLLER AND VP OF FINANCE PERFORMED A DETAILED REVIEW OF FORM 990 AND THE RELATED SCHEDULES PRIOR TO FILING THE RETURN. THIS INCLUDED VERIFICATION OF ALL AMOUNTS FOR ACCURACY AND COMPLETENESS. THE FORM AND SCHEDULES WERE ALSO REVIEWED FOR CONTENT, PRESENTATION AND REASONABLENESS. THE EXECUTIVE LEADERSHIP TEAM ALSO REVIEWED THE FORM AND SCHEDULES FOR CONTENT PRESENTATION AND REASONABLENESS. THE AUDIT COMMITTEE REVIEWED THE FORM 990 AND RELATED SCHEDULES FOR REASONABLENESS. REPRESENTATIVES FROM THE ACCOUNTING FIRM OF CROWE HORWATH PREPARED A DETAILED SUMMARY OF THE FORM 990 THAT WAS PRESENTED BY THE CONTROLLER LEADING THE REVIEW.
FORM 990, PART VI, SECTION B, LINE 12C	CONFLICT OF INTEREST POLICY	DIRECTORS, OFFICERS AND KEY EMPLOYEES (INTERESTED PERSONS) ARE REQUIRED TO ANNUALLY REVIEW THE ORGANIZATION'S CODE OF CONDUCT, INCLUDING THE CONFLICT OF INTEREST POLICY/STATEMENT. INTERESTED PERSONS ARE REQUIRED TO DISCLOSE POTENTIAL OR ACTUAL CONFLICTS WITH THE ORGANIZATION IN WRITING VIA THE ANNUAL QUESTIONNAIRE DISTRIBUTED ELECTRONICALLY TO EACH INTERESTED PERSON. AN INTERESTED PERSON WITH A CONFLICT WILL EXCUSE HIM/HERSELF FROM ANY DISCUSSION, VOTE OR SIMILAR ACTION AS IT RELATES TO THE CONFLICT DISCLOSED. IF A CONFLICT OF INTEREST IS DISCOVERED THAT WAS NOT DISCLOSED BY THE INTERESTED PERSON, THE ISSUE WOULD BE DIRECTED TO THE EXECUTIVE COMMITTEE FOR RESOLUTION. THE GOVERNANCE COMMITTEE IS CHARGED WITH REGULAR REVIEW OF THE INTERESTED PERSONS PRACTICES AND QUESTIONNAIRES REGARDING CONFLICTS OF INTEREST AND SUGGESTS IMPROVEMENTS AS NEEDED. THE CONFLICT OF INTEREST QUESTIONNAIRES ARE REVIEWED BY THE CONTROLLER AND DIRECTOR OF GOVERNANCE. THE CONTROLLER AND DIRECTOR OF GOVERNANCE DETERMINE WHETHER A POTENTIAL CONFLICT EXISTS BASED ON THE COMPLETED QUESTIONNAIRES SUBMITTED BY EACH INTERESTED PERSON.
FORM 990, PART VI, SECTION B, LINE 15A	PROCESS USED TO ESTABLISH COMPENSATION OF TOP MANAGEMENT OFFICIAL	THE ORGANIZATION RELIED ON AGRACE HOSPICECARE, INC, A RELATED TAX-EXEMPT ORGANIZATION TO DETERMINE THE COMPENSATION OF ITS CEO. BELOW IS THE PROCESS USED BY AGRACE HOSPICECARE, INC FOR DETERMINING COMPENSATION OF THE ORGANIZATION'S TOP MANAGEMENT OFFICIAL. EACH YEAR THE ORGANIZATION GATHERS MARKET DATA FOR DETERMINING COMPENSATION OF THE CHIEF EXECUTIVE OFFICER. THIS INCLUDES BENCHMARKS OF NATIONAL, REGIONAL, AND LOCAL COMPENSATION THAT ARE PROVIDED FROM INDEPENDENT COMPENSATION CONSULTANTS. IN JANUARY OF EACH YEAR, THE VICE PRESIDENT OF HUMAN RESOURCES PRESENTS THIS INFORMATION TO THE EXECUTIVE COMMITTEE OF THE BOARD. ALONG WITH A 990 ANALYSIS OF COMPENSATION REPORTING BY SIMILAR-SIZED NON-PROFIT HOSPICES BASED ON THIS INFORMATION, THE EXECUTIVE COMMITTEE SETS AND APPROVES THE PAY FOR THE CHIEF EXECUTIVE OFFICER FOR THE YEAR AND CONTEMPORANEOUSLY DOCUMENTS THEIR APPROVAL IN WRITING. THIS PROCESS WAS UNDERTAKEN IN JANUARY 2011. THIS PROCESS WAS LAST UNDERTAKEN IN JANUARY 2011.
FORM 990, PART VI SECTION B, LINE 15B	PROCESS USED TO ESTABLISH COMPENSATION OF OTHER OFFICERS/KEY EMPLOYEES	THE ORGANIZATION RELIED ON AGRACE HOSPICECARE, INC, A RELATED TAX-EXEMPT ORGANIZATION, TO DETERMINE THE COMPENSATION OF ITS OTHER OFFICERS AND KEY EMPLOYEES. BELOW IS THE PROCESS USED BY AGRACE HOSPICECARE, INC FOR DETERMINING COMPENSATION OF THE ORGANIZATION'S OTHER OFFICERS AND KEY EMPLOYEES. EACH YEAR THE ORGANIZATION GATHERS MARKET DATA FOR COMPENSATION OF THE EXECUTIVE LEADERSHIP TEAM. THIS DATA INCLUDES BENCHMARKS OF NATIONAL, REGIONAL, AND LOCAL COMPENSATION THAT ARE PROVIDED FROM INDEPENDENT COMPENSATION CONSULTANTS. EXECUTIVE LEADERSHIP PAY IS ADJUSTED BASED ON: 1) YEARS OF EXPERIENCE 2) MARKET DATA FOR THE POSITION, AND, 3) PERFORMANCE

Return Reference	Identifier	Explanation								
		THE VICE PRESIDENT OF HUMAN RESOURCES PRESENTS THE MARKET DATA INFORMATION TO THE EXECUTIVE COMMITTEE OF THE BOARD. BASED ON THIS INFORMATION, THE EXECUTIVE COMMITTEE OF THE BOARD APPROVES THE PAY STRUCTURE FOR THE EXECUTIVE LEADERSHIP TEAM AND ALL OTHER EMPLOYEES AND DOCUMENTS THEIR APPROVAL IN WRITING. THIS PROCESS WAS LAST UNDERTAKEN IN JANUARY 2011								
FORM 990, PART VI SECTION C LINE 19	GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC	FINANCIAL STATEMENTS GOVERNING DOCUMENTS, AND CONFLICT OF INTEREST POLICIES ARE NOT REQUIRED DISCLOSURES PURSUANT TO INTERNAL REVENUE CODE (IRC) SECTION 6104 THESE DOCUMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON RECEIPT OF A WRITTEN REQUEST								
FORM 990, PART VII, SECTION A, COLUMN B	AVERAGE HOURS WORKED PER WEEK FOR RELATED ORGANIZATION	MARIA M WHITTINGTON - VP FOUNDATION & HOLDINGS, DEVOTES APPROXIMATELY 5 HOURS A WEEK TO AGRACE HOSPICECARE, INC AND 5 HOURS TO AGRACE HOSPICECARE HOLDINGS, INC, BOTH OF WHICH ARE RELATED TAX-EXEMPT ORGANIZATIONS SUSAN PHILLIPS - CEO, DEVOTES APPROXIMATELY 35 HOURS A WEEK TO AGRACE HOSPICECARE, INC AND 5 HOURS TO AGRACE HOSPICECARE HOLDINGS, INC, BOTH OF WHICH ARE RELATED TAX-EXEMPT ORGANIZATIONS JULIA HOUCK - VP HR AND L&D/ACTING PRESIDENT, DEVOTES APPROXIMATELY 35 HOURS A WEEK TO AGRACE HOSPICECARE, INC AND 5 HOURS TO AGRACE HOSPICECARE HOLDINGS, INC, BOTH OF WHICH ARE RELATED TAX-EXEMPT ORGANIZATIONS JOYCE ZEASMAN - VP OF FINANCE DEVOTES APPROXIMATELY 30 HOURS A WEEK TO AGRACE HOSPICECARE, INC AND 5 HOURS TO AGRACE HOSPICECARE FOUNDATION, INC, BOTH OF WHICH ARE RELATED TAX-EXEMPT ORGANIZATIONS								
FORM 990, PART VIII, LINE 8C	FUNDRAISING EVENTS	THE FOUNDATION'S FUNDRAISING EVENT TOTAL IS \$313,514 WHICH AGREES WITH AUDITED INFORMATION AND IS THE SUM OF LINES 1C, 8C AND 9C								
FORM 990, PART XI, LINE 5	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	<table border="1"> <thead> <tr> <th>(a) Description</th> <th>(b) Amount</th> </tr> </thead> <tbody> <tr> <td>NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS</td> <td>- 642 603</td> </tr> <tr> <td>CHANGE IN NET ASSETS OF AFFILIATE</td> <td>227 522</td> </tr> <tr> <td>CHANGE IN VALUE OF ANNUITY AGREEMENTS</td> <td>- 95 000</td> </tr> </tbody> </table>	(a) Description	(b) Amount	NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS	- 642 603	CHANGE IN NET ASSETS OF AFFILIATE	227 522	CHANGE IN VALUE OF ANNUITY AGREEMENTS	- 95 000
(a) Description	(b) Amount									
NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS	- 642 603									
CHANGE IN NET ASSETS OF AFFILIATE	227 522									
CHANGE IN VALUE OF ANNUITY AGREEMENTS	- 95 000									

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

AGRACE HOSPICECARE FOUNDATION, INC

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.

OMB No. 1545-0047

2011
Open to Public
Inspection

Employer identification number

30-0001703

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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) AGRACE HOSPICECARE THRIFT STORE, LLC (30-0001703) 5395 E CHERYL PARKWAY, MADISON, WI 53711	THRIFT STORE	WI	700,750	562,224	N/A
(2)
(3)
(4)
(5)
(6)
(7)

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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 entity?
(1) AGRACE HOSPICECARE, INC. (39-1319537) 5395 E CHERYL PARKWAY, MADISON, WI 53711	HEALTHCARE	WI	501(C)(3)	N/A	AHC	✓
(2) AGRACE HOSPICECARE HOLDINGS, INC. (30-0001715) 5395 E. CHERYL PARKWAY, MADISON, WI 53711	PROPERTY HOLDING	WI	501(C)(3)	11 - TYPE I	AHC	✓
(3) .....	.....	.....	.....	.....	.....	.....
(4) .....	.....	.....	.....	.....	.....	.....
(5) .....	.....	.....	.....	.....	.....	.....
(6) .....	.....	.....	.....	.....	.....	.....
(7) .....	.....	.....	.....	.....	.....	.....

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 50135Y

Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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) Disproportionate allocations?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to 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	
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								

Part V

Transactions With Related Organizations (Co

organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note Complete line 1 if any entity is listed in Parts II or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Sale of assets to related organization(s)
 g Purchase of assets from related organization(s)
 h Exchange of assets with related organization(s)
 i Lease of facilities, equipment, or other assets to related organizations)

- j Lease of facilities, equipment, or other assets from related organization(s)
- k Performance of services or membership or fundraising solicitations for related organization(s)
- l Performance of services or membership or fundraising solicitations by related organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets with related organizations
- n Sharing of paid employees with related organizations)

- Reimbursement paid to related organization(s) for expenses
- Reimbursement paid by related organization(s) for expenses

q Other transfer of cash or property to related organization(s)
r Other transfer of cash or property from related organization(s)

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.

Part VI**Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to 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) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No			
(1)											
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											
(8)											
(9)											
(10)											
(11)											
(12)											
(13)											
(14)											
(15)											
(16)											

RECEIVED

Sec. 181.1005

Wis. Stats.

OCT 17 2011

WISCONSIN
DFI

State of Wisconsin
Department of Financial Institutions
Division of Corporate and Consumer Services



ARTICLES OF AMENDMENT – NONSTOCK CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:
HospiceCare Foundation, Inc.

(Enter Corporate Name)

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

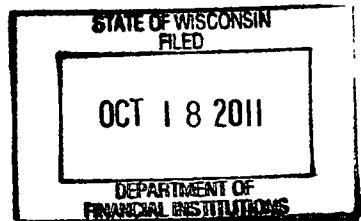
Article I is amended to read as follows:

The name of the Corporation is Agrace HospiceCare Foundation, Incorporated

B. Amendment(s) adopted on August 15, 2011

(Indicate the method of adoption by checking (X) the appropriate choice below.)

OR In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)
OR In accordance with sec. 181.1003, Wis. Stats. (By Members)
OR In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)



C. Approval by 3rd Person (Contingency Statement)

Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

D. Executed on 10/14/2011
(Date)

Title: President Secretary
or other officer title Vice Pres.

Marcia Whittington
(Signature)

Marcia Whittington

(Printed name)

This document was drafted by Heidi Kramer

(Name the individual who drafted the document)

FILING FEE - \$25.00 See instructions, suggestions and procedures on following page

DFI/CCS/104(R02/10/04)

ARTICLES OF AMENDMENT (Ch. 181, Nonstock)

Attn: Heidi Kramer
HospiceCare (n/k/a Agrace HospiceCare)
5395 E. Cheryl Parkway
Fitchburg, WI 53711

▲ Your return address and phone number during the day: (608) 327 - 7010

INSTRUCTIONS (Ref. sec. 181.1005 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$25.00**, payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). The original must include an original manual signature, per sec. 181.0120(2), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

- A. Enter the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: (set forth the amended article).
- B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 181.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without the approval of members with voting rights.

By Members – Adoption by members requires 2/3rd of votes cast or a majority of the voting power, whichever is less, except as conditioned by the articles of incorporation, bylaws, ss. 181.1002(1), 181.1030 or other provisions of Ch. 181, Wis. Stats.

By Members thru Class Voting – Refer to sec. 181.1004 for specific information on class voting by members.

- C. Approval by Other Person – Amendment of the articles of incorporation may require the approval of a person other than the board or members, if so specified in the articles of incorporation under sec. 181.1030.
- D. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

02 FEB 27 AM 10:33

ARTICLES OF AMENDMENT - NONSTOCK CORPORATION

A The present corporate name (prior to any change effected by this amendment) is:

HospiceCare Foundation, Inc.

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

The first sentence of Article II is amended to read as follows:
The Corporation is organized and shall be operated exclusively for the support and benefit of (1) HospiceCare, Incorporated, so long as HospiceCare, Incorporated, is an organization that is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"), and (2) HospiceCare Holdings, Inc., so long as HospiceCare Holdings, Inc., is an organization that is exempt under Section 501(c)(3) of the Internal Revenue Code and so long as HospiceCare Holdings, Inc., is operated for the support and benefit of HospiceCare, Incorporated; to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, ~~real or personal, as may be necessary or desirable to carry into~~

~~January 24, 2002 effect the aforementioned purposes.~~
(Indicate the method of adoption by checking (X) the appropriate choice below.)

In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)

OR

In accordance with sec. 181.1003, Wis. Stats. (By Members)

OR

In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

STATE OF WISCONSIN
FILED

FEB 28 2002

DEPARTMENT OF
FINANCIAL INSTITUTIONS

C. Approval by 3rd Person (Contingency Statement)

Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the ~~articles of incorporation~~ authorized under sec. 181.1030.

D. Executed on January 24, 2002
(Date)

Title: President Secretary
or other officer title _____

Richard J. Langer
(Signature)

Richard J. Langer
(Printed name)

This document was drafted by Susan L. Collins, Attorney at Law
(Name the individual who drafted the document)

FILING FEE - \$25.00 SEE instructions, suggestions and procedures on following page

DFI/CCS/104(R5/99)

ARTICLES OF AMENDMENT (Ch. 181, Nonstock)

✓ Attorney Susan L. Collins
Foley & Lardner
P.O. Box 1497
Madison, WI 53701-1497

▲ Your return address and phone number during the day: (608) 258-4259

INSTRUCTIONS (Ref. sec. 181.1005 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE** of \$25.00, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 181.0120(2), Wis. Stats. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY

- A Enter the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: (set forth the amended article).")
- B Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 181.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without the approval of members with voting rights.

By Members – Adoption by members requires 2/3rd of votes cast or a majority of the voting power, whichever is less, except as conditioned by the articles of incorporation, bylaws, ss. 181.1002(1), 181.1030 or other provisions of Ch. 181, Wis. Stats.

By Members thru Class Voting – Refer to sec. 181.1004 for specific information on class voting by members.

Approval by Other Person – Amendment of the articles of incorporation may require the approval of a person other than the board or members, if so specified in the articles of incorporation under sec. 181.1030.

- C Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.
- D If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

STATE OF WISCONSIN
FILED

01 DEC 20 PM 4:16

ARTICLES OF INCORPORATION
OF
HOSPICECARE FOUNDATION, INC.

STATE OF WISCONSIN
FILED
DEC 21 2001
DEPARTMENT OF
FINANCIAL INSTITUTIONS

The undersigned, a natural person of the age of eighteen (18) years or more acting as incorporator of a Corporation under the Wisconsin Nonstock Corporation Law (Chapter 181 of the Wisconsin Statutes), adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

Name

The name of the Corporation is HospiceCare Foundation, Inc.

ARTICLE II

Purposes

The Corporation is organized and shall be operated exclusively for the support and benefit of (1) HospiceCare, Incorporated, so long as HospiceCare, Incorporated, is an organization that is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"), and (2) HospiceCare Holdings, Inc., so long as HospiceCare Holdings, Inc., is an organization that is exempt under Section 501(c)(3) of the Internal Revenue Code and so long as HospiceCare Holdings, Inc., is operated exclusively for the support and benefit of HospiceCare, Incorporated; to engage in activities relating to the aforementioned purpose; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purpose. If at any time HospiceCare, Incorporated, shall cease to be an organization that is exempt under Section 501(c)(3) of the Internal Revenue Code, the Corporation shall dissolve as provided in Article VI hereof.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III

Powers

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

WI - DFI CORP
FILE ID# →

003 326222 1

H734571

(A) The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(B) At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code and Section 181.0320 of the Wisconsin Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(2) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE IV

Members

HospiceCare, Incorporated, shall be the sole member of the Corporation. If at any time HospiceCare, Incorporated, shall cease to be an organization that is exempt under Section 501(c)(3) of the Internal Revenue Code, then HospiceCare, Incorporated, shall cease to be a member of the Corporation, and the Corporation shall have no members.

ARTICLE V

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the By-Laws, but the number of Directors shall not be less than three (3).

ARTICLE VI

Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to HospiceCare, Incorporated, if HospiceCare, Incorporated, is then an organization described in Section 501(c)(3) of the Internal Revenue Code; or if HospiceCare, Incorporated, is not then an organization described in Section 501(c)(3) of the Internal Revenue Code, then such remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI; provided, however, that if HospiceCare, Incorporated, is not then an organization described in Section 501(c)(3) of the Internal Revenue Code, then to the extent practicable, such remaining assets shall be distributed to one or more of such organizations described herein for purposes relating to the promotion of quality of life at the end of life. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

ARTICLE VII

Amendment

These Articles may be amended in the manner now or hereafter provided in the Wisconsin Statutes; provided, however, that at any time that the Corporation has a member, these Articles may be amended only with the written approval of the member.

ARTICLE VIII

Miscellaneous

Section 1. The name and address of the initial registered agent of the Corporation is:

Susan Phillips
c/o HospiceCare Foundation, Inc.
5395 East Cheryl Parkway
Madison, Wisconsin 53711

Section 2. The mailing address in Wisconsin of the principal office of the Corporation is:

HospiceCare Foundation, Inc.
5395 East Cheryl Parkway
Madison, Wisconsin 53711

Section 3. The names and addresses of the persons constituting the initial Board of Directors are:

Richard J. Langer
c/o Michael Best & Friedrich, LLP
1 S. Pinckney Street, Suite 700
Madison, Wisconsin 53703-4257

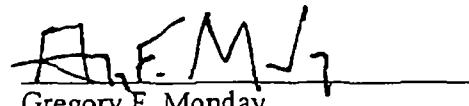
Thomas G. Ragatz
c/o Foley & Lardner
150 E. Gilman Street, P.O. Box 1497
Madison, Wisconsin 53701-1497

Gordon Derzon
3440 Topping Road
Madison, Wisconsin 53705

Section 4. The name and address of the incorporator is:

Attorney Gregory F. Monday
c/o Foley & Lardner
150 East Gilman Street, P.O. Box 1497
Madison, Wisconsin 53701-1497

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of
December, 2001.



Gregory F. Monday

STATE OF WISCONSIN)
) SS.
COUNTY OF DANE)

Personally came before me this 20th day of December, 2001, the above-named Gregory F. Monday, to me known to be the person who executed the foregoing instrument and acknowledged the same.

[NOTARIAL SEAL]

Susan L. Collins
Notary Public, State of Wisconsin
My Commission is permanent.

This instrument was drafted by and should be returned to Susan L. Collins, c/o Foley & Lardner, P.O. Box 1497, Madison, Wisconsin, 53701-1497.

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. AGRACE HOSPICECARE FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 30-0001703
	Number, street, and room or suite no. If a P.O. box, see instructions. 5395 E. CHERYL PARKWAY	Social security number (SSN) <input type="checkbox"/>
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MADISON, WI 53711	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► JULIA HOUCK

Telephone No. ► (608)276-4660 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► calendar year 20 11 or

► tax year beginning , 20 , and ending , 20 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Cat No 27916D

Form 8868 (Rev 1-2012)