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Return of Organization Exempt From Income Tax

Department of the Treasury
Internal Revenue ServiceUnder 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

2011

Open to Public
Inspection

A For the 2011 calendar year, or tax year beginning		, 2011, and ending	
B Check if applicable	C Name of organization AGRACE HOSPICECARE, INC		D Employer identification number
<input type="checkbox"/> Address change	Doing Business As		39-1319537
<input checked="" type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address)		E Telephone number
<input type="checkbox"/> Initial return	5395 E CHERYL PARKWAY		(608)276-4660
<input type="checkbox"/> Terminated	City or town, state or country, and ZIP + 4		
<input type="checkbox"/> Amended return	MADISON, WI 53711		G Gross receipts \$ 47,725,984
<input type="checkbox"/> Application pending	F Name and address of principal officer JULIA HOUCK 5395 EAST CHERYL PARKWAY, MADISON, WI 53711		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
J Website:	► WWW.AGRACEHOSPICECAREINC.ORG		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: 1978	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 COMPREHENSIVE, COMPASSIONATE CARE WE PROVIDE TO PATIENTS AND FAMILIES FACED WITH LIFE-LIMITING ILLNESS, HELPING THEM TO LIVE AS FULLY AS THEY CAN IN 2011 THE ORGANIZATION PROVIDED CHARITY CARE OF APPROXIMATELY \$275,000		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3 Number of voting members of the governing body (Part VI, line 1a)	3	14	
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	14	
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	659	
6 Total number of volunteers (estimate if necessary)	6	1,288	
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	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	633,803	1,088,330
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	45,311,566	45,132,046	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-5,573	220	
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,432,651	1,435,488	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	Prior Year	Current Year
	14 Benefits paid to or for members (Part IX, column (A), line 4)	37,785	46,520
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0	
16a Professional fundraising fees (Part IX, column (A), line 11e)	31,715,610	32,269,842	
b Total fundraising expenses (Part IX, column (D), line 25) ►	0	0	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,056,950	14,822,509	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	46,575,904	14,881,480	
19 Revenue less expenses. Subtract line 18 from line 12	796,543	47,197,842	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	11,096,941	11,080,899
22 Net assets or fund balances. Subtract line 21 from line 20	4,854,367	4,368,067	
		6,242,574	6,712,832

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**

Signature of officer

JULIA HOUCK, ACTING PRESIDENT

Date

6/26/12

Type or print name and title

Paid Preparer Use Only	Prep/Type preparer's name Kristin Ficker	Prep Kristin Ficker	Date 2012 06.21 15.42.54 -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)

JUL 16 2012
SCANNED

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III 1. Briefly describe the organization's mission:

AGRACE HOSPICECARE, INC'S MISSION IS TO ENHANCE THE QUALITY OF LIFE AT THE END OF LIFE. AGRACE HOSPICECARE'S VISION IS TO BUILD A COMMUNITY WHERE EXCEPTIONAL END OF LIFE CARE IS ACCEPTED, EXPECTED AND AVAILABLE TO ALL REGARDLESS OF THEIR AGE, INCOME, RELIGION, ETHNICITY AND/OR CULTURAL BACKGROUND (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 \$ 35,209,253 including grants of \$ 46,520) (Revenue \$ 44,870,923)

CLINICAL PATIENT CARE - AGRACE HOSPICECARE OFFERS THE MOST COMPREHENSIVE END-OF-LIFE CARE AVAILABLE. PATIENTS AND FAMILIES SERVED BY AGRACE HOSPICECARE ARE PROVIDED THE EXPERT HELP OF A COMPASSIONATE TEAM OF END-OF-LIFE PROFESSIONALS INCLUDING NURSES, CERTIFIED NURSING ASSISTANTS, SOCIAL WORKERS, CHAPLAINS, VOLUNTEERS, PHYSICIANS, GRIEF COUNSELORS AND PHARMACISTS. THE HOSPICECARE TEAM ASSESSES THE UNIQUE NEEDS OF EACH PATIENT AND FAMILY WORKING TOGETHER, AGRACE HOSPICECARE STAFF, TRAINED VOLUNTEERS, AND THE PATIENT'S PHYSICIAN DELIVER COMPREHENSIVE CARE FOCUSED ON HELPING THE PATIENT AND THE FAMILY LIVE LIFE TO THE FULLEST. IN 2011, THE ORGANIZATION PROVIDED APPROXIMATELY \$2,720,000 OF COMMUNITY BENEFIT

4b (Code: _____) (Expenses \$ 1,184,809 including grants of \$ _____) (Revenue \$ 261,123)

AGRACE HOSPICECARE'S OTHER PROGRAMS INCLUDE THE VOLUNTEER SERVICES PROGRAM, THE FOOD SERVICE PROGRAM AND GRANTS TO SUPPORT RELATED ORGANIZATIONS. IN 2011 MORE THAN 1,288 COMMUNITY MEMBERS VOLUNTEERED OVER 70,000 HOURS (THE EQUIVALENT OF 33 FULL-TIME POSITIONS). BECAUSE OF THIS SUPPORT, AGRACE HOSPICECARE IS ABLE TO DEFER SOME STAFFING COSTS AND CONTINUE TO PROVIDE COMPASSIONATE, EXPERT CARE TO PATIENTS AND FAMILIES. SOME OF THE VOLUNTEER POSITIONS INCLUDE IN-HOME AND RESIDENTIAL PATIENT AND FAMILY VOLUNTEER, GRIEF SERVICES, OFFICE, FLOWER ROOM AND KITCHEN VOLUNTEER, VIGIL PROGRAM, AND AGRACE HOSPICECARE CAMPUS GREETER. (CONTINUED ON SCHEDULE O)

4c (Code: _____) (Expenses \$ 793,387 including grants of \$ _____) (Revenue \$ _____)

GRIEF SERVICES - AGRACE HOSPICECARE'S GRIEF SERVICES PROGRAM PROVIDES SERVICES TO HOSPICE FAMILY MEMBERS AND COMMUNITY MEMBERS. IN ADDITION TO INDIVIDUAL COUNSELING, AGRACE HOSPICECARE PROVIDES GRIEF SERVICES THROUGH GRIEF SUPPORT GROUPS, HOLIDAY REMEMBRANCE PROGRAMS, MEMORIAL QUILT DEDICATION CEREMONIES AND THE COMMUNITY TRAUMATIC DEATH RESPONSE TEAM. THESE PROGRAMS ARE OFFERED AT NO CHARGE, AND GRIEF SUPPORT GROUPS ARE OPEN TO ANYONE IN THE COMMUNITY EXPERIENCING LOSS, NOT JUST TO PATIENTS AND FAMILIES SERVED BY AGRACE HOSPICECARE. IN 2011, MORE THAN 6,500 PEOPLE WERE SUPPORTED BY AGRACE GRIEF COUNSELORS THROUGH SUPPORT GROUPS AND ONE-ON-ONE COUNSELING. THIS COUNSELING INCLUDED ACTIVITY THROUGH OUR CAREGIVER SUPPORT PROGRAM

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

(Expenses \$ 669,497 including grants of \$ 0) (Revenue \$ 26,826)

4e Total program service expenses ► 37,856,946

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)

	Yes	No
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	21	✓
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	✓
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	23	✓
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	24a	✓
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	✓
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	✓
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	✓
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	27	✓
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	✓
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	✓
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	✓
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	✓
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	✓
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	✓
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	✓
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	✓
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	✓
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	✓
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	35b	✓
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	✓
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	✓
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	✓

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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	70
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	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	659
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	✓
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	✓
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	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)?	4a	✓
b	If "Yes," enter the name of the foreign country: ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	5a	✓
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5b	✓
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5c	
c	If "Yes" to line 5a or 5b, did the organization file Form 8868-T?	6a	✓
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?	6b	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	7a	✓
7	Organizations that may receive deductible contributions under section 170(c).	7b	
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?	7c	✓
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7d	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7e	✓
d	If "Yes," indicate the number of Forms 8282 filed during the year	7f	✓
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7g	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7h	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	8	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	9a	
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?	9b	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state?	13a	
b	<i>Note.</i> See the instructions for additional information the organization must report on Schedule O.		
c	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	✓
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

	1a	14	Yes	No
1b		14		
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: ► JULIA HOUCK, 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	
		Or director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated			
(1) LYNNE MYERS TREASURER	1	✓		✓				0	0	0
(2) JOAN BURKE CHAIR	1	✓		✓				0	0	0
(3) SHARON CHAMBERLAIN SECRETARY/VICE CHAIR	1	✓		✓				0	0	0
(4) GERALD LEFERT DIRECTOR	1	✓						0	0	0
(5) SUSANNA HERRO DIRECTOR	1	✓						0	0	0
(6) JIM BAKKE DIRECTOR	1	✓						0	0	0
(7) MARION WOZNIAK DIRECTOR	1	✓						0	0	0
(8) DAVID KRUGER DIRECTOR	1	✓						0	0	0
(9) MARK WINTER DIRECTOR	1	✓						0	0	0
(10) MARY STARMANN-HARRISON DIRECTOR - PART YEAR	1	✓						0	0	0
(11) GORDON DERZON DIRECTOR	1	✓						0	0	0
(12) DAVID CULLEN DIRECTOR	1	✓						0	0	0
(13) KATIE WALLER DIRECTOR - PART YEAR	1	✓						0	0	0
(14) JEFF GROSSMAN 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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated			
(15) MICHAEL FITZPATRICK DIRECTOR	1	✓					0	0	0
(16) BRIAN HAPP DIRECTOR	1	✓					0	0	0
(17) JOHN BUTLER DIRECTOR - PART YEAR	1	✓					0	0	0
(18) JOYCE ZEASMAN VP FINANCE	30		✓				146,522	0	2,143
(19) DAN CHIN VP PUBLIC AFFAIRS	40		✓				130,706	0	22,569
(20) BRIAN W MURPHY VP MEDICAL SERVICES	40		✓				206,611	0	10,475
(21) JANE M QUINN VP QUALITY AND COMPLIANCE	40		✓				147,611	0	16,208
(22) JULIA HOUCK VP HR AND L&D/ACTING PRESIDENT	30		✓				168,213	0	22,197
(23) MARCIA M WHITTINGTON VP FOUNDATION & HOLDINGS	5		✓				0	160,184	20,409
(24) BRUCE AGNEBERG CMO	40		✓				240,682	0	15,835
(25) SUSAN PHILLIPS CEO	30		✓				387,955	0	20,683
1b Sub-total						►	1,428,300	160,184	130,519
c Total from continuation sheets to Part VII, Section A						►	1,058,433	0	78,499
d Total (add lines 1b and 1c)						►	2,486,733	160,184	209,018
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 ► 15									
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								
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								
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								

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
UNIVERSITY OF WI HOSPITAL/CLINIC, DRAWER #853, MILWAUKEE, WI 53278-0853	THERAPIES & IMAGING SVCS	837,107
CHARTWELL MIDWEST-WISCONSIN, PO BOX 78804, MILWAUKEE, WI 53278-0804	BIOLOGICAL/INFUSION THERAPY	253,279
HOME HEALTH UNITED INC., 2802 WALTON COMMONS WEST, MADISON, WI 53718	THERAPIES-PHYSICAL	179,768
RYAN BROTHERS, 922 SOUTH PARK ST, MADISON, WI 53715	AMBULANCE SERVICE	178,245
BRIGHTSTAR STAFFING, 3240 UNIVERSITY AVE #3A, MADISON, WI 53705	CONTRACTED LABOR	127,309
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 ►	5	

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . .	1a 283,853					
	b Membership dues . . .	1b					
	c Fundraising events . . .	1c					
	d Related organizations . .	1d 533,230					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 271,247					
	g Noncash contributions included in lines 1a-1f. \$	10,047					
	h Total. Add lines 1a-1f . . . ►	1,088,330					
Program Service Revenue	Business Code						
	2a NET PATIENT SERVICE REVENUE	623990	44,870,923	44,870,923		-	
	b FOOD SERVICE	623990	261,123	261,123			
	c		0				
	d		0				
	e		0				
	f All other program service revenue .		0	0	0	0	
	g Total. Add lines 2a-2f . . . ►	45,132,046					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) . . . ►		2,607			2,607	
	4 Income from investment of tax-exempt bond proceeds ►		0				
	5 Royalties ►		0				
	6a Gross rents . .	(i) Real	(ii) Personal				
	b Less: rental expenses						
	c Rental income or (loss)	0	0				
	d Net rental income or (loss) ►		0				
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
b Less: cost or other basis and sales expenses .	47,279	184					
c Gain or (loss) .	49,837	13					
d Net gain or (loss) ►	-2,558	171					
			-2,387			-2,387	
8a Gross income from fundraising events (not including \$. . . of contributions reported on line 1c). See Part IV, line 18 a							
b Less: direct expenses b							
c Net income or (loss) from fundraising events . . ►		0					
9a Gross income from gaming activities. See Part IV, line 19 a							
b Less: direct expenses b							
c Net income or (loss) from gaming activities . . ►		0					
10a Gross sales of inventory, less returns and allowances a	36,312						
b Less: cost of goods sold b	20,050						
c Net income or (loss) from sales of inventory . . ►	16,262						
Miscellaneous Revenue	Business Code						
11a CONTRACTED SERVICES TO AFFILIATES	900099	1,392,400				1,392,400	
b OTHER REVENUE	900099	26,826	26,826				
c		0					
d All other revenue		0	0	0	0	0	
e Total. Add lines 11a-11d ►	1,419,226						
12 Total revenue. See instructions. . . . ►	47,656,084	45,158,872	0	1,408,882			

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	0			
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	46,520	46,520		
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	1,880,784	288,426	1,592,358	
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	24,737,754	20,103,343	3,833,068	801,343
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	180,562	147,178	27,480	5,904
9	Other employee benefits	3,651,652	2,858,832	678,602	114,218
10	Payroll taxes	1,819,090	1,397,959	365,511	55,620
11	Fees for services (non-employees):				
a	Management	0			
b	Legal	87,168		87,168	
c	Accounting	102,492		102,492	
d	Lobbying	50,523		50,523	
e	Professional fundraising services. See Part IV, line 17	0			
f	Investment management fees	626		626	
g	Other	173,924	80,437	93,487	
12	Advertising and promotion	582,051	11,690	570,361	
13	Office expenses	409,148	221,910	182,413	4,825
14	Information technology	391,339	305,290	74,684	11,365
15	Royalties	0			
16	Occupancy	1,478,839	1,273,282	180,241	25,316
17	Travel	118,649	100,024	18,623	2
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	208,239	94,670	112,834	735
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	7,269	5,693	1,368	208
23	Insurance	173,733	107,204	63,039	3,490
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	ROOM AND BOARD	2,655,730	2,655,730		
b	MEDICAL SUPPLIES AND EQUIPMENT	2,566,274	2,566,274		
c	MEDICATIONS AND INFUSION THERAPIES	2,535,714	2,535,714		
d	PATIENT RELATED COSTS	1,832,049	1,832,049		
e	All other expenses	1,507,713	1,224,721	249,068	33,924
25	Total functional expenses. Add lines 1 through 24e	47,197,842	37,856,946	8,283,946	1,056,950
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	4,970,719	1	5,253,205
	2 Savings and temporary cash investments	23,732	2	276,200
	3 Pledges and grants receivable, net		3	1,000
	4 Accounts receivable, net	4,840,087	4	4,512,189
	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	80,978	8	71,389
	9 Prepaid expenses and deferred charges	651,555	9	664,650
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	1,112,339		
	b Less: accumulated depreciation	1,104,682	10c	7,657
	11 Investments—publicly traded securities	48,691	11	0
	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	466,240	15	294,609
	16 Total assets. Add lines 1 through 15 (must equal line 34)	11,096,941	16	11,080,899
Liabilities	17 Accounts payable and accrued expenses	4,675,476	17	4,214,467
	18 Grants payable		18	
	19 Deferred revenue	53,756	19	62,486
	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	125,135		91,114
	26 Total liabilities. Add lines 17 through 25	4,854,367	26	4,368,067
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	6,127,345	27	6,581,259
	28 Temporarily restricted net assets	115,229	28	131,573
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	6,242,574	33	6,712,832
	34 Total liabilities and net assets/fund balances	11,096,941	34	11,080,899

Form 990 (2011)

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	47,656,084
2	Total expenses (must equal Part IX, column (A), line 25)	2	47,197,842
3	Revenue less expenses. Subtract line 2 from line 1	3	458,242
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,242,574
5	Other changes in net assets or fund balances (explain in Schedule O)	5	12,016
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	6,712,832

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?

b 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		

Form 990 (2011)

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, INC

Employer identification number

39-1319537

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

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

(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	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									0

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

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 ► <input type="checkbox"/>						

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 33½% support test—2011. If the organization did not check the box on line 13, and line 14 is 33½% or more, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33½% support test—2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33½% or more, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
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 ► <input type="checkbox"/>		
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 ► <input type="checkbox"/>		
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 ► <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 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.")	390,807	386,549	1,266,679	633,803	1,088,330	3,766,168
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 . . .	33,720,125	38,744,774	42,539,018	45,311,566	45,132,046	205,447,529
3 Gross receipts from activities that are not an unrelated trade or business under section 513 . . .	37,277	39,792	41,375	38,282	36,312	193,038
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . .						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge . . .						0
6 Total. Add lines 1 through 5 . . .	34,148,209	39,171,115	43,847,072	45,983,651	46,256,688	209,406,735
7a Amounts included on lines 1, 2, and 3 received from disqualified persons . . .						0
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 . . .						0
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public support (Subtract line 7c from line 6.)						209,406,735

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	34,148,209	39,171,115	43,847,072	45,983,651	46,256,688	209,406,735
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . .	16,629	15,937	8,720	5,256	2,607	49,149
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	16,629	15,937	8,720	5,256	2,607	49,149
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	1,067,755	1,276,696	1,380,507	1,417,624	1,419,226	6,561,808
13 Total support. (Add lines 9, 10c, 11, and 12.)	35,232,593	40,463,748	45,236,299	47,406,531	47,678,521	216,017,692
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 ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	96.94 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	96.81 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	0.02 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	0.03 %
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 . . . ► <input checked="" type="checkbox"/>		
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 ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV

Supplemental Information Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Return Reference	Identifier	Explanation						
		Description	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
SCHEDULE A. PART III, LINE 12	OTHER INCOME	CONTRACTED SERVICES	1,055,000	1,234,800	1,323,000	1,377,800	1,392,400	1,392,400
		OTHER REVENUE	12,755	41,896	57,507	39,824	26,826	136,912

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (Check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(26) JOANN KOWALSKI CCO - PART YEAR	40			✓			118,266	0	16,639
(27) DENISE GLOEDE VP ACCESS	40			✓			109,396	0	1,296
(28) JULIE SLATTERY VP CLINICAL SERVICES	40			✓			128,393	0	1,137
(29) DENA GREEN MEDICAL DIRECTOR	40				✓		193,976	0	23,381
(30) KATHY WILLIAMS MEDICAL DIRECTOR	40				✓		202,366	0	7,765
(31) DEIRDRE M YOUNGS DIRECTOR GENERAL INPATIENT CARE	40				✓		102,606	0	9,401
(32) CARL WESTON MEDICAL DIRECTOR	20				✓		102,380	0	16,506
(33) WILLIAM ROCK MEDICAL DIRECTOR	20				✓		101,050	0	2,374

SCHEDULE C
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Political Campaign and Lobbying Activities**

OMB No 1545-0047

2011**Open to Public
Inspection****For Organizations Exempt From Income Tax Under section 501(c) and section 527**

► Complete if the organization is described below. ► Attach to Form 990 or Form 990-EZ.
► See separate instructions.

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B. Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III

Name of organization	Employer identification number
AGRACE HOSPICECARE, INC	39-1319537

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ► \$
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ► \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ► \$
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

Cat No 50084S

Schedule C (Form 990 or 990-EZ) 2011

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ► if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ► if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1"> <tr> <td>If the amount on line 1e, column (a) or (b) is:</td> <td>The lobbying nontaxable amount is:</td> </tr> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		✓	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		✓	
c Media advertisements?		✓	
d Mailings to members, legislators, or the public?		✓	
e Publications, or published or broadcast statements?		✓	
f Grants to other organizations for lobbying purposes?	✓		50,004
g Direct contact with legislators, their staffs, government officials, or a legislative body?		✓	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		✓	
i Other activities?	✓		519
j Total. Add lines 1c through 1i			50,523
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		✓	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

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

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

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

Part IV Supplemental Information

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

SEE NEXT PAGE

Part IV

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

Return Reference	Identifier	Explanation
SCHEDULE C, PART II-B, LINE 1	DESCRIPTION OF THE ACTIVITIES REPORTED ON LINES 1A THROUGH 1I	MEMBERSHIP DUES PAID TO NATIONAL HOSPICE AND PALLIATIVE CARE ORGANIZATION ARE ALLOCATED PARTIALLY TO LOBBYING EXPENSES IN AN EFFORT TO PROTECT ACCESS TO HOSPICE, AGRAVE HOSPICECARE AND SEVERAL OTHER COMMUNITY-BASED HOSPICES TOGETHER CREATED THE COMMUNITY HOSPICE PARTNERSHIP. FUNDS WERE USED TO EDUCATE U.S. CONGRESSMEN ON QUALITY HEALTH OUTCOMES FOR HOSPICE PATIENTS, COST-SAVINGS HOSPICE PROVIDES TO MEDICARE BY MANAGING CHRONIC ILLNESSES IN THE HOME, AND HOW FUTURE REIMBURSEMENT CUTS COULD INHIBIT ACCESS TO HOSPICE IN OUR COMMUNITY

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, INC

Employer identification number

39-1319537

► 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.	
	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	► \$ 0
(ii)	Assets included in Form 990, Part X	► \$ 88,605
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	► \$

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 PROVIDE WELCOMING ENVIRONMENT
 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:

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

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

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			3,345	3,053	292
d Equipment			1,108,994	1,101,629	7,365
e Other					0
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				►	7,657

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)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	

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

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) DUE TO AFFILIATES	18,595	
(3) MERU FUNDS	16,519	
(4) SECURITY DEPOSITS	56,000	
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	91,114	

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
SCHEDULE D PART III, LINE 4	COLLECTIONS OF ART - DESCRIPTION OF COLLECTIONS	THE ORGANIZATION'S COLLECTIONS CONSIST PRIMARILY OF WORKS OF ART THAT ARE ON DISPLAY IN PUBLIC SPACES AS WELL AS PATIENT ROOMS AT THE FACILITIES OWNED BY AGRACE HOSPICECARE HOLDINGS AND OPERATED BY AGRACE HOSPICECARE INC THESE WORKS OF ART ARE USED TO PROVIDE A WELCOMING, THERAPEUTIC, HOME LIKE ENVIRONMENT TO AGRACE HOSPICECARE INC. PATIENTS AND FAMILIES IN FURTHERANCE OF THE ORGANIZATION'S MISSION OF ENHANCING THE QUALITY OF LIFE AT THE END OF LIFE. THE ARTWORK REPRESENTS EACH OF THE MANY CULTURES OF THE PEOPLE LIVING IN SOUTH CENTRAL WISCONSIN. THE FAMILIARITY OF THE PIECES HELPS PATIENTS AND THEIR FAMILIES FEEL MORE COMFORTABLE IN OUR HEALTHCARE FACILITY
PART V	ENDOWMENT FUNDS	THE BOARD REMOVED DESIGNATION OF ENDOWMENT FUNDS
SCHEDULE D, PART V, LINE 4	INTENDED USES OF ENDOWMENT FUNDS	AGRACE HOSPICECARE FOUNDATION, A RELATED TAX-EXEMPT ENTITY, HOLDS ENDOWMENTS FOR THE PURPOSE OF PROVIDING SUPPORT TO AGRACE HOSPICECARE, INC
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 F
(Form 990)****Statement of Activities Outside the United States**

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service► Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.

► Attach to Form 990. ► See separate instructions.

2011**Open to Public
Inspection**

Name of the organization

AGRACE HOSPICECARE, INC

Employer identification number

39-1319537

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

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

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
SUB SAHARAN AFRICA			GRANTMAKING	N/A	
(1)	0	0			46,520
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	0	0			46,520
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			46,520

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

Cat No 50082W

Schedule F (Form 990) 2011

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who 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 of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, Other)
(1)	SUB SAHARAN AFRICA			FINANCIAL ASSISTANCE FOR STAFF SALAR	35,000	WIRE TRANSFER	0	N/A	N/A
(2)	SUB SAHARAN AFRICA			SUPPORT EXPENSES	11,520		0	N/A	N/A
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

1

0

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

1 . Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* Yes No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Part V

Supplemental Information Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f)(accounting method); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Return Reference	Identifier	Explanation
SCHEDULE F, PART I, LINE 2	PROCEDURES FOR MONITORING USE OF GRANT FUNDS	<p>AGRACE HOSPICECARE, INC AND THE MERU HOSPICE IN MERU, KENYA, HAVE CREATED A UNIQUE AND IMPORTANT ALLIANCE BY SHARING KNOWLEDGE AND RESOURCES, THE TWO ORGANIZATIONS WORK TOGETHER TO ALLEVIATE SUFFERING OF THOSE WITH AIDS AND OTHER TERMINAL ILLNESSES IN SUB-SAHARAN AFRICA.</p> <p>BOTH ARE DEDICATED TO ENHANCING THEIR AWARENESS AND UNDERSTANDING ABOUT CARING FOR DYING PATIENTS AND THEIR FAMILIES. AGRACE HOSPICECARE STAFF, VOLUNTEERS AND COMMUNITY MEMBERS ARE COMMITTED TO RAISING DOLLARS TO HELP PAY FOR MERU HOSPICE STAFF SALARIES, HEALTH INSURANCE AND TRAINING ALSO, MONEY FOR MEDICAL SUPPLIES, VEHICLE EXPENSE, OFFICE RENT, UTILITIES AND DEMONSTRATION KITCHEN GARDEN</p> <p>THE MERU HOSPICE IN KENYA IS THE ONLY FOREIGN ORGANIZATION THAT RECEIVES GRANTS FROM AGRACE HOSPICECARE ALL GRANT PROPOSALS ARE PRESENTED TO THE BOARD OF DIRECTORS, AND THE BOARD OF DIRECTORS APPROVES ALL GRANT AWARDS. THE GRANTS TO THE MERU HOSPICE ARE FUNDED FROM DONATIONS THAT WERE GIVEN DIRECTLY TO AGRACE HOSPICECARE IN SPECIFIC SUPPORT OF THE MERU HOSPICE PARTNERSHIP</p> <p>AGRACE HOSPICECARE HAS A MERU PARTNERSHIP COMMITTEE THAT MONITORS THE ACTIVITY OF THE MERU HOSPICE. THE MERU PARTNERSHIP COMMITTEE REQUIRES THE MERU HOSPICE TO SUBMIT SEMI-ANNUAL FINANCIAL STATEMENTS, ANNUAL BUDGETS, ANNUAL STATISTICAL REPORTS, AND AN ANNUAL NARRATIVE OF ACCOMPLISHMENTS. THESE STATEMENTS ARE REVIEWED BY THE MERU PARTNERSHIP COMMITTEE AND AGRACE HOSPICECARE'S VICE PRESIDENT OF FINANCE. A CONTRACT IS UPDATED ANNUALLY AND SPECIFIES THE USE OF THE GRANT FUNDS</p>
SCHEDULE F, PART I, LINE 3	ACCOUNTING METHOD FOR REGIONS OUTSIDE THE UNITED STATES	SUB SAHARAN AFRICA. ACCRUAL

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, INC

Employer identification number

39-1319537

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)?

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

Cat No 50053T

Schedule J (Form 990) 2011

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				
DAN CHIN	(i) 116,659	(ii) 13,860	(iii) 187	1,361	21,208	153,275	0
1 BRIAN W MURPHY	(i) 0	(ii) 0	(iii) 0	0	0	0	0
2 JANE M QUINN	(i) 131,324	(ii) 15,736	(iii) 551	1,516	14,692	163,819	0
3 JULIA HOUCK	(i) 0	(ii) 0	(iii) 0	0	0	0	0
4 MARCIA M WHITTINGTON	(i) 0	(ii) 150,179	(iii) 17,340	694	1,673	20,524	190,410
5 BRUCE AGNEBERG	(i) 143,487	(ii) 16,402	(iii) 295	1,639	18,770	180,593	0
6 SUSAN PHILLIPS	(i) 250,076	(ii) 55,962	(iii) 81,917	2,450	18,233	408,638	77,668
7 DENA GREEN	(i) 0	(ii) 193,350	(iii) 0	0	0	0	0
8 KATHY WILLIAMS	(i) 0	(ii) 201,740	(iii) 0	0	23,381	217,357	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 4B	SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	SUSAN PHILLIPS, CEO, RECEIVED FULL DISTRIBUTION FROM 457(F) DEFERRED COMPENSATION PLAN IN THE AMOUNT OF \$62,701

Name of the Organization
AGRACE HOSPICECARE, INC

Employer Identification Number
39-1319537

Return Reference	Identifier	Explanation
FORM 990, PART III, LINE 1	ORGANIZATION'S MISSION	<p>AGRACE HOSPICECARE PROVIDES CARE TO PATIENTS WHO MEET CERTAIN CRITERIA UNDER THE ORGANIZATION'S CHARITY CARE POLICY WITHOUT CHARGE OR AT AMOUNTS LESS THAN ESTABLISHED RATES. SUCH PATIENTS ARE IDENTIFIED BASED ON FINANCIAL INFORMATION OBTAINED FROM THE PATIENT AT THE TIME THEY ENROLL IN THE PROGRAM OR SUBSEQUENT CHANGES TO THEIR FINANCIAL CIRCUMSTANCES. BECAUSE THE ORGANIZATION DOES NOT PURSUE COLLECTION OF AMOUNTS DETERMINED TO QUALIFY AS CHARITY CARE, THEY ARE NOT REPORTED AS REVENUE.</p> <p>AGRACE HOSPICECARE'S MISSION, "ENHANCING QUALITY OF LIFE AT THE END OF LIFE", IS FULFILLED BY THE COMPREHENSIVE, COMPASSIONATE CARE WE PROVIDE TO PATIENTS AND FAMILIES FACED WITH LIFE-LIMITING ILLNESS, HELPING THEM TO LIVE AS FULLY AS THEY CAN UNTIL THE END OF LIFE. IN 2011, THE ORGANIZATION PROVIDED CHARITY CARE OF APPROXIMATELY \$275,000.</p> <p>MOST PATIENTS AND FAMILIES WANT TO RECEIVE CARE IN THE HOME. MORE THAN 90 PERCENT OF AGRACE HOSPICECARE SERVICES ARE DELIVERED IN PATIENTS' HOMES OR IN HOMELIKE SETTINGS SUCH AS COMMUNITY-BASED RESIDENTIAL FACILITIES, ASSISTED LIVING FACILITIES AND NURSING HOMES. AGRACE HOSPICECARE ALSO MAKES HOSPICE SERVICES AVAILABLE TO PATIENTS IN HOSPITAL SETTINGS. AGRACE HOSPICECARE PROVIDES ALL LEVELS OF CARE TO OUR PATIENTS AND MAINTAINS AN INPATIENT UNIT FOR ACUTE AND RESPIRE CARE IN ADDITION TO HAVING A RESIDENCE UNIT.</p>
FORM 990, PART III, LINE 4B	PROGRAM SERVICE DESCRIPTION	<p>BECAUSE OF THIS SUPPORT, AGRACE HOSPICECARE IS ABLE TO DEFER SOME STAFFING COSTS AND CONTINUE TO PROVIDE COMPASSIONATE, EXPERT CARE TO PATIENTS AND FAMILIES. SOME OF THE VOLUNTEER POSITIONS INCLUDE IN-HOME AND RESIDENTIAL PATIENT AND FAMILY VOLUNTEER, GRIEF SERVICES, OFFICE, FLOWER ROOM AND KITCHEN VOLUNTEER VIGIL PROGRAM, AND AGRACE HOSPICECARE CAMPUS GREETER.</p> <p>FOOD SERVICE AGRACE HOSPICECARE EMPLOYS TALENTED CHEFS TO PROVIDE OUR PATIENTS AND FAMILIES COMFORTING MEALS COOKED WITH LOCALLY GROWN, FRESH PRODUCE, MEATS AND HERBS. STAFF DIETICIANS WORK WITH THE KITCHEN STAFF TO PREPARE MEALS THAT PROVIDE SUSTENANCE AND COMFORT TO PATIENTS. SOMETIMES A PATIENT WILL NOT BE ABLE TO DIGEST SOLID FOODS, BUT SMALL MEALS CAN BE PREPARED FOR THEM TO ENJOY THE COMFORTS OF THE SMELLS THAT MEALS PROVIDE. IN ADDITION TO PATIENT AND FAMILY MEALS, AGRACE HOSPICECARE FOOD SERVICES MAKES FRESH BAKED GOODS, COFFEE AND TEA AVAILABLE FOR PURCHASE BY STAFF, VOLUNTEERS, GUESTS, EDUCATIONAL EVENTS AND GRIEF SUPPORT GROUPS.</p>
FORM 990, PART III, LINE 4D	DESCRIPTION OF OTHER PROGRAM SERVICES	<p>COMMUNITY EDUCATION AND OUTREACH - AS THE COMMUNITY'S HOSPICE, AGRACE HOSPICECARE IS DEDICATED TO INCREASING AWARENESS AND UNDERSTANDING OF MATTERS RELATED TO DEATH, DYING, CAREGIVING, GRIEF, AND LOSS. WITH OUR GUIDANCE, OUR NEIGHBORS ARE BETTER PREPARED TO MAKE DECISIONS ABOUT THE CARE THEY OR THEIR LOVED ONES RECEIVE. AGRACE HOSPICECARE CONDUCTS EDUCATIONAL PRESENTATIONS, SEMINARS, CONFERENCES, AND INSERVICE PROGRAMS FOR COMMUNITY GROUPS AND HEALTHCARE PROFESSIONALS. IN 2011, MORE THAN 18,000 COMMUNITY MEMBERS AND MORE THAN 200 MEDICAL STUDENTS WERE EDUCATED ABOUT HOSPICE THROUGH AGRACE COMMUNITY AND CLINICAL OUTREACH PROGRAMS.</p>
FORM 990, PART VI, SECTION A, LINE 1A	DELEGATE BROAD AUTHORITY TO A COMMITTEE	<p>THE EXECUTIVE COMMITTEE SHALL HAVE POWER TO TRANSACT ALL REGULAR BUSINESS OF THE CORPORATION DURING THE INTERIM BETWEEN MEETINGS OF THE BOARD OF DIRECTORS, EXCEPT THE POWER TO: (A) ELECT OFFICERS OF THE CORPORATION, OR (B) FILL VACANCIES IN THE BOARD OF DIRECTORS OR IN THE EXECUTIVE COMMITTEE, OR (C) AMEND OR REPEAL ANY PROVISION OF THESE BY-LAWS, OR (D) ADOPT PROGRAMS WHICH WOULD INVOLVE CONTINUING ACTIVITY OR SUPPORT BY THE CORPORATION FOR MORE THAN ONE (1) FISCAL YEAR. IN NO EVENT SHALL THE EXECUTIVE COMMITTEE BE AUTHORIZED TO DISSOLVE THE CORPORATION.</p>
FORM 990, PART VI, SECTION A, LINE 2	FAMILY/BUSINESS RELATIONSHIPS AMONGST INTERESTED PERSONS	DAVID CULLEN AND MARION WOZNIAK - BUSINESS RELATIONSHIP
FORM 990, PART VI, SECTION A, LINE 4	SIGNIFICANT CHANGES TO ORGANIZATIONAL DOCUMENTS	<p>THE ARTICLES OF INCORPORATION WERE AMENDED TO CHANGE THE NAME OF THE ORGANIZATION TO AGRACE HOSPICECARE, INCORPORATED.</p> <p>THE BYLAWS WERE AMENDED TO REMOVE THE PRESIDENT/CEO AS AN EX-OFFICIO MEMBER OF ALL COMMITTEES.</p> <p>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.</p>
FORM 990, PART VI, SECTION B, LINE 11B	REVIEW OF FORM 990 BY GOVERNING BODY	<p>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.</p> <p>THE EXECUTIVE LEADERSHIP TEAM ALSO REVIEWED THE FORM AND SCHEDULES FOR CONTENT, PRESENTATION AND REASONABLENESS.</p> <p>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.</p>
FORM 990, PART VI, SECTION B, LINE 12C	CONFLICT OF INTEREST POLICY	<p>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.</p> <p>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.</p> <p>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.</p>
FORM 990, PART VI, SECTION B, LINE 15A	PROCESS USED TO ESTABLISH COMPENSATION OF TOP MANAGEMENT OFFICIAL	<p>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.</p> <p>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 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 LAST UNDERTAKEN IN JANUARY 2011.</p>

Return Reference	Identifier	Explanation						
FORM 990, PART VI, SECTION B, LINE 15B	PROCESS USED TO ESTABLISH COMPENSATION OF OTHER OFFICERS/KEY EMPLOYEES	<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> <ol style="list-style-type: none"> 1) YEARS OF EXPERIENCE, 2) MARKET DATA FOR THE POSITION, AND, 3) PERFORMANCE <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>						
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	<p>JOYCE ZEASMAN - VP OF FINANCE DEVOTES APPROXIMATELY 5 HOURS A WEEK TO AGRACE HOSPICECARE HOLDINGS, INC AND 5 HOURS TO AGRACE HOSPICECARE FOUNDATION, INC, BOTH OF WHICH ARE RELATED TAX-EXEMPT ORGANIZATIONS</p> <p>JULIA HOUCK - VP HR AND L&D/ACTING PRESIDENT DEVOTES APPROXIMATELY 5 HOURS A WEEK TO AGRACE HOSPICECARE HOLDINGS, INC AND 5 HOURS TO AGRACE HOSPICECARE FOUNDATION, INC, BOTH OF WHICH ARE RELATED TAX-EXEMPT ORGANIZATIONS</p> <p>MARIA M WHITTINGTON - VP FOUNDATION & HOLDINGS DEVOTES APPROXIMATELY 5 HOURS A WEEK TO AGRACE HOSPICECARE HOLDINGS INC AND 30 HOURS TO AGRACE HOSPICECARE FOUNDATION, INC, BOTH OF WHICH ARE RELATED TAX-EXEMPT ORGANIZATIONS</p> <p>SUSAN PHILLIPS - CEO DEVOTES APPROXIMATELY 5 HOURS A WEEK TO AGRACE HOSPICECARE HOLDINGS, INC AND 5 HOURS TO AGRACE HOSPICECARE FOUNDATION, INC, BOTH OF WHICH ARE RELATED TAX-EXEMPT ORGANIZATIONS</p>						
FORM 990, PART XI, LINE 5	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	<table border="1" data-bbox="532 697 1518 781"> <thead> <tr> <th data-bbox="532 697 1332 728">(a) Description</th><th data-bbox="1332 697 1518 728">(b) Amount</th></tr> </thead> <tbody> <tr> <td data-bbox="532 728 1332 753">NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS</td><td data-bbox="1332 728 1518 753">-209</td></tr> <tr> <td data-bbox="532 753 1332 781">CHANGE IN INTEREST IN NET ASSET OF AFFILIATE</td><td data-bbox="1332 753 1518 781">12,225</td></tr> </tbody> </table>	(a) Description	(b) Amount	NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS	-209	CHANGE IN INTEREST IN NET ASSET OF AFFILIATE	12,225
(a) Description	(b) Amount							
NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS	-209							
CHANGE IN INTEREST IN NET ASSET OF AFFILIATE	12,225							

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

AGRACE HOSPICECARE, INC

OMB No. 1545-0047

2011

Open to Public
Inspection

► 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.

Employer identification number

39-1319537

Related Organizations and Unrelated Partnerships

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	AGRACE HOSPICECARE FOUNDATION
(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?	Yes	No
(1) AGRACE HOSPICECARE FOUNDATION, INC (30-0001703) 5395 E. CHERYL PARKWAY, MADISON, WI 53711	FUNDRAISING	WI	501(C)(3)	11 - TYPE I	AHCI	(4)	✓	
(2) AGRACE HOSPICECARE HOLDINGS, INC. (30-0001715) 5395 E CHERYL PARKWAY, MADISON, WI 53711	PROPERTY HOLDING	WI	501(C)(3)	11 - TYPE I	AHCI	(5)	✓	
(3)						(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 excluded from tax under sections 512-514)	(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)										

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** (Complete if the 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, III, 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 organization(s)	
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 organization(s)	
n	Sharing of paid employees with related organization(s)	

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

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.				
(a) Name of other organization		(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
AGRACE HOSPISECARE FOUNDATION, INC	(1)	C	717,490	REIMBURSEMENT OF ACTUAL EXPENDITURE
AGRACE HOSPISECARE FOUNDATION, INC	(2)	N	1,290,800	WAGES OF EMPLOYEES DEDICATED TO FO
AGRACE HOSPISECARE HOLDINGS, INC	(3)	K	101,600	ESTIMATE OF TIME AND ACTUAL SALARY
AGRACE HOSPISECARE HOLDINGS, INC	(4)	J	1,826,400	PER INTERCOMPANY AGREEMENT
	(5)			
	(6)			

Schedule R (Form 990) 2011

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 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

State of Wisconsin

Department of Financial Institutions

WISCONSIN Division of Corporate and Consumer Services

DFI

ARTICLES OF AMENDMENT – NONSTOCK CORPORATION



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

(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:

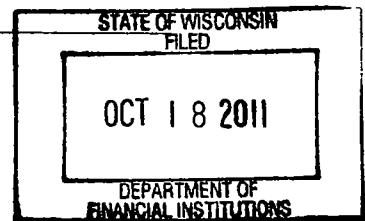
Article I is amended to read as follows:

The name of the Corporation is Agrace HospiceCare, Incorporated

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

(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)



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

Julia Houck

(Signature)

Title: President Secretary
or other officer title Acting Pres.

Julia Houck

(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
DFL/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.

01 DEC 20 PM 4:16

ARTICLES OF INCORPORATION
OF
HOSPICECARE, INCORPORATED

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, Incorporated.

ARTICLE II

Purposes

The Corporation is organized and shall be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of 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"); to engage in activities relating to the aforementioned purposes, particularly activities that promote quality of life at the end of life; 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 purposes.

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.

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

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 twelve (12); 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 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; priority shall be given to such aforementioned organizations and governmental units as shall be organized for purposes consistent with the mission of the Corporation, to promote 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.

ARTICLE VIII

Miscellaneous

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

Susan Phillips
c/o HospiceCare, Incorporated
5395 East Cheryl Parkway
Madison, Wisconsin 53711

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

HospiceCare, Incorporated.
5395 East Cheryl Parkway
Madison, Wisconsin 53711

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

Mark Johnson
c/o Kealey Pharmacy
P.O. Box 8005
21 N. Jackson Street
Janesville, WI 53547

Gordon Derzon
3440 Topping Road
Madison WI 53705

Al Kemp, M.D.
c/o Dean Health Systems
1801 W. Beltline Highway
Madison, WI 53713

William Rock, M.D.
c/o Dean Medical Center-East
1912 Atwood Avenue
Madison, WI 53704

Leslie Rhode Katzman
c/o Meriter Hospital
Heart Center, 10 Tower
202 S. Park
Madison, WI 53715

George K. Steil, Jr.
1 E. Milwaukee Street
P.O. Box 1148
Janesville, WI 53547

Jeff Grossman, M.D.
c/o University Hospital
H4/820-8310
600 Highland Avenue
Madison, WI 53792

Susanna Herro, Attorney
2020 Vilas Avenue
Madison, WI 53711

Neal Schneider
c/o Schneider Funeral Home
1800 E. Racine Street
Janesville, WI 53545

Steve Bablitch
c/o Cobalt Corporation
401 W. Michigan Avenue
Milwaukee, WI 53203

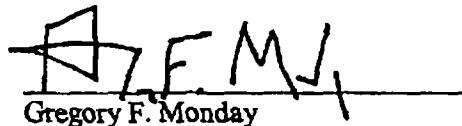
David W. Kruger
c/o Fiore Companies
Suite 1600
150 E. Gilman Street
Madison, WI 53703

Mark Winter
c/o Oakbrook Corporation
5205 Rustic Way
McFarland, WI 53598

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)

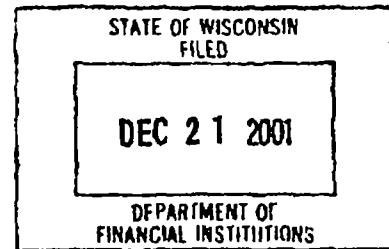
Personally came before me this 20th day of December, 2001, the above-named Gregory F. Monday, to me known to be the person who executed the foregoing instrument and acknowledged the same.

[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.

ARTICLES OF INCORPORATION
CHAPTER 181



12/26/01
Approval # 806220 P10
100.00

Application for Extension of Time To File an
Exempt Organization Return

► 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 File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions AGRACE HOSPICECARE, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 39-1319537
	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"/>
	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 11, and ending 20 12.

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)