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Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

| | | | |
|---|--|--|---|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization MORNINGSIDE MINISTRIES | | D Employer identification number 74-1388420 |
| | Doing Business As | | E Telephone number (210) 734-1000 |
| | Number and street (or P O box if mail is not delivered to street address) Room/suite 700 BABCOCK ROAD | G Gross receipts \$ 43,536,429 | |
| | City or town, state or country, and ZIP + 4 SAN ANTONIO, TX 782012600 | | |
| F Name and address of principal officer ALVIN LOEWENBERG 700 BABCOCK ROAD SAN ANTONIO, TX 782012600 | | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number | |
| 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 | | | |
| J Website: WWW.MMLIVING.ORG | | | |
| 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 1959 |
| | | | M State of legal domicile TX |

Part I Summary

| | | | |
|------------------------------------|--|---|--|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities MISSION AND PURPOSE - THE MISSION OF MORNINGSIDE MINISTRIES IS TO "CARE FOR THOSE WHO CARED FOR US " TO ACCOMPLISH THIS MISSION, MORNINGSIDE PROVIDES ELDERLY PERSONS IN SAN ANTONIO AND SURROUNDING COMMUNITIES WITH PERSONAL CARE IN A RESIDENTIAL SETTING, AS WELL AS LIMITED RECREATIONAL AND CAREGIVER SERVICES TO NON-RESIDENTS MAJOR PROGRAM SERVICES INCLUDE RETIREMENT HOUSING, ASSISTED LIVING SERVICES, MEMORY CARE, SKILLED NURSING CARE, AND REHABILITATION SERVICES MORNINGSIDE OPERATES THREE FACILITIES IN BEXAR AND KENDALL COUNTIES WHICH ARE HOME TO OVER 800 OLDER ADULTS HISTORY AND FOUNDERS - MORNINGSIDE WAS ORIGINALLY FOUNDED IN 1959 BY THE SOUTHWEST TEXAS CONFERENCE OF THE UNITED METHODIST CHURCH DURING THAT SAME YEAR, IT WAS INCORPORATED AS A NONPROFIT ORGANIZATION IN THE STATE OF TEXAS AND RECEIVED ITS FEDERAL IRS 501(C)3 DESIGNATION VERY SOON THEREAFTER, THE METHODIST CHURCH WAS JOINED BY THE EPISCOPAL DIOCESE OF WEST TEXAS AND THE FIRST PRESBYTERIAN CHURCH OF SAN ANTONIO TO HEL | | |
| | 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) | 19 |
| | 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 19 |
| | 5 | Total number of individuals employed in calendar year 2011 (Part V, line 2a) | 998 |
| | 6 | Total number of volunteers (estimate if necessary) | 150 |
| | 7a | Total unrelated business revenue from Part VIII, column (C), line 12 | 0 |
| 7b | Net unrelated business taxable income from Form 990-T, line 34 | | |
| Revenue | 8 | Contributions and grants (Part VIII, line 1h) | 0 |
| | 9 | Program service revenue (Part VIII, line 2g) | 40,103,561 |
| | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 70,597 |
| | 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 3,096,134 |
| | 12 | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 43,270,292 |
| | Expenses | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) |
| 14 | | Benefits paid to or for members (Part IX, column (A), line 4) | 0 |
| 15 | | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 23,128,598 |
| 16a | | Professional fundraising fees (Part IX, column (A), line 11e) | 27,394 |
| b | | Total fundraising expenses (Part IX, column (D), line 25) <u>258,220</u> | |
| 17 | | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 17,516,774 |
| 18 | Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 40,672,766 | |
| 19 | Revenue less expenses Subtract line 18 from line 12 | 2,597,526 | |
| Net Assets or Fund Balances | 20 | Total assets (Part X, line 16) | 49,733,642 |
| | 21 | Total liabilities (Part X, line 26) | 9,783,335 |
| | 22 | Net assets or fund balances Subtract line 21 from line 20 | 39,950,307 |

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 | 2012-09-24 Date | | |
| | JOAN DIXON VP OF FINANCE Type or print name and title | | | |
| Paid Preparer's Use Only | Preparer's signature <u>PAUL J FITZGERALD</u> | Date 2012-09-26 | Check if self-employed <input type="checkbox"/> | Preparer's taxpayer identification number (see instructions) |
| | Firm's name (or yours if self-employed), address, and ZIP + 4 <u>PAUL J FITZGERALD PC</u> <u>100 NE LOOP 410 STE 960</u> <u>SAN ANTONIO, TX 78216</u> | EIN | | Phone no (210) 546-2190 |
| | May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | | |

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

MISSION AND PURPOSE - THE MISSION OF MORNINGSIDE MINISTRIES IS TO "CARE FOR THOSE WHO CARED FOR US " TO ACCOMPLISH THIS MISSION, MORNINGSIDE PROVIDES ELDERLY PERSONS IN SAN ANTONIO AND SURROUNDING COMMUNITIES WITH PERSONAL CARE IN A RESIDENTIAL SETTING, AS WELL AS LIMITED RECREATIONAL AND CAREGIVER SERVICES TO NON-RESIDENTS MAJOR PROGRAM SERVICES INCLUDE RETIREMENT HOUSING, ASSISTED LIVING SERVICES, MEMORY CARE, SKILLED NURSING CARE, AND REHABILITATION SERVICES MORNINGSIDE OPERATES THREE FACILITIES IN BEXAR AND KENDALL COUNTIES WHICH ARE HOME TO OVER 800 OLDER ADULTS HISTORY AND FOUNDERS - MORNINGSIDE WAS ORIGINALLY FOUNDED IN 1959 BY THE SOUTHWEST TEXAS CONFERENCE OF THE UNITED METHODIST CHURCH DURING THAT SAME YEAR, IT WAS INCORPORATED AS A NONPROFIT ORGANIZATION IN THE STATE OF TEXAS AND RECEIVED ITS FEDERAL IRS 501(C)3 DESIGNATION VERY SOON THEREAFTER, THE METHODIST CHURCH WAS JOINED BY THE EPISCOPAL DIOCESE OF WEST TEXAS AND THE FIRST PRESBYTERIAN CHURCH OF SAN ANTONIO TO HEL

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 \$ 13,053,317 including grants of \$) (Revenue \$ 33,562,073)

NURSING SERVICES - PROVIDES COMPLETE RANGE OF HEALTH SERVICES TO RESIDENTS IN NURSING BEDS AND ASSISTED LIVING RESIDENTIAL RESIDENTS RESIDENTS RECEIVE SKILLED AND INTERMEDIATE NURSING CARE, MEALS, DIETITIAN'S SERVICES, AND A WIDE RANGE OF RECREATIONAL ACTIVITIES IT ALSO INCLUDES A FULL RANGE OF REHABILITATION SERVICES, INCLUDING PHYSICAL, OCCUPATIONAL AND SPEECH THERAPY SPECIALIZED NURSING AND THERAPEUTIC SERVICES ARE AVAILABLE FOR RESIDENTS LIVING WITH ALZHEIMER'S DISEASE OR OTHER DEMENTIA-RELATED DISEASES DURING 2011, 900 RESIDENTS ARE PROVIDED FULL-TIME NURSING CARE, INCLUDING REHABILITATION SERVICES AND MEMORY CARE THESE SERVICES INCLUDE RESIDENTS WHO ARE PRIVATE PAY, MEDICARE, MEDICAID, COVENANT (CHARITY ASSISTANCE) IN ADDITION, MANAGEMENT PROVIDES FACILITIES FOR MEETINGS OF VARIOUS ELDERLY AND HEALTH SERVICE GROUPS IN THE LOCAL COMMUNITY

4b (Code) (Expenses \$ 9,789,856 including grants of \$) (Revenue \$ 25,196)

ENVIRONMENTAL SERVICES - INCLUDES HOUSEKEEPING AND LAUNDRY SERVICES FOR APPROXIMATELY 850 RESIDENTS ALSO INCLUDES THE MAINTENANCE OF THE GROUNDS, BUILDINGS, PLANT AND EQUIPMENT CONNECTED WITH APPROXIMATELY 600,000 SQ FT OF BUILDINGS LOCATED ON THREE SEPARATE CAMPUSES

4c (Code) (Expenses \$ 4,751,144 including grants of \$) (Revenue \$ 171,592)

FOOD SERVICES - PROVIDES DAILY MEALS FOR APPROXIMATELY 850 RESIDENTS FOOD SERVICES INCLUDES SELECTIVE MENUS GIVING RESIDENTS A CHOICE OF MENUS, AND ACCOMMODATES THE NEEDS OF ALL DIET TYPES FROM PUREE, GROUND, SALT, AND CALORIE REGULATED AND ANY OTHER SPECIAL NUTRITION NEEDS OF THE RESIDENTS ON A 24 HOURS BASIS

(Code) (Expenses \$ 4,414,614 including grants of \$) (Revenue \$ 5,363,075)

PART III, LINE 4D, OTHER PROGRAM SERVICES OTHER PROGRAM SERVICES INCLUDE ANCILLARY SERVICES AND LIFE ENRICHMENT ANCILLARY SERVICES - INCLUDES ENTERAL FEEDING AND OCCUPATIONAL, SPEECH, PHYSICAL AND OTHER THERAPY SERVICES TO THE RESIDENTS AND COMMUNITY ALSO INCLUDES PROVIDING MEETING PLACES FOR VARIOUS LOCAL ELDERLY AND HEALTH SERVICE GROUP'S EDUCATIONAL ACTIVITIES LIFE ENRICHMENT - SERVICES PERFORMED BY SOCIAL WORKERS, CHAPLAIN AND SOCIAL ACTIVITIES STAFF THIS AREA ALSO INCLUDES SERVICES SUCH AS THE BARBER AND BEAUTY SHOPS WHICH ARE PROVIDED AT A NOMINAL CHARGE FOR THE ELDERLY SOCIAL WORKERS, TOGETHER WITH HEALTH SERVICES AND SOCIAL SERVICES STAFFS, EVALUATE THE NEEDS OF THE RESIDENTS AND THEN PLAN AND DESIGN PROGRAMS TO ENHANCE THE DAILY LIVES OF APPROXIMATELY 850 RESIDENTS AS WELL AS THE ELDERLY COMMUNITY AT LARGE THESE INCLUDE RESIDENTS AND FULLY ACTIVE SENIORS THE PROGRAMS ARE ENHANCED BY APPROXIMATELY 20,000 HOURS CONTRIBUTED BY VOLUNTEERS FROM THE COMMUNITY

4d Other program services (Describe in Schedule O)
(Expenses \$ 4,414,614 including grants of \$) (Revenue \$ 5,363,075)

4e Total program service expenses \$ 32,008,931

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

| | | | | |
|------------|--|------------|-----|----|
| 21 | Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> | 21 | | No |
| 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? <i>If "Yes," complete Schedule I, Parts I and III</i> | 22 | | No |
| 23 | Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> | 23 | Yes | |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i> | 24a | | No |
| b | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | 24b | | |
| c | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | 24c | | |
| d | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | 24d | | |
| 25a | Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> | 25a | | No |
| b | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> | 25b | | No |
| 26 | Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> | 26 | | No |
| 27 | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> | 27 | | No |
| 28 | Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | | | |
| a | A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | 28a | | No |
| b | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | 28b | | No |
| c | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i> | 28c | | No |
| 29 | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | 29 | | No |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | 30 | | No |
| 31 | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | 31 | | No |
| 32 | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | 32 | | No |
| 33 | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> | 33 | | No |
| 34 | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> | 34 | Yes | |
| 35a | Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)? | 35a | Yes | |
| 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)? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 35b | Yes | |
| 36 | Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 36 | | No |
| 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? <i>If "Yes," complete Schedule R, Part VI</i> | 37 | | No |
| 38 | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O | 38 | Yes | |

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, and Yes/No columns. Includes rows for 1a-1b, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (19); 1b Enter the number of voting members included in line 1a, above, who are independent (19); 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? (No); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (No); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (No); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (No); 6 Did the organization have members or stockholders? (No); 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? (No); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (No); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (Yes); 8b Each committee with authority to act on behalf of the governing body? (Yes); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (No).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (No); 10b 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? (Yes); 11b Describe in Schedule O the process, if any, used by the organization to review the Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (Yes); 12b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (Yes); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (Yes); 13 Did the organization have a written whistleblower policy? (Yes); 14 Did the organization have a written document retention and destruction policy? (Yes); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (Yes); 15b Other officers or key employees of the organization (No); 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? (No); 16b 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?

Section C. Disclosure

Table with 3 columns: Question, Yes, No. Rows include: 17 List the States with which a copy of this Form 990 is required to be filed; 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you 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. See Additional Data Table; 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: MRS JOAN DIXON, 700 BABCOCK ROAD, SAN ANTONIO, TX 782012600, (210) 734-1172.

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or 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 organizations compensated any current or former 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 |
|------------------------------------|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) BILL BALTHROPE DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (2) GLENN BIGGS DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (3) TOM BINGHAM DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (4) NICK CAMPBELL DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (5) TREY LITTLE DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (6) JIM DORFF DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (7) BUTCH GERFERS DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (8) DERRICK HOWARD DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (9) MARILYN HARRINGTON DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (10) BARBARA WOOD DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (11) MIKE NOVAK DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (12) ROBERT PARKER DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (13) LESA PRESLEY DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (14) DAVID REED DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (15) MIKE VENSON DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (16) GINNY WAY DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (17) ANN WELLS DIRECTOR | 1 00 | X | | | | | | 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 employee | Former | | | |
| (18) DAVID WEST DIRECTOR | 1 00 | X | | | | | | 0 | 0 | 0 |
| (19) ALVIN LOEWENBERG PRESIDENT | 40 00 | | | X | | | | 264,670 | 0 | 5,764 |
| (20) JOAN DIXON VP FINANCE | 40 00 | | | X | | | | 112,494 | 0 | 4,671 |
| (21) LEO CUTCLIFF EVP OPERATIO | 40 00 | | | | | X | | 141,096 | 0 | 2,279 |
| (22) MARIA WELLISCH VP QUALITY A | 40 00 | | | | | X | | 125,105 | 0 | 2,149 |
| (23) SUZANNE HUBER EXECTIVE DIR | 40 00 | | | | | X | | 108,459 | 0 | 4,725 |
| (24) JACK RODGERS VP ADVANCEME | 40 00 | | | | | X | | 106,433 | 0 | 2,987 |
| (25) BOB HULTGREN EXECUTIVE DI | 40 00 | | | | | X | | 102,963 | 0 | 4,838 |
| 1b Sub-Total | | | | | | | | | | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | | | |
| d Total (add lines 1b and 1c) | | | | | | | | 961,220 | | 27,413 |

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 **8**

| | Yes | No |
|--|-----|----|
| 3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> | | No |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> | Yes | |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> | | No |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization 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 |
|--|--------------------------------|---------------------|
| SELECT REHABILITATION INC PO BOX 809056 CHICAGO, IL 60680 | THERAPY SERVICE | 2,149,504 |
| INGRAM ROOFING 17430-1 BANDERA ROAD HELOTES, TX 78023 | CONSTRUCTION | 490,403 |
| ATWORK PERSONNEL SERVICES INC PO BOX 202992 DALLAS, TX 75320 | PERSONNEL | 185,326 |
| BRANDT ENGINEERING PO BOX 29559 DALLAS, TX 75229 | REPAIRS | 176,944 |
| GREENBRIER DEVELOPMENT 3232 MCKINNEY AVE SUITE 1160 DALLAS, TX 75204 | CONSULTING | 114,342 |

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 **7**

Part VIII Statement of Revenue

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 | |
|---|---|--|----------------------|--|---|---|--|
| Contributions, gifts, grants and other similar amounts | 1a | Federated campaigns . . . 1a _____ | | | | | |
| | b | Membership dues 1b _____ | | | | | |
| | c | Fundraising events 1c _____ | | | | | |
| | d | Related organizations 1d _____ | | | | | |
| | e | Government grants (contributions) 1e _____ | | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above 1f _____ | | | | | |
| | g | Noncash contributions included in lines 1a-1f \$ _____ | | | | | |
| | h | Total. Add lines 1a-1f ▶ | | | | | |
| Program Service Revenue | | | Business Code | | | | |
| | 2a | ROOM AND BOARD _____ | 623000 | 33,562,073 | 33,562,073 | | |
| | b | ANCILLARY SERVICES _____ | 623990 | 4,225,320 | 4,225,320 | | |
| | c | MISCELLANEOUS _____ | 623990 | 773,941 | 773,941 | | |
| | d | BEAUTY SHOP _____ | 623990 | 224,984 | 224,984 | | |
| | e | MEALS _____ | 623990 | 171,592 | 171,592 | | |
| | f | All other program service revenue _____ | | 164,026 | 164,026 | | |
| g | Total. Add lines 2a-2f ▶ | | 39,121,936 | | | | |
| Other Revenue | 3 | Investment income (including dividends, interest and other similar amounts) ▶ | | 64,089 | | 64,089 | |
| | 4 | Income from investment of tax-exempt bond proceeds ▶ | | | | | |
| | 5 | Royalties ▶ | | | | | |
| | 6a | (i) Real | | (ii) Personal | | | |
| | | Gross rents | 495,990 | | | | |
| | | Less rental expenses | | | | | |
| | | Rental income or (loss) | 495,990 | | | | |
| | d | Net rental income or (loss) ▶ | | 495,990 | | 495,990 | |
| | 7a | (i) Securities | | (ii) Other | | | |
| | | Gross amount from sales of assets other than inventory | 148,677 | 533 | | | |
| | | Less cost or other basis and sales expenses | 135,056 | 2,632 | | | |
| | | Gain or (loss) | 13,621 | -2,099 | | | |
| | d | Net gain or (loss) ▶ | | 11,522 | | 11,522 | |
| | 8a | Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a _____ | | | | | |
| | b | Less direct expenses b _____ | | | | | |
| c | Net income or (loss) from fundraising events ▶ | | | | | | |
| 9a | Gross income from gaming activities See Part IV, line 19 a _____ | | | | | | |
| b | Less direct expenses b _____ | | | | | | |
| c | Net income or (loss) from gaming activities ▶ | | | | | | |
| 10a | Gross sales of inventory, less returns and allowances a _____ | 4,498,185 | | | | | |
| | Less cost of goods sold b _____ | 3,331,461 | | | | | |
| | Net income or (loss) from sales of inventory ▶ | | 1,166,724 | 1,166,724 | | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11a | FUNDRAISING EXP REIMBURSEMENT _____ | 623990 | 60,000 | 60,000 | | | |
| b | ADMIN FEE REIMBURSEMENTS _____ | 623990 | 42,000 | 42,000 | | | |
| c | BENEFICIAL INTEREST IN MSMF _____ | 623990 | -894,981 | -894,981 | | | |
| d | All other revenue _____ | | | | | | |
| e | Total. Add lines 11a-11d ▶ | | -792,981 | | | | |
| 12 | Total revenue. See Instructions ▶ | | 40,067,280 | 39,495,679 | | 571,601 | |

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 | | | | |
| 2 | Grants and other assistance to individuals in the United States See Part IV, line 22 | | | | |
| 3 | Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 | | | | |
| 4 | Benefits paid to or for members | | | | |
| 5 | Compensation of current officers, directors, trustees, and key employees | 387,600 | | 387,600 | |
| 6 | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 | Other salaries and wages | 19,560,768 | 16,190,603 | 3,186,218 | 183,947 |
| 8 | Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | | | | |
| 9 | Other employee benefits | 1,382,473 | 1,039,237 | 342,670 | 566 |
| 10 | Payroll taxes | 1,605,020 | 1,305,684 | 285,264 | 14,072 |
| 11 | Fees for services (non-employees) | | | | |
| a | Management | | | | |
| b | Legal | 43,127 | | 43,127 | |
| c | Accounting | 44,678 | | 44,678 | |
| d | Lobbying | | | | |
| e | Professional fundraising See Part IV, line 17 | 48,850 | | | 48,850 |
| f | Investment management fees | | | | |
| g | Other | 3,054,317 | 2,801,265 | 253,052 | |
| 12 | Advertising and promotion | 36,766 | | 36,766 | |
| 13 | Office expenses | 1,569,839 | 1,166,229 | 398,448 | 5,162 |
| 14 | Information technology | 17,716 | 17,716 | | |
| 15 | Royalties | | | | |
| 16 | Occupancy | 6,210,091 | 5,966,298 | 243,793 | |
| 17 | Travel | 48,629 | | 46,356 | 2,273 |
| 18 | Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 | Conferences, conventions, and meetings | 36,241 | | 35,951 | 290 |
| 20 | Interest | | | | |
| 21 | Payments to affiliates | | | | |
| 22 | Depreciation, depletion, and amortization | 533,045 | 473,425 | 59,620 | |
| 23 | Insurance | 200,702 | | 200,702 | |
| 24 | Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O) | | | | |
| a | FOOD | 1,745,553 | 1,745,553 | | |
| b | NURSING SUPPLIES | 914,558 | 914,558 | | |
| c | DEVELOPMENT | 361,973 | | 361,973 | |
| d | MEDICAL EXPENSES | 292,820 | 292,820 | | |
| e | | | | | |
| f | All other expenses | 347,009 | 95,543 | 248,406 | 3,060 |
| 25 | Total functional expenses. Add lines 1 through 24f | 38,441,775 | 32,008,931 | 6,174,624 | 258,220 |
| 26 | Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation | | | | |

Part X Balance Sheet

| | | (A) | | (B) |
|--|--|-------------------|------------|-------------|
| | | Beginning of year | | End of year |
| Assets | 1 Cash—non-interest-bearing | 1,769,838 | 1 | 3,730,674 |
| | 2 Savings and temporary cash investments | 3,188,544 | 2 | 3,306,762 |
| | 3 Pledges and grants receivable, net | | 3 | |
| | 4 Accounts receivable, net | 2,365,835 | 4 | 2,440,774 |
| | 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)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | 361,945 | 8 | 340,946 |
| | 9 Prepaid expenses and deferred charges | 318,028 | 9 | 250,959 |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 8,366,991 | | |
| | b Less accumulated depreciation | 5,477,668 | 10c | 2,889,323 |
| | 11 Investments—publicly traded securities | 992,977 | 11 | 995,085 |
| | 12 Investments—other securities See Part IV, line 11 | | 12 | |
| | 13 Investments—program-related See Part IV, line 11 | 37,524,605 | 13 | 36,902,938 |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets See Part IV, line 11 | 315,475 | 15 | 482,442 |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 49,733,642 | 16 | 51,339,903 | |
| Liabilities | 17 Accounts payable and accrued expenses | 2,976,151 | 17 | 3,116,411 |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | | 19 | |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow or custodial account liability Complete Part IV of Schedule D | | 21 | |
| | 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 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 | 6,807,184 | 25 | 6,683,074 |
| | 26 Total liabilities. Add lines 17 through 25 | 9,783,335 | 26 | 9,799,485 |
| 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 | 3,260,509 | 27 | 4,910,795 |
| | 28 Temporarily restricted net assets | 36,689,798 | 28 | 36,629,623 |
| | 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 | 39,950,307 | 33 | 41,540,418 | |
| 34 Total liabilities and net assets/fund balances | 49,733,642 | 34 | 51,339,903 | |

Part XI Reconciliation of Net Assets

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

| | | | |
|----------|---|----------|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 40,067,280 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 38,441,775 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | 1,625,505 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 39,950,307 |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | -35,394 |
| 6 | Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | 41,540,418 |

Part XII Financial Statements and Reporting

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

| | | Yes | No |
|-----------|--|-----|----|
| 1 | Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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? | | No |
| b | Were the organization's financial statements audited by an independent accountant? | Yes | |
| c | If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | Yes | |
| d | If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis | | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | No |
| b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | | |

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

Name of the organization
MORNINGSIDE MINISTRIES

Employer identification number

74-1388420

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 **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 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 | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | |

Part II Support Schedule for Organizations Described in IRC 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 (Explain in Part IV.) Do not include gain or loss from the sale of capital assets | | | | | | |
| 11 Total support (Add lines 7 through 10) | | | | | | |
| 12 Gross receipts from related activities, etc (See instructions) | | | | | 12 | |

13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** **Section C. Computation of Public Support Percentage**

| | | |
|--|-----------|--|
| 14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f)) | 14 | |
| 15 Public Support Percentage for 2010 Schedule A, Part II, line 14 | 15 | |

16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization **b 33 1/3% support test—2010.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization **17a 10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization **b 10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization **18 Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in IRC 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.") | | | | | | |
| 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 | 37,472,887 | 32,935,522 | 46,666,957 | 46,167,402 | 42,827,140 | 206,069,908 |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | 37,472,887 | 32,935,522 | 46,666,957 | 46,167,402 | 42,827,140 | 206,069,908 |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public Support (Subtract line 7c from line 6) | | | | | | 206,069,908 |

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 | 37,472,887 | 32,935,522 | 46,666,957 | 46,167,402 | 42,827,140 | 206,069,908 |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 104,447 | 144,776 | 361,303 | 536,758 | 560,079 | 1,707,363 |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | 104,447 | 144,776 | 361,303 | 536,758 | 560,079 | 1,707,363 |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) | 102,000 | 102,000 | | | | 204,000 |
| 13 Total support (Add lines 9, 10c, 11 and 12) | 37,679,334 | 33,182,298 | 47,028,260 | 46,704,160 | 43,387,219 | 207,981,271 |
| 14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <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 | 99 080 % |
| 16 Public support percentage from 2010 Schedule A, Part III, line 15 | 16 | 99 240 % |

Section D. Computation of Investment Income Percentage

| | | |
|--|-----------|---------|
| 17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f)) | 17 | 1 000 % |
| 18 Investment income percentage from 2010 Schedule A, Part III, line 17 | 18 | 1 000 % |

- 19a 33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

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

| |
|-------------------------------------|
| Facts And Circumstances Test |
|-------------------------------------|

| |
|--------------------|
| Explanation |
|--------------------|

Additional Data

Software ID:
Software Version:
EIN: 74-1388420
Name: MORNINGSIDE MINISTRIES

Form 990, Special Condition Description:

Special Condition Description

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

4d. Other program services

(Code) (Expenses \$ 4,414,614 including grants of \$) (Revenue \$ 5,363,075)

PART III, LINE 4D, OTHER PROGRAM SERVICES OTHER PROGRAM SERVICES INCLUDE ANCILLARY SERVICES AND LIFE ENRICHMENT ANCILLARY SERVICES - INCLUDES ENTERAL FEEDING AND OCCUPATIONAL, SPEECH, PHYSICAL AND OTHER THERAPY SERVICES TO THE RESIDENTS AND COMMUNITY ALSO INCLUDES PROVIDING MEETING PLACES FOR VARIOUS LOCAL ELDERLY AND HEALTH SERVICE GROUP'S EDUCATIONAL ACTIVITIES LIFE ENRICHMENT - SERVICES PERFORMED BY SOCIAL WORKERS, CHAPLAIN AND SOCIAL ACTIVITIES STAFF THIS AREA ALSO INCLUDES SERVICES SUCH AS THE BARBER AND BEAUTY SHOPS WHICH ARE PROVIDED AT A NOMINAL CHARGE FOR THE ELDERLY SOCIAL WORKERS, TOGETHER WITH HEALTH SERVICES AND SOCIAL SERVICES STAFFS, EVALUATE THE NEEDS OF THE RESIDENTS AND THEN PLAN AND DESIGN PROGRAMS TO ENHANCE THE DAILY LIVES OF APPROXIMATELY 850 RESIDENTS AS WELL AS THE ELDERLY COMMUNITY AT LARGE THESE INCLUDE RESIDENTS AND FULLY ACTIVE SENIORS THE PROGRAMS ARE ENHANCED BY APPROXIMATELY 20,000 HOURS CONTRIBUTED BY VOLUNTEERS FROM THE COMMUNITY

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization MORNINGSIDE MINISTRIES

Employer identification number 74-1388420

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.

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4 for total number, aggregate contributions, aggregate grants, and aggregate value.

- 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?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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

Table with 2 columns: Line number, Held at the End of the Year. Rows 2a-2d for total number, acreage, and number of easements.

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1
(ii) Assets included in Form 990, Part X

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

a Revenues included in Form 990, Part VIII, line 1
b Assets included in Form 990, Part X

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

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

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

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

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

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table

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

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 | 11,772,220 | 10,801,518 | 8,999,612 | 11,870,476 | |
| b Contributions | 170,732 | 151,741 | 353,722 | 69,617 | |
| c Investment earnings or losses | 63,559 | 1,096,636 | 1,924,570 | -2,648,050 | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | 310,680 | 277,675 | 476,386 | 292,431 | |
| f Administrative expenses | | | | | |
| g End of year balance | 11,695,831 | 11,772,220 | 10,801,518 | 8,999,612 | |

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

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

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

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

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 | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | | 7,727,974 | 5,011,921 | 2,716,053 |
| e Other | | 639,017 | 465,747 | 173,270 |
| Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) | | | | 2,889,323 |

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

| | | | |
|-----------|---|-----------|--|
| 1 | Total revenue (Form 990, Part VIII, column (A), line 12) | 1 | |
| 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 - 8 | 9 | |
| 10 | Excess or (deficit) for the year per 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 should 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 should 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, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

| Identifier | Return Reference | Explanation |
|-----------------------------------|------------------------------------|--|
| INTENDED USES FOR ENDOWMENT FUNDS | SCHEDULE D, PAGE 2, PART V, LINE 4 | ENDOWMENT FUNDS ARE INTENDED TO BE USED TO ASSIST WITH THE MORNINGSIDE MINISTRIES COVENANT ASSISTANCE PROGRAM, WHICH ASSISTS INDIGENT RESIDENTS LIVING IN MORNINGSIDE FACILITIES ADDITIONALLY, THE FUNDS ARE TO BE USED TO PROVIDE FOR THE UPKEEP OF THE MORNINGSIDE MEADOWS FACILITY |
| LIABILITY UNDER FIN 48 FOOTNOTE | SCHEDULE D, PAGE 3, PART X | PART X, LINE 2 - THE TEXT OF THE FOOTNOTE TO THE ORGANIZATION'S CONSOLIDATED FINANCIAL STATEMENTS THAT REPORTS THE ORGANIZATION'S LIABILITY FOR UNCERTAIN TAX POSITIONS UNDER FIN 48 (ASC 740) IS AS FOLLOWS THE CORPORATION HAS EVALUATED THE REQUIREMENTS OF FASB ASC TOPIC 740, INCOME TAXES, AND BELIEVES IT DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS TAKEN OR EXPECTED IN ITS INCOME TAX RETURNS ADDITIONALLY, IT HAD NO INTEREST AND PENALTIES RECOGNIZED IN THE STATEMENTS OF ACTIVITIES OR STATEMENTS OF FINANCIAL POSITION TAX YEARS 2008 - 2011 REMAIN SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE |

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2011

Open to Public Inspection

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

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

Name of the organization MORNINGSIDE MINISTRIES

Employer identification number

74-1388420

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

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

2a Did the organization have a written or oral agreement with any individual... Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization.

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

TX

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

| | | (a) Event #1 | (b) Event #2 | (c) Other Events | (d) Total Events |
|------------------------|--|--------------|--------------|------------------|-------------------------------|
| | | (event type) | (event type) | (total number) | (Add col (a) through col (c)) |
| Revenue | 1 Gross receipts | | | | |
| | 2 Less Charitable contributions | | | | |
| | 3 Gross income (line 1 minus line 2) | | | | |
| Direct Expenses | 4 Cash prizes | | | | |
| | 5 Non-cash prizes | | | | |
| | 6 Rent/facility costs | | | | |
| | 7 Food and beverages | | | | |
| | 8 Entertainment | | | | |
| | 9 Other direct expenses | | | | |
| | 10 Direct expense summary Add lines 4 through 9 in column (d) ▶ | | | | () |
| | 11 Net income summary Combine lines 3 and 10 in column (d) ▶ | | | | |

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

| | | (a) Bingo | (b) Pull tabs/Instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming |
|------------------------|--|---|---|---|-------------------------------|
| | | | | | (Add col (a) through col (c)) |
| Revenue | 1 Gross revenue | | | | |
| | 2 Cash prizes | | | | |
| Direct Expenses | 3 Non-cash prizes | | | | |
| | 4 Rent/facility costs | | | | |
| | 5 Other direct expenses | | | | |
| Direct Expenses | 6 Volunteer labor | <input type="checkbox"/> Yes _____ <input type="checkbox"/> No | <input type="checkbox"/> Yes _____ <input type="checkbox"/> No | <input type="checkbox"/> Yes _____ <input type="checkbox"/> No | |
| | 7 Direct expense summary Add lines 2 through 5 in column (d) ▶ | | | | () |
| Direct Expenses | 8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶ | | | | |

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," Explain _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

| | |
|--------------------------------------|------------|
| a The organization's facility | 13a |
| b An outside facility | 13b |

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

Name ▶

Address ▶

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

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

c If "Yes," enter name and address

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

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

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

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

| Identifier | ReturnReference | Explanation |
|--|---|--|
| FUNDRAISING VS REIMBURSEMENT EXPLANATION | SCHEDULE G PAGE 1 PART I LINE 2B COLUMN V | LAWSON ASSOCIATES PLANNED GIVING CONSULTING ANTHONY BIR PLANNED GIVING CONSULTING |

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
MORNINGSIDE MINISTRIES

Employer identification number

74-1388420

Part I Questions Regarding Compensation

Yes No

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

- First-class or charter travel
- Housing allowance or residence for personal use
- Travel for companions
- Payments for business use of personal residence
- Tax idemnification and gross-up payments
- Health or social club dues or initiation fees
- Discretionary spending account
- Personal services (e g , maid, chauffeur, chef)

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

1b No

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

2 No

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply

- Compensation committee
- Written employment contract
- Independent compensation consultant
- Compensation survey or study
- Form 990 of other organizations
- Approval by the board or compensation committee

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

a Receive a severance payment or change-of-control payment?

4a No

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

4b No

c Participate in, or receive payment from, an equity-based compensation arrangement?

4c No

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

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

5a No

b Any related organization?

5b No

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

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

a The organization?

6a No

b Any related organization?

6b No

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

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

7 No

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III

8 No

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?

9

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space 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, columns (D) and (E) 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 in prior Form 990 or Form 990-EZ |
|----------------------|-------------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|--|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) ALVIN LOEWENBERG | (i) (ii) | 264,670 | | | | 5,764 | 270,434 | |
| | | | | | | | | |
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Part III Supplemental Information

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

| Identifier | Return Reference | Explanation |
|--|-------------------------------------|--|
| FRINGE OR EXPENSE EXPLANATION | SCHEDULE J, PAGE 1, PART I, LINE 1A | ALL ORDAINED MINISTERS EMPLOYED RECEIVE HOUSING ALLOWANCES AS PART OF THEIR NORMAL COMPENSATION. SUBSTANTIATION OF HOUSING EXPENSES OF AN ORDAINED MINISTER ARE NOT REQUIRED TO BE MAINTAINED BY THE EMPLOYER. |
| WRITTEN REIMBURSEMENT POLICY EXPLANATION | SCHEDULE J, PAGE 1, PART I, LINE 1B | ALL ORDAINED MINISTERS EMPLOYED RECEIVE HOUSING ALLOWANCES AS PART OF THEIR NORMAL COMPENSATION. SUBSTANTIATION OF HOUSING EXPENSES OF AN ORDAINED MINISTER ARE NOT REQUIRED TO BE MAINTAINED BY THE EMPLOYER. |

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

2011

**Open to Public
Inspection**

Name of the organization
MORNINGSIDE MINISTRIES

Employer identification number

74-1388420

| Identifier | Return Reference | Explanation |
|-----------------------|-----------------------------------|---|
| ORGANIZATIONS MISSION | FORM 990 - ORGANIZATION'S MISSION | <p>MISSION AND PURPOSE - THE MISSION OF MORNINGSIDE MINISTRIES IS TO "CARE FOR THOSE WHO CARE D FOR US " TO ACCOMPLISH THIS MISSION, MORNINGSIDE PROVIDES ELDERLY PERSONS IN SAN ANTONIO AND SURROUNDING COMMUNITIES WITH PERSONAL CARE IN A RESIDENTIAL SETTING, AS WELL AS LIMIT ED RECREATIONAL AND CAREGIVER SERVICES TO NON-RESIDENTS MAJOR PROGRAM SERVICES INCLUDE RE TIREMENT HOUSING, ASSISTED LIVING SERVICES, MEMORY CARE, SKILLED NURSING CARE, AND REHABIL ITATION SERVICES MORNINGSIDE OPERATES THREE FACILITIES IN BEXAR AND KENDALL COUNTIES WHIC H ARE HOME TO OVER 800 OLDER ADULTS HISTORY AND FOUNDERS - MORNINGSIDE WAS ORIGINALLY FOU NDED IN 1959 BY THE SOUTHWEST TEXAS CONFERENCE OF THE UNITED METHODIST CHURCH DURING THAT SAME YEAR, IT WAS INCORPORATED AS A NONPROFIT ORGANIZATION IN THE STATE OF TEXAS AND RECE IVED ITS FEDERAL IRS 501(C)3 DESIGNATION VERY SOON THEREAFTER, THE METHODIST CHURCH WAS J OINED BY THE EPISCOPAL DIOCESE OF WEST TEXAS AND THE FIRST PRESBYTERIAN CHURCH OF SAN ANTO NIO TO HELP PROVIDE CARE TO THE ELDERLY AFTER 50 YEARS OF SERVICES, MORNINGSIDE'S PRIMARY GOAL REMAINS THE SAME TO MEET THE INDIVIDUAL SPIRITUAL, EMOTIONAL, PHY SICAL AND INTELLEC TUAL NEEDS OF OUR RESIDENTS AND THEIR FAMILIES IN A FAITH-BASED ATMOSPHERE MORNINGSIDE IS OPEN TO ALL ELDERLY PERSONS REGARDLESS OF RELIGIOUS FAITH CHARITY CARE FOR THE AGED - AS PART OF ITS MINISTRY, MORNINGSIDE PROVIDES CHARITABLE CARE TO RESIDENTS WHO HAVE OUTLIVED THEIR RESOURCES THE COVENANT ENDOWMENT FUND WAS SPECIFICALLY ESTABLISHED TO PROVIDE FINA NCIAL ASSISTANCE TO THOSE RESIDENTS WHO YEARS AFTER MOVING TO MORNINGSIDE FIND THAT THEY C AN NO LONGER PAY FOR THE SERVICES THEY RECEIVE IN ADDITION, STATE MEDICAID PAYMENTS TO NU RSGING HOMES ARE SUBSTANTIALLY LOWER THAN THE COST OF THE HIGH-QUALITY NURSING CARE PROVIDE D BY MORNINGSIDE AT ANY ONE TIME, APPROXIMATELY 50% OF MORNINGSIDE'S NURSING BEDS ARE OCC UPIED BY MEDICAID RECIPIENTS IN 2011, MORNINGSIDE PROVIDED APPROXIMATELY 3 5 MILLION OF C HARITABLE CARE TO MORE THAN 300 SENIORS INDEPENDENT LIVING - INDEPENDENT LIVING RESIDENTS COME TO MORNINGSIDE WHEN THEY BEGIN TO EXPERIENCE PROBLEMS MAINTAINING AND MANAGING THEIR HOMES, AS WELL AS DRIVING AN AUTOMOBILE ON THEIR OWN RESIDENTS IN INDEPENDENT LIVING ARE PROVIDED APARTMENT AND COTTAGE-TYPE HOUSING, MEALS IN A RESTAURANT-STYLE DINNING ROOMS, H OUSEKEEPING SERVICES, TRANSPORTATION, AND RECREATIONAL ACTIVITIES DURING 2011, 450 ELDERL Y PERSONS LIVED IN MORNINGSIDE'S INDEPENDENT LIVING FACILITIES ASSISTED LIVING AND MEMORY CARE - RESIDENTS IN ASSISTED LIVING AND MEMORY CARE REQUIRE PERSONAL ASSISTANCE WITH DAIL Y LIVING ACTIVITIES BECAUSE OF PHY SICAL DEBILITATION OR MEMORY LOSS THEY ARE PROVIDED THE SAME SERVICES AS THOSE IN INDEPENDENT LIVING, PLUS ASSISTANCE WITH BATHING, DRESSING, MEA LS, LAUNDRY, AND MEDICATION MANAGEMENT DURING 2011, 200 PERSONS RESIDED IN ASSISTED LIVIN G AND MEMORY CARE FACILITIES SKILLED NURSING CARE -RESIDENTS RECEIVE SKILLED AND INTERMED IATE NURSING CARE, MEALS, DIETITIAN'S SERVICES, AND A WIDE RANGE OF RECREATIONAL ACTIVITIE S IT ALSO INCLUDES A FULL RANGE OF REHABILITATION SERVICES, INCLUDING PHY SICAL, OCCUPATIO NAL AND SPEECH THERAPY SPECIALIZED NURSING AND THERAPEUTIC SERVICES ARE AVAILABLE FOR RES IDENTS LIVING WITH ALZHEIMER'S DISEASE OR OTHER DEMENTIA-RELATED DISEASES DURING 2011, 90 0 RESIDENTS ARE PROVIDED FULL-TIME NURSING CARE, INCLUDING REHABILITATION SERVICES AND MEM ORY CARE CHANDLER SENIOR CENTER - FOR OLDER ADULTS STILL LIVING AT HOME, MORNINGSIDE OPER A TES THE CHANDLER SENIOR CENTER, A COMMUNITY CENTER THAT FOCUSES ON "HEALTHY AGING " CURRE NTLY, THE CHANDLER SENIOR CENTER HAS A MEMBERSHIP OF APPROXIMATELY 50 PERSONS THE GOAL OF THE COMMUNITY CENTER FOR SENIORS IS TO HELP OLDER PERSONS TO STAY HEALTHY -BOTH PHY SICALLY AND MENTALLY-AND LIVE INDEPENDENTLY FOR AS LONG AS POSSIBLE OPEN TO ALL PERSONS 55 AND O LDER, COMMUNITY CENTER MEMBERS AND THEIR GUESTS CAN EAT LUNCH ON ANY WEEKDAY, TAKE PART IN EXERCISE AND NUTRITION CLASSES, ATTEND EDUCATIONAL LECTURES, AND JOIN IN RECREATIONAL ACT IVITIES AT THE CENTER IF NEEDED, MEMBERS CAN RECEIVE SERVICES FROM A LICENSED DIETITIAN O R SOCIAL WORKER AND CONSULT WITH A NURSE OR PHY SICAL THERAPIST IN ADDITION, MEMBERS CAN A LSO PARTICIPATE IN LOCAL CULTURAL AND NATURE OUTINGS, AS WELL AS JOIN THE TRAVEL CLUB THAT ARRANGES TRIPS THROUGHOUT TEXAS AND THE U S MMLearn Org at MORNINGSIDE MINISTRIES - MML EARN ORG IS AN ON-SITE, DISTANCE-LEARNING TRAINING PROGRAM FOR THOSE PROVIDING CARE TO OLD ER PERSONS IT IS OPERATED BY THE ELIZABETH MCGOWN CAREGIVER TRAINING INSTITUTE IN SAN ANT ONIO AND THE GEORGIE BRISCOE RESOURCE CENTER FOR CAREGIVERS IN UVALDE, BOTH PROGRAMS OF MO RNINGSIDE MINISTRIES MMLearn ORG SERVES FAMILIES PROVIDING CARE FOR AN OLDER ADULT AT HOM E, CHURCH MEMBERS MINISTERING TO THE NEEDS OF THE ELDERLY IN THEIR COMMUNITIES, AND CERTIF IED AND LICESENCED HEALTHCARE WORKERS EMPLOYED IN NURSING HOMES AND ASSISTED LIVING FACILI TIES, AS WELL AS THOSE INDEPENDENTLY EMPLOYED PROV</p> |

| Identifier | Return Reference | Explanation |
|------------------------|-----------------------------------|--|
| ORGANIZATION'S MISSION | FORM 990 - ORGANIZATION'S MISSION | PROVIDING CARE TO THE AGED IT USES THE MOST UP-TO-DATE DISTANCE LEARNING TECHNOLOGY TO PROVIDE TRAINING TO CAREGIVERS ATTENDING CLASSES IN PERSON, AS WELL AS TO THOSE VIEWING COURSE INSTRUCTION VIA THE INTERNET AT OTHER LOCATIONS IN SAN ANTONIO AND SURROUNDING COMMUNITIES DURING 2011, MMLLEARN.ORG RECEIVED APPROXIMATELY 15,000 WEBSITE VIEWS |

| Identifier | Return Reference | Explanation |
|---|----------------------------------|---|
| EXPLANATION ON VOLUNTEERS AND TYPES OF SERVICES OR BENEFITS | FORM 990, PAGE 1, PART I, LINE 6 | <p>VOLUNTEERS IN THE ORGANIZATION THE AUXILIARY AT MORNINGSIDE MANOR WAS ALREADY ESTABLISHED WHEN MORNINGSIDE OPENED ITS FIRST FACILITY IN 1961 THE AUXILIARY WAS CREATED TO HELP DEFRAY THE COST OF PROVIDING CARE TO RESIDENTS IN NURSING CARE, PROVIDE PERSONAL ATTENTION TO EACH RESIDENT, AND CREATE VOLUNTEER OPPORTUNITIES TO COMMUNITY MEMBERS WANTING TO WORK WITH THE ELDERLY IN NURSING CARE. TODAY, THERE ARE 85 VOLUNTEERS IN THE AUXILIARY PROVIDING MORE THAN 6,000 VOLUNTEER HOURS PER YEAR. THEY UNDERTAKE A WIDE RANGE OF ACTIVITIES THAT FREE THE NURSING STAFF TO CONCENTRATE ON PATIENT CARE, INCLUDING VISITING WITH RESIDENTS, MAKING ROUNDS WITH "HYDRATION CARTS" TO ENSURE RESIDENTS DRINK PLENTY OF FLUIDS WHICH IS SO CRITICAL TO CONTINUED GOOD HEALTH, AND RUNNING ERRANDS FOR THE RESIDENTS TO NEARBY PHARMACIES, SUPERMARKETS, AND DEPARTMENT STORES. VOLUNTEERS ALSO READ TO RESIDENTS WHO CAN NO LONGER HOLD A BOOK OR WHOSE VISION HAS FAILED. THEY ALSO HELP LEAD BOARD AND OTHER GAMES FOR RESIDENTS AND ORGANIZE MUSICAL ENTERTAINMENT FOR THEM. VOLUNTEERS OPERATE THE "WELCOME WAGON" PRESENTING ALL NEW RESIDENTS WITH A GIFT BAG AND ALSO PREPARE GIFTS FOR RESIDENTS ON THEIR BIRTHDAY, CHRISTMAS OR OTHER SPECIAL OCCASIONS. THE AUXILIARY ALSO OPERATES A GIFT SHOP AT THE MANOR THAT IS OPEN TO ALL RESIDENTS, FAMILY MEMBERS, AND EMPLOYEES. ALL PROFITS OF THE SHOP ARE DONATED BY THE AUXILIARY TO THE MANOR TO BE USED FOR RENOVATION OF THE FACILITIES, PURCHASE OF NEEDED EQUIPMENT AND FURNITURE, AND TO PURCHASE BOOKS, MATERIALS AND SUPPLIES THAT IMPROVE THE QUALITY OF LIFE FOR RESIDENTS. SINCE 1994, THE AUXILIARY HAS DONATED APPROXIMATELY 264,000 IN CASH TO MORNINGSIDE MANOR FROM THE GIFT SHOP PROCEEDS. VOLUNTEERS ARE RECRUITED AT AREA CHURCHES, THROUGH PARENT-TEACHER ASSOCIATIONS, FROM PRESENTATIONS MADE BY A SPEAKERS' BUREAU, AND THROUGH REFERRALS MADE BY VOLUNTEERS, RESIDENTS, FAMILY MEMBERS AND EMPLOYEES. MOST VOLUNTEERS SPEND MANY YEARS VOLUNTEERING AT MORNINGSIDE WITH MANY LEAVING THE AUXILIARY ONLY AFTER RETIRING OR WHEN THEIR OWN HEALTH FAILS. IN ADDITION, HUNDREDS OF OTHER VOLUNTEERS THROUGHOUT THE YEAR PARTICIPATE IN A WIDE VARIETY OF ACTIVITIES AT ALL OF MORNINGSIDE MINISTRIES' THREE CAMPUSES. THESE VOLUNTEERS ARE PART OF AN INFORMAL VOLUNTEER PROGRAM WHICH INCLUDES ONE-TIME, SHORT-TERM AND LONG-TERM VOLUNTEER SERVICE PROJECTS. WHILE MANY VOLUNTEERS COME AS PART OF A CORPORATE VOLUNTEER PROJECT, CHURCH GROUP, SCOUT TROOP, SCHOOL CLASS OR OTHER ORGANIZED EFFORT, OTHER VOLUNTEERS COME ON THEIR OWN WANTING TO HELP MINISTER TO THE NEEDS OF RESIDENTS. VOLUNTEER ACTIVITIES INCLUDE DRIVING RESIDENTS ON ERRANDS OR TO CHURCH, VISITING WITH RESIDENTS, HELPING WITH RECREATION ACTIVITIES, MUSICAL PERFORMANCES, COMPUTER LESSONS AND MANY OTHER ACTIVITIES. THESE VOLUNTEERS WORK UNDER THE DIRECTION OF AN ACTIVITIES COORDINATOR ON EACH CAMPUS.</p> |

| Identifier | Return Reference | Explanation |
|-------------------------------------|--|---|
| FIRST ACCOMPLISHMENT DESCRIPTION | FORM 990, PAGE 2, PART III, LINE 4A | VARIOUS ELDERLY AND HEALTH SERVICE GROUPS IN THE LOCAL COMMUNITY |

| Identifier | Return Reference | Explanation |
|--------------------------------------|-------------------------------------|--|
| ALL OTHER ACCOMPLISHMENT DESCRIPTION | FORM 990, PAGE 2, PART III, LINE 4D | PART III, LINE 4D, OTHER PROGRAM SERVICES OTHER PROGRAM SERVICES INCLUDE ANCILLARY SERVICES AND LIFE ENRICHMENT ANCILLARY SERVICES - INCLUDES ENTERAL FEEDING AND OCCUPATIONAL, SPEECH, PHYSICAL AND OTHER THERAPY SERVICES TO THE RESIDENTS AND COMMUNITY ALSO INCLUDES PROVIDING MEETING PLACES FOR VARIOUS LOCAL ELDERLY AND HEALTH SERVICE GROUP'S EDUCATIONAL ACTIVITIES LIFE ENRICHMENT - SERVICES PERFORMED BY SOCIAL WORKERS, CHAPLAIN AND SOCIAL ACTIVITIES STAFF THIS AREA ALSO INCLUDES SERVICES SUCH AS THE BARBER AND BEAUTY SHOPS WHICH ARE PROVIDED AT A NOMINAL CHARGE FOR THE ELDERLY SOCIAL WORKERS, TOGETHER WITH HEALTH SERVICES AND SOCIAL SERVICES STAFFS, EVALUATE THE NEEDS OF THE RESIDENTS AND THEN PLAN AND DESIGN PROGRAMS TO ENHANCE THE DAILY LIVES OF APPROXIMATELY 850 RESIDENTS AS WELL AS THE ELDERLY COMMUNITY AT LARGE THESE INCLUDE RESIDENTS AND FULLY ACTIVE SENIORS THE PROGRAMS ARE ENHANCED BY APPROXIMATELY 20,000 HOURS CONTRIBUTED BY VOLUNTEERS FROM THE COMMUNITY |

| Identifier | Return Reference | Explanation |
|--|-------------------------------------|---|
| ORGANIZATION'S PROCESS USED TO REVIEW FORM 990 | FORM 990, PAGE 6, PART VI, LINE 11B | FORM 990 WAS REVIEWED BY THE BOARD OF DIRECTORS |

| Identifier | Return Reference | Explanation |
|---------------------------------|-------------------------------------|---|
| ENFORCEMENT OF CONFLICTS POLICY | FORM 990, PAGE 6, PART VI, LINE 12C | EACH YEAR, NEW BOARD MEMBERS SIGN A CONFLICT OF INTEREST STATEMENT WE HAVE SUCH STATEMENTS SIGNED BY EVERY MEMBER OF THE BOARD A NEW STATEMENT IS SIGNED EACH YEAR BY EVERY BOARD MEMBER THE PRESIDENT AND CEO'S OFFICE MONITORS THESE IF THERE IS A CONFLICT OF INTEREST, THE BOARD IS MADE AWARE OF THIS AND THE BOARD MEMBER INVOLVED DOES NOT SPEAK OR VOTE ON THOSE RELATED ISSUES |

| Identifier | Return Reference | Explanation |
|---------------------------------------|-------------------------------------|--|
| COMPENSATION PROCESS FOR TOP OFFICIAL | FORM 990, PAGE 6, PART VI, LINE 15A | THE PRESIDENT AND CEO'S COMPENSATION IS REVIEWED AND APPROVED ON AN ANNUAL BASIS BY THE EXECUTIVE COMMITTEE. DURING THIS REVIEW THE EXECUTIVE COMMITTEE UTILIZES COMPARABILITY DATA OF OTHER ORGANIZATIONS OF THIS NATURE AND THE RESULTS OF THEIR REVIEW AND DECISIONS ARE FORWARDED TO HUMAN RESOURCES |

| Identifier | Return Reference | Explanation |
|--|---------------------------------------|--|
| GOVERNING DOCUMENTS DISCLOSURE EXPLANATION | FORM 990, PAGE 6, PART VI, LINE 19 | THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC BY REQUEST (WRITTEN OR ORAL) ALSO, THE CONSOLIDATED AUDIT REPORT IS POSTED ON ITS WEBSITE |

Identifier

Return Reference

Explanation

OTHER CHANGES IN NET ASSETS EXPLANATION

FORM 990, PART XI, LINE 5

UNREALIZED INVESTMENT LOSSES

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

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.**

Department of the Treasury
Internal Revenue Service

Name of the organization
MORNINGSIDE MINISTRIES

Employer identification number

74-1388420

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

| (a) Name, address, and EIN of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
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Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled organization | |
|---|-------------------------|--|----------------------------|---|----------------------------------|---|----|
| | | | | | | Yes | No |
| (1) THE MORNINGSIDE MINISTRIES FD INC THE MORNINGSIDE MINISTRIES FD INC 700 BABCOCK ROAD SAN ANTONIO, TX 782012600 74-2927605 | FOOTNOTE | TX | 501C3 | 9 | NA | | No |
| | | | | | | | |
| | | | | | | | |
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Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) 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 | | Yes | No | |
| | | | | | | | | | | | | |
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Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership |
|---|-------------------------|--|----------------------------------|--|------------------------------|------------------------------------|-----------------------------|
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Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

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

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 **(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)

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

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

| | Yes | No |
|-----------|-----|----|
| | | |
| 1a | | No |
| 1b | | No |
| 1c | | No |
| 1d | Yes | |
| 1e | | No |
| | | |
| 1f | | No |
| 1g | | No |
| 1h | | No |
| 1i | | No |
| | | |
| 1j | Yes | |
| 1k | Yes | |
| 1l | Yes | |
| 1m | | No |
| 1n | | No |
| | | |
| 1o | Yes | |
| 1p | Yes | |
| | | |
| 1q | Yes | |
| 1r | Yes | |

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

| (a) Name of other organization | (b) Transaction type(a-r) | (c) Amount involved | (d) Method of determining amount involved |
|---|------------------------------|------------------------|--|
| (1) THE MORNINGSIDE MINISTRIES FD INC THE MORNINGSIDE MINISTRIES FOUNDATION INC | D | 54,330,000 | AMOUNT GUARANTEED |
| (2) THE MORNINGSIDE MINISTRIES FD INC THE MORNINGSIDE MINISTRIES FOUNDATION INC | J | 3,410,000 | CASH PAID |
| (3) THE MORNINGSIDE MINISTRIES FD INC THE MORNINGSIDE MINISTRIES FOUNDATION INC | P | 102,000 | CASH RECEIVED |
| (4) | | | |
| (5) | | | |
| (6) | | | |

Part VII Supplemental Information

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

Identifier**Return Reference****Explanation****Schedule R (Form 990) 2011**

Form **4562**

**Depreciation and Amortization
(Including Information on Listed Property)**

OMB No 1545-0172
2011
Attachment
Sequence No **179**

Department of the Treasury
Internal Revenue Service (99)

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

| | | |
|---|---|----------------------------------|
| Name(s) shown on return MORNINGSIDE MINISTRIES | Business or activity to which this form relates | Identifying number 74-1388420 |
|---|---|----------------------------------|

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

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

| 6 (a) Description of property | (b) Cost (business use only) | (c) Elected cost | |
|--|------------------------------|------------------|--|
| 7 Listed property Enter the amount from line 29 | 7 | | |
| 8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 | | 8 | |
| 9 Tentative deduction Enter the smaller of line 5 or line 8 | | 9 | |
| 10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562 | | 10 | |
| 11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) | | 11 | |
| 12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 | | 12 | |
| 13 Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12 | 13 | | |

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

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

| | | |
|--|-----------|---------|
| 14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 | |
| 15 Property subject to section 168(f)(1) election | 15 | |
| 16 Other depreciation (including ACRS) | 16 | 530,032 |

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

Section A

| | | |
|---|-----------|--|
| 17 MACRS deductions for assets placed in service in tax years beginning before 2011 | 17 | |
| 18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/> | | |

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

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

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

| | | | | | |
|-----------------------|--|--|--------|----|-----|
| 20a Class life | | | | | S/L |
| b 12-year | | | 12 yrs | | S/L |
| c 40-year | | | 40 yrs | MM | S/L |

Part IV Summary (see instructions)

| | | |
|--|-----------|---------|
| 21 Listed property Enter amount from line 28 | 21 | |
| 22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions | 22 | 530,032 |
| 23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

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

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

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

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

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation/deduction, (i) Elected section 179 cost.

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

26 Property used more than 50% in a qualified business use

27 Property used 50% or less in a qualified business use

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

Section B—Information on Use of Vehicles

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

Table for Section B with columns (a) through (f) for Vehicle 1 through 6. Rows include 30-33 (miles driven) and 34-36 (availability and use questions).

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

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

Table for Section C with questions 37-41 and Yes/No columns. Includes a Note at the bottom: "Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles."

Part VI Amortization

Table for Section VI with columns (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

42 Amortization of costs that begins during your 2011 tax year (see instructions)

43 Amortization of costs that began before your 2011 tax year **43** 3,013

44 Total. Add amounts in column (f) See the instructions for where to report **44** 3,013

TY 2011 GeneralDependencySmall**Name:** MORNINGSIDE MINISTRIES**EIN:** 74-1388420**Business Name or Person Name:****Taxpayer Identification Number:****Form, Line or Instruction
Reference:****Regulations Reference:****Description:** GENERAL FOOTNOTE**Attachment Information:** SCHEDULE R, PART II, COLUMN (B) - THE PRIMARY ACTIVITY OF THE MORNINGSIDE MINISTRIES FOUNDATION, INC., A 501(C)(3) ORGANIZATION, IS TO OPERATE ACTIVITIES AND PROGRAMS OF MORNINGSIDE MINISTRIES.

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TY 2011 GeneralDependencySmall**Name:** MORNINGSIDE MINISTRIES**EIN:** 74-1388420**Business Name or Person Name:****Taxpayer Identification Number:****Form, Line or Instruction****Reference:****Regulations Reference:****Description:** GENERAL FOOTNOTE**Attachment Information:**