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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year **2011** or tax year beginning **June 1**, **2011**, and ending **May 31**, **2012**

Name of foundation HCR Manor Care Foundation, Inc.		A Employer identification number 52-2031975
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 419.252.5989
333 N. Summit Street, P.O. Box 10086		
City or town, state, and ZIP code Toledo, OH 43699		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply.	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		D 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,427,192		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	35,538	35,538		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	35,849			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		35,849		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	71,387	71,387		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,565			2,425
	c Other professional fees (attach schedule)	19,861	19,861		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion	700			
	20 Occupancy				
	21 Travel, conferences, and meetings	1,458			-41
	22 Printing and publications	423			423
	23 Other expenses (attach schedule)	89,145			90,092
	24 Total operating and administrative expenses. Add lines 13 through 23	114,152	19,861		92,899
	25 Contributions, gifts, grants paid	57,500			57,500
	26 Total expenses and disbursements. Add lines 24 and 25	171,652	19,861		150,399
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-100,265			
	b Net investment income (if negative, enter -0-)		51,526		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	69,741	79,570	79,570	
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable	15,124	9,843	9,843	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	1,771	1,664	1,664	
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	997,968	846,073	846,073	
	c	Investments - corporate bonds (attach schedule)	552,927	490,042	490,042	
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,637,531	1,427,192	1,427,192		
Liabilities	17	Accounts payable and accrued expenses	143	4,729		
	18	Grants payable	15,000	15,000		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ <u>due related party</u>)	9,468	5,574		
23	Total liabilities (add lines 17 through 22)	24,611	25,303			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	1,612,920	1,401,889		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	1,612,920	1,401,889		
	31	Total liabilities and net assets/fund balances (see instructions)	1,637,531	1,427,192		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,612,920
2	Enter amount from Part I, line 27a	2	-100,265
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,512,655
5	Decreases not included in line 2 (itemize) ▶ <u>Unrealized loss on investments</u>	5	110,766
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,401,889

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See attached schedule					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	35,849	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	277,160	1,653,815	0.1676
2009	1,880,498	2,384,471	0.7886
2008	1,639,756	2,533,795	0.6472
2007	1,433,017	3,455,187	0.4147
2006	1,234,147	3,147,715	0.3921
2 Total of line 1, column (d)			2 2.4102
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.4820
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,487,682
5 Multiply line 4 by line 3			5 717,063
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 515
7 Add lines 5 and 6			7 717,578
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 150,400

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,031
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	1,031
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,031
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,158	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,158	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	127	
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax <input type="checkbox"/> 127 Refunded <input type="checkbox"/> 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> Ohio		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.hcr-manorcare.org</u>	13	X	
14	The books are in care of <u>Eric Talbert</u> Telephone no <u>419.252.5951</u> Located at <u>333 N. Summit Street, Toledo OH</u> ZIP + 4 <u>43604</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <u></u>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) <input type="checkbox"/>	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/>	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

6b

x

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7b**

x

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See attached schedule				

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 Assistance to 57 non-profit organizations for which HCR ManorCare employees volunteered time in 2011.	28,500
2 Assistance to 47 non-profit organizations as matching gifts for which HCR ManorCare employees donated funds in 2011.	18,525
3 Support for research to fund a cure for food allergies and clinical activities through The Food Allergy Initiative.	15,000
4 Assistance to 7 charitable events in Northwest Ohio through the participation of HCR ManorCare corporate office employees in the Corporate Office Charitable Giving program.	12,000

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,427,690
b	Average of monthly cash balances	1b	82,647
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,510,337
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,510,337
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,655
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,487,682
6	Minimum investment return. Enter 5% of line 5	6	74,384

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

1	Minimum investment return from Part X, line 6	1	74,384
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,031
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,031
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	73,353
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	73,353
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	73,353

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	150,400
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	150,400
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	150,400

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				73,353
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006 1,079,217				
b From 2007 1,263,091				
c From 2008 1,513,044				
d From 2009 1,764,194				
e From 2010 198,025				
f Total of lines 3a through e	5,817,571			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 150,400				
a Applied to 2010, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				73,353
e Remaining amount distributed out of corpus . .	77,047			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,894,618			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	1,079,217			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	4,815,401			
10 Analysis of line 9				
a Excess from 2007 . . . 1,263,091				
b Excess from 2008 . . . 1,513,044				
c Excess from 2009 . . . 1,764,194				
d Excess from 2010 . . . 198,025				
e Excess from 2011 . . . 77,047				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

n/a

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

n/a

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

n/a

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

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

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

William White, Director, 333 N. Summit Street, PO Box 10086 Toledo, OH 419.252.5578 43699-0086

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

See attached grant information

c Any submission deadlines:

See attached grant information

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

See attached grant information

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Schedule attached				
Total			3a	57,500
b Approved for future payment Schedule attached				
Total			3b	15,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	35,538	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	35,849	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				71,387	
13 Total. Add line 12, columns (b), (d), and (e)				71,387	71,387

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <table border="1"> <thead> <tr> <th></th><th>Yes</th><th>No</th></tr> </thead> <tbody> <tr> <td>1a(1)</td><td></td><td>X</td></tr> <tr> <td>1a(2)</td><td></td><td>X</td></tr> <tr> <td>1b(1)</td><td></td><td>X</td></tr> <tr> <td>1b(2)</td><td></td><td>X</td></tr> <tr> <td>1b(3)</td><td></td><td>X</td></tr> <tr> <td>1b(4)</td><td></td><td>X</td></tr> <tr> <td>1b(5)</td><td></td><td>X</td></tr> <tr> <td>1b(6)</td><td></td><td>X</td></tr> <tr> <td>1c</td><td></td><td>X</td></tr> </tbody> </table> | | Yes | No | 1a(1) | | X | 1a(2) | | X | 1b(1) | | X | 1b(2) | | X | 1b(3) | | X | 1b(4) | | X | 1b(5) | | X | 1b(6) | | X | 1c | | X |
|--|--|----|-----|----|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|-----------|--|---|
| | Yes | No | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1c | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |


[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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


Signature of officer or trustee

10/15/2012
Date

► PRESIDENT
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

**Statement Attached and Made Part Of
HCR ManorCare Foundation, Inc.
Form 990PF, Part I, Lines 16c, 18, and 23
For the Tax Year Ended May 31, 2012
FEIN: 52-2031975**

	Revenue & Expenses per Books (a)	Net Investment Income (b)	Adjusted Net Income (c)	Disburs. For Charitable Purposes (d)
<u>Line 16c - Other Professional Fees</u>				
Investment management fees- Morgan Stanley	\$ 19,861	\$ 19,861		
<u>Line 18 - Taxes</u>				
Federal excise tax	\$ 700			
<u>Line 23 - Other Expenses</u>				
Advertising & Promotional / Mktg	1,868			1,746
Dues & subscriptions	6,000			6,000
Software subscriptions & purchases	15,593			15,117
Office supplies, expense & postage	3,589			1,368
Licenses and fees	445			445
Bank charges	716			588
IT purchase services	1,200			1,200
Purchased services	59,735			63,629
Direct program expenses	-			-
Total Other Expenses	<u>\$ 89,146</u>			<u>\$ 90,093</u>

**Statement Attached and Made Part Of
HCR ManorCare Foundation, Inc.
Form 990PF, Part II, Line 6
For the Tax Year Ended May 31, 2012
FEIN: 52-2031975**

Receivable from disqualified person (ManorCare, Inc.)

\$ 11,343

-The balance is a receivable and not a loan. It relates to administering Manor Care, Inc.'s matching gift program and the Foundation is reimbursed for the matching gift and expenses. The receivable was paid on August 2012

Statement Attached and Made Part Of
HCR ManorCare Foundation, Inc.
Form 990PF, Part II, Lines 10b and 10c
For the Tax Year Ended May 31, 2012
FEIN: 52-2031975

	Book Value	Market Value
<u>Line 10b - Corporate Stock</u>		
Morgan Stanley Ishares Msci Canada Index Fund	\$ 27,447	\$ 27,447
Morgan Stanley Ishares Msci Pac Ex Jpn Idx Fund	\$ 39,805	\$ 39,805
Morgan Stanley Ishares S&P 500/Barra Growth Index Fund	\$ 170,098	\$ 170,098
Morgan Stanley Ishares S&P 500/Barra Value Index Fd	\$ 168,362	168,362
Morgan Stanley Ishares S&P Midcap 400 Grw	\$ 56,462	56,462
Morgan Stanley Ishares S&P Midcap 400/Barra Value Index Fund	\$ 56,309	56,309
Morgan Stanely Powershares Db Cmdty Ind Tracking Fd	\$ 54,493	54,493
Morgan Stanley - Vanguard Emerging Mkts Vipers Fd	\$ 53,608	53,608
Morgan Stanley - Vanguard Pacific Etf	\$ 54,508	54,508
Morgan Stanley - Vanguard European Vipers	\$ 66,619	66,619
Morgan Stanley - Vanugard Reit Vipers	\$ 42,201	42,201
Morgan Stanley - Vanguard Small-Cap Growth ETF	\$ 27,962	27,962
Morgan Stanley - Vanguard Small Cap Value Vipers	\$ 28,200	28,200
	<hr/>	<hr/>
Total Stocks	\$ 846,073	\$ 846,073
<u>Line 10c - Corporate Bonds</u>		
Morgan Stanley Ishares Barclays Tips Gd Fd	\$ 59,806	\$ 59,806
Morgan Stanley Ishares Goldman Sachs \$ Investop Corporate Bond Fd	\$ 44,215	\$ 44,215
Morgan Stanley - Vanguard Long Term Bond	\$ 30,614	\$ 30,614
Morgan Stanley - Vanguard Intermediate-Term Bond ETF	\$ 178,133	\$ 178,133
Morgan Stanley - Vanguard Short Term ETF	\$ 44,086	\$ 44,086
Morgan Stanley - Vanguard Total Bond Market ETF	\$ 133,188	133,188
	<hr/>	<hr/>
Total Bonds	\$ 490,042	\$ 490,042
Total	<u>\$ 1,336,116</u>	<u>\$ 1,336,116</u>

Statement Attached and Made Part Of
HCR Manor Care Foundation, Inc.
Form 990PF, Part IV
For the Tax Year Ended May 31, 2012
FEIN: 52-2031875

Description of Property Disposed	How Acquired	Date Acquired	Date Sold	Proceeds	Basis	Gain/ (Loss)
<u>Morgan Stanley Ishares Msci Canada Index Fund</u>						
8 000 Shares	P	Various	Jan-12	219	236	(17)
<u>Morgan Stanley Ishares Msci Pac Ex Jpn Idx Fd</u>						
29 000 Shares	P	Various	Jan-12	1,191	1,330	(139)
64 000 Shares	P	Various	May-12	2,742	2,936	(194)
<u>Morgan Stanley Ishares S&P Midcap 400 Grw</u>						
35 000 Shares	P	Various	Jan-12	3,601	3,225	376
39 000 Shares	P	Various	May-12	4,259	3,027	1,232
<u>Morgan Stanley Ishares S&P Midcap 400/Barra Value Index Fund</u>						
78 000 Shares	P	Various	Jan-12	6,177	5,767	410
38 000 Shares	P	Various	May-12	3,139	2,397	742
<u>Morgan Stanley Ishares S&P 500/Barra Growth Index Fund</u>						
131 000 Shares	P	Various	Oct-11	8,109	7,078	1,031
117 000 Shares	P	Various	Jan-12	8,090	5,032	3,058
177 000 Shares	P	Various	May-12	13,027	7,863	5,164
<u>Morgan Stanley Ishares S&P 500/Barra Value Index Fund</u>						
258 000 Shares	P	Various	Jan-12	15,604	12,529	3,075
119 000 Shares	P	Various	May-12	7,430	4,858	2,573
<u>Morgan Stanley Ishares S&P Smallcap 600/Barra Value Index Fund</u>						
52 000 Shares	P	Various	Jan-12	3,822	3,438	384
10 000 Shares	P	Various	May-12	743	669	74
393 000 Shares	P	Various	May-12	29,375	21,056	8,319
<u>Morgan Stanley - Vanguard Emerging Mkts Vipers Fund</u>						
47 000 Shares	P	Various	Jan-12	1,902	2,208	(306)
70 000 Shares	P	Various	May-12	2,913	3,288	(375)
<u>Morgan Stanley - Vanguard Short Term Bond ETF</u>						
2,168 000 Shares	P	Various	Oct-11	175,754	175,107	647
<u>Morgan Stanley - Vanguard Intermediate-Term Bond ETF</u>						
12 000 Shares	P	Various	May-12	1,058	1,028	30
<u>Morgan Stanley - Vanguard Total Bond Market ETF</u>						
563 000 Shares	P	Various	Oct-11	46,886	46,152	734
<u>Morgan Stanley - Vanguard Short Term Corporate Bond</u>						
425 000 Shares	P	Various	Oct-11	32,838	32,800	38
<u>Morgan Stanley - Goldman Sachs \$ Investop</u>						
6 000 Shares	P	Various	May-12	699	689	10
<u>Morgan Stanley - Vanguard European Vipers</u>						
386 000 Shares	P	Various	Oct-11	15,808	15,641	167
98 000 Shares	P	Various	May-12	4,281	4,067	214
<u>Morgan Stanley - Vanguard Pacific Etf</u>						
7 000 Shares	P	Various	Oct-11	341	350	(9)
54 000 Shares	P	Various	May-12	2,732	2,801	(68)
<u>Morgan Stanley - Vanguard Reit Vipers</u>						
79 000 Shares	P	Various	Jan-12	4,654	4,064	590
78 000 Shares	P	Various	May-12	5,075	4,013	1,063
<u>Morgan Stanley - Vanguard Small-Cap Growth ETF</u>						
33 000 Shares	P	Various	Jan-12	2,624	2,769	(145)
22 000 Shares	P	Various	May-12	1,833	1,846	(13)
<u>Morgan Stanley Ishares Barclays Tips Bd Fd</u>						
270 000 Shares	P	Various	Oct-11	31,097	27,079	4,017

Statement Attached and Made Part Of
HCR Manor Care Foundation, Inc.
Form 990PF, Part IV
For the Tax Year Ended May 31, 2012
FEIN: 52-2031975

Description of Property Disposed	How Acquired	Date Acquired	Date Sold	Proceeds	Basis	Gain/ (Loss)
5 000 Shares	P	Various	May-12	597	549	48
<u>Morgan Stanley - Vanguard Long Term Bond</u>						
			Jan-12	Long-term capital gain distribution		229
			Apr-12	Long-term capital gain distribution		29
<u>Morgan Stanley - Vanguard Short Term ETF</u>						
			Jan-12	Long-term capital gain distribution		160
			Apr-12	Long-term capital gain distribution		12
<u>Morgan Stanley - Vanguard Intermediate-Term Bond ETF</u>						
			Jan-12	Long-term capital gain distribution		1,785
			Apr-12	Long-term capital gain distribution		491
<u>Morgan Stanley - Vanguard Total Bond Market ETF</u>						
			Jan-12	Long-term capital gain distribution		352
			Apr-12	Long-term capital gain distribution		60
Total Gain (Loss) on Sale of Investments				438,622	405,891	35,849

Statement Attached and Made Part Of
HCR ManorCare Foundation, Inc.
Form 990PF, Page 6, Part VIII-1
List of Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees and Contractors
For the Tax Year Ended May 31, 2012
FEIN: 52-2031975

a) Name and Address	b) Title/Average Hours	c) Compensation	d) Contributions to Employee Benefit Plans	e) Expense Account and Other Allowances
Rick Rump 333 N. Summit Street Toledo, Ohio 43604	President and Director/ as necessary	0	0	0
William White 333 N. Summit Street Toledo, Ohio 43604	Director/ (from August 2010)/ 14 hours per week	\$ 37,505	0	0
Enc Talbert 333 N. Summit Street Toledo, Ohio 43604	Treasurer, Director/ (from January 2010)/ as necessary	0	0	0
Bruce Schroeder 333 N. Summit Street Toledo, Ohio 43604	Director/ (from July 2009)/ as necessary	0	0	0
Carla Hughes 333 N Summit Street Toledo, Ohio 43604	Director/ (from July 2009)/ as necessary	0	0	0
Lynn Hood 333 N. Summit Street Toledo, Ohio 43604	Director/ (from July 2009)/ as necessary	0	0	0
Matt O'Connor 333 N Summit Street Toledo, Ohio 43604	Secretary, Director/ (from to January 2010)/ as necessary	0	0	0
Martin Allen 333 N Summit Street Toledo, Ohio 43604	Director/ (from January 2009)/ as necessary	0	0	0

**Statement Attached and Made Part Of
HCR Manor Care Foundation, Inc.
Form 990PF, Part VII-A, Line 10
For the Tax Year Ended May 31, 2012
FEIN: 52-2031975**

Substantial Contributor
None for Fiscal Year 2012

**Statement Attached and Made A Part of
HCR Manor Care Foundation, Inc.
Form 990-PF, Part XV, Line 3a and 3b
For the Tax Year Ended May 31, 2012
FEIN 52-2031975**

**HCR Manor Care Foundation, Inc.
Summary of Grants Paid and Approved**

	Grants Awarded in Fiscal 5/31/12	Grants Paid in Fiscal 5/31/12	Grants Approved for Future Payment
Grants to organizations awarded in fiscal 5/31/11	-	-	15,000
Grants to organizations awarded in fiscal 5/31/12	57,500	57,500	-
Total grants paid in fiscal 5/31/12	<u>57,500</u>	<u>57,500</u>	<u>15,000</u>

Statement Attached and Made A Part of
HCR Manor Care Foundation, Inc.
Form 990-PF, Part XV, Line 3a and 3b
For the Tax Year Ended May 31, 2012
FEIN 52-2031975

<u>Name of Organization</u>	<u>Foundation Status</u>	<u>Awarded In Fiscal 2011</u>	<u>Paid In Fiscal 2012</u>	<u>Approved for future payment</u>
Maryland Hospital Association Incorporated Elkridge, MD	501(c)(6)	\$15,000	\$0	\$15,000
		<u>\$15,000</u>	<u>\$0</u>	<u>\$15,000</u>

Statement Attached and Made A Part of
HCR ManorCare Foundation, Inc.
Form 990-PF, Part XV, Line 3a and 3b
For the Tax Year Ended May 31, 2012
FEIN 52-2031975

The following grants are for general support of these non-profit organizations .

<u>Name of Organization</u>	<u>Foundation Status</u>	<u>Awarded in Fiscal 2012</u>	<u>Paid in Fiscal 2012</u>	<u>Approved for future payment</u>
The Food Allergy Initiative New York, NY	509(a)(1)	\$15,000	\$15,000	\$0
Toledo-Lucas County Carnet, Inc Toledo, OH	509(a)(1)	\$2,000	\$2,000	\$0
National MS Society Maumee, OH	509(a)(1)	\$2,500	\$2,500	\$0
Ovarian Cancer Connection Maumee, OH	509(a)(2)	\$1,000	\$1,000	\$0
Alzheimer's Association, Northwest Ohio Chapter Toledo, OH	509(a)(1)	\$2,500	\$2,500	\$0
Arthritis Foundation Toledo, OH	509(a)(1)	\$2,500	\$2,500	\$0
Make-A-Wish Foundation of NW Ohio Inc Toledo, OH	509(a)(1)	\$1,000	\$1,000	\$0
American Heart Association - Toledo HW Maumee, OH	509(a)(1)	\$2,500	\$2,500	\$0
Agility Angels	509(a)(2)	\$500	\$500	\$0
National Ski Patrol System Inc	509(a)(2)	\$500	\$500	\$0
Alzheimer's Association	509(a)(1)	\$500	\$500	\$0
Alzheimer's Family Organization	509(a)(1)	\$500	\$500	\$0
American Cancer Society	509(a)(1)	\$500	\$500	\$0
American Lung Association	509(a)(1)	\$500	\$500	\$0
American Lung Association in Florida	509(a)(1)	\$500	\$500	\$0
Arthritis Foundation	509(a)(1)	\$500	\$500	\$0
Big Brothers Big Sisters	509(a)(1)	\$500	\$500	\$0
Bland County Ladies Auxiliary Inc		\$500	\$500	\$0
Boy Scouts of America - Chief Logan Reservation	509(a)(2)	\$500	\$500	\$0
Boy Scouts of America - St. Francis de Sales High School dba Troop 38	509(a)(2)	\$500	\$500	\$0
Boy Scouts of America - Troop 440	509(a)(2)	\$500	\$500	\$0
Boy Scouts of America - Troop 720	509(a)(2)	\$500	\$500	\$0
Build Jake's Place		\$500	\$500	\$0
Burn Prevention Network		\$500	\$500	\$0
Canine Companions for Independence	509(a)(2)	\$500	\$500	\$0
Care Club of Collier County	509(a)(2)	\$500	\$500	\$0
CivicTheatre of Allentown	509(a)(2)	\$500	\$500	\$0
Community Action Partnership of Sonoma County		\$500	\$500	\$0
Congregation Bet Shalom	170(B)(1)(a)(i)	\$500	\$500	\$0
Covenant House	509(a)(1)	\$500	\$500	\$0
Delray Beach Youth Council		\$500	\$500	\$0
Diane Ave. Church of Christ	170(B)(1)(a)(i)	\$500	\$500	\$0
DreamPower Horsemanship	509(a)(1)	\$500	\$500	\$0
Fort Wayne Animal Care & Control	509(a)(2)	\$500	\$500	\$0
Freedom Weekend Aloft		\$500	\$500	\$0
Friendship Baptist Church	170(B)(1)(a)(i)	\$500	\$500	\$0
Geauga Lyric Theatre Guild	509(a)(2)	\$500	\$500	\$0
Glen Ellyn Volunteer Fire Company	501(c)(3)/501(2)(4)	\$500	\$500	\$0
Grandma's Gifts Inc	509(a)(1)	\$500	\$500	\$0
Hosea's House Inc.		\$500	\$500	\$0
House of Bread Ministries, Inc.	170(B)(1)(a)(i)	\$500	\$500	\$0
John Robert Walker Oakland First Aid Squad Inc		\$500	\$500	\$0
Juvenile Diabetes Research Foundation	509(a)(1)	\$500	\$500	\$0
Lombardsville Community Church	170(B)(1)(a)(i)	\$500	\$500	\$0
Make-A-Wish Foundation of Clinton County, Iowa	509(a)(1)	\$500	\$500	\$0
Michigan Chinese Women Association	509(a)(2)	\$500	\$500	\$0

The following grants are for general support of these non-profit organizations .

<u>Name of Organization</u>	<u>Foundation Status</u>	<u>Awarded in Fiscal 2012</u>	<u>Paid in Fiscal 2012</u>	<u>Approved for future payment</u>
Muscular Dystrophy Association	509(a)(1)	\$500	\$500	\$0
New Hope Ministries International, inc	170(B)(1)(a)(i)	\$500	\$500	\$0
North Jersey Concert Band	509(a)(2)	\$500	\$500	\$0
Oak Park Church Of God Upwards Basketball	170(B)(1)(a)(i)	\$500	\$500	\$0
Peaceable Kingdom Inc	509(a)(1)	\$500	\$500	\$0
Philabundance	509(a)(1)	\$500	\$500	\$0
Planned Pethood Inc	509(a)(2)	\$500	\$500	\$0
Rancho Cielo Youth Campus		\$500	\$500	\$0
Safe Harbor Children's Center	509(a)(1)	\$500	\$500	\$0
Safe Haven Youth Center, Inc	509(a)(1)	\$500	\$500	\$0
SERVEHAITI INC	509(a)(2)	\$500	\$500	\$0
Spokane Humane Society	509(a)(2)	\$500	\$500	\$0
Sunshine Inc Residential and Support Services	509(a)(2)	\$500	\$500	\$0
TJS SpiritHorse Therapeutic Riding Center	509(a)(1)	\$500	\$500	\$0
Tri County Humane Society	509(a)(2)	\$500	\$500	\$0
Tri County Community Network	509(a)(1)	\$500	\$500	\$0
United Way V.I.T.A Program/TCE		\$500	\$500	\$0
Washington County Special Olympics	509(a)(1)	\$500	\$500	\$0
Westmoreland Hope In Action	509(a)(1)	\$500	\$500	\$0
		<u>\$57,500</u>	<u>\$57,500</u>	<u>\$0</u>

**Statement Attached and Made A Part of
HCR Manor Care Foundation, Inc.
Form 990-PF, Part XV, Line 3a and 3b
For the Tax Year Ended May 31, 2012
FEIN 52-2031975**

**HCR Manor Care Foundation, Inc.
Summary of Grants Paid and Approved**

	Grants Awarded in Fiscal 5/31/12	Grants Paid in Fiscal 5/31/12	Grants Approved for Future Payment
Grants to organizations awarded in fiscal 5/31/11	-	-	15,000
Grants to organizations awarded in fiscal 5/31/12	57,500	57,500	-
Total grants paid in fiscal 5/31/12	<u>57,500</u>	<u>57,500</u>	<u>15,000</u>

Statement Attached and Made A Part of
HCR Manor Care Foundation, Inc.
Form 990-PF, Part XV, Line 3a and 3b
For the Tax Year Ended May 31, 2012
FEIN 52-2031975

<u>Name of Organization</u>	<u>Foundation Status</u>	<u>Awarded in Fiscal 2011</u>	<u>Paid in Fiscal 2012</u>	<u>Approved for future payment</u>
Maryland Hospital Association Incorporated Elkndge, MD	501(c)(6)	\$15,000	\$0	\$15,000
		<u>\$15,000</u>	<u>\$0</u>	<u>\$15,000</u>

Statement Attached and Made A Part of
HCR ManorCare Foundation, Inc.
Form 990-PF, Part XV, Line 3a and 3b
For the Tax Year Ended May 31, 2012
FEIN 52-2031975

The following grants are for general support of these non-profit organizations

<u>Name of Organization</u>	<u>Foundation Status</u>	<u>Awarded in Fiscal 2012</u>	<u>Paid in Fiscal 2012</u>	<u>Approved for future payment</u>
The Food Allergy Initiative New York, NY	509(a)(1)	\$15,000	\$15,000	\$0
Toledo-Lucas County Carnet, Inc Toledo, OH	509(a)(1)	\$2,000	\$2,000	\$0
National MS Society Maumee, OH	509(a)(1)	\$2,500	\$2,500	\$0
Ovarian Cancer Connection Maumee, OH	509(a)(2)	\$1,000	\$1,000	\$0
Alzheimer's Association, Northwest Ohio Chapter Toledo, OH	509(a)(1)	\$2,500	\$2,500	\$0
Arthritis Foundation Toledo, OH	509(a)(1)	\$2,500	\$2,500	\$0
Make-A-Wish Foundation of NW Ohio Inc Toledo, OH	509(a)(1)	\$1,000	\$1,000	\$0
American Heart Association - Toledo HW Maumee, OH	509(a)(1)	\$2,500	\$2,500	\$0
Agility Angels	509(a)(2)	\$500	\$500	\$0
National Ski Patrol System Inc	509(a)(2)	\$500	\$500	\$0
Alzheimer's Association	509(a)(1)	\$500	\$500	\$0
Alzheimer's Family Organization	509(a)(1)	\$500	\$500	\$0
American Cancer Society	509(a)(1)	\$500	\$500	\$0
American Lung Association	509(a)(1)	\$500	\$500	\$0
American Lung Association In Florida	509(a)(1)	\$500	\$500	\$0
Arthritis Foundation	509(a)(1)	\$500	\$500	\$0
Big Brothers Big Sisters	509(a)(1)	\$500	\$500	\$0
Bland County Ladies Auxiliary Inc		\$500	\$500	\$0
Boy Scouts of America - Chief Logan Reservation	509(a)(2)	\$500	\$500	\$0
Boy Scouts of America - St. Francis de Sales High School dba Troop 38	509(a)(2)	\$500	\$500	\$0
Boy Scouts of America - Troop 440	509(a)(2)	\$500	\$500	\$0
Boy Scouts of America - Troop 720	509(a)(2)	\$500	\$500	\$0
Build Jake's Place		\$500	\$500	\$0
Burn Prevention Network		\$500	\$500	\$0
Canine Companions for Independence	509(a)(2)	\$500	\$500	\$0
Care Club of Collier County	509(a)(2)	\$500	\$500	\$0
CivicTheatre of Allentown	509(a)(2)	\$500	\$500	\$0
Community Action Partnership of Sonoma County		\$500	\$500	\$0
Congregation Bet Shalom	170(B)(1)(a)(i)	\$500	\$500	\$0
Covenant House	509(a)(1)	\$500	\$500	\$0
Delray Beach Youth Council		\$500	\$500	\$0
Diane Ave. Church of Christ	170(B)(1)(a)(i)	\$500	\$500	\$0
DreamPower Horsemanship	509(a)(1)	\$500	\$500	\$0
Fort Wayne Animal Care & Control	509(a)(2)	\$500	\$500	\$0
Freedom Weekend Aloft		\$500	\$500	\$0
Friendship Baptist Church	170(B)(1)(a)(i)	\$500	\$500	\$0
Geauga Lyric Theatre Guild	509(a)(2)	\$500	\$500	\$0
Glen Ellyn Volunteer Fire Company	501(c)(3)/501(2)(4)	\$500	\$500	\$0
Grandma's Gifts Inc	509(a)(1)	\$500	\$500	\$0
Hosea's House Inc.		\$500	\$500	\$0
House of Bread Ministries, Inc.	170(B)(1)(a)(i)	\$500	\$500	\$0
John Robert Walker Oakland First Aid Squad Inc		\$500	\$500	\$0
Juvenile Diabetes Research Foundation	509(a)(1)	\$500	\$500	\$0
Lombardsville Community Church	170(B)(1)(a)(i)	\$500	\$500	\$0
Make-A-Wish Foundation of Clinton County, Iowa	509(a)(1)	\$500	\$500	\$0
Michigan Chinese Women Association	509(a)(2)	\$500	\$500	\$0
Muscular Dystrophy Association	509(a)(1)	\$500	\$500	\$0

The following grants are for general support of these non-profit organizations

<u>Name of Organization</u>	<u>Foundation Status</u>	<u>Awarded in Fiscal 2012</u>	<u>Paid in Fiscal 2012</u>	<u>Approved for future payment</u>
New Hope Ministries International, inc	170(B)(1)(a)(i)	\$500	\$500	\$0
North Jersey Concert Band	509(a)(2)	\$500	\$500	\$0
Oak Park Church Of God Upwards Basketball	170(B)(1)(a)(i)	\$500	\$500	\$0
Peaceable Kingdom Inc	509(a)(1)	\$500	\$500	\$0
Philabundance	509(a)(1)	\$500	\$500	\$0
Planned Pethood Inc	509(a)(2)	\$500	\$500	\$0
Rancho Cielo Youth Campus		\$500	\$500	\$0
Safe Harbor Children's Center	509(a)(1)	\$500	\$500	\$0
Safe Haven Youth Center, Inc	509(a)(1)	\$500	\$500	\$0
SERVEHAITI INC	509(a)(2)	\$500	\$500	\$0
Spokane Humane Society	509(a)(2)	\$500	\$500	\$0
Sunshine Inc Residential and Support Services	509(a)(2)	\$500	\$500	\$0
TJS SpiritHorse Therapeutic Riding Center	509(a)(1)	\$500	\$500	\$0
Tri County Humane Society	509(a)(2)	\$500	\$500	\$0
Tri County Community Network	509(a)(1)	\$500	\$500	\$0
United Way V.I.T.A Program/TCE		\$500	\$500	\$0
Washington County Special Olympics	509(a)(1)	\$500	\$500	\$0
Westmoreland Hope In Action	509(a)(1)	\$500	\$500	\$0
		<u>\$57,500</u>	<u>\$57,500</u>	<u>\$0</u>

HCR ManorCare Foundation

Grant Guidelines

Eligibility

The HCR ManorCare Foundation makes grants exclusively to organizations that are tax-exempt under Section 501(c)(3) of the Internal Revenue Code. While not a requirement for approval, strong preference is given to organizations whose service areas are in proximity to HCR ManorCare facilities.

HCR ManorCare currently operates in 33 states: Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Maryland, Michigan, Minnesota, Missouri, Nevada, New Jersey, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, West Virginia and Wisconsin.

The HCR ManorCare Foundation does not support the following:

- Fundraising events
- Advertising
- Individuals
- For-profit organizations
- Building or capital campaigns
- Political purposes or campaigns
- Endowment funds
- Multiple year grants
- Overhead fees
- General purpose/operating grants

Application Process

Step One:

Grant Application

Grant applications are accepted on a rolling basis. The HCR ManorCare Foundation Board of Directors makes grant decisions in June and December of each year. If your organization and program support the HCR ManorCare Foundation's mission statement and meeting funding criteria, a grant application may be submitted. Applications are accepted only through the online application process. You may complete this process by simply accessing the Online Application link that immediately follows this page. Again, please note that we recommend that you submit your grant application by either April 1st or October 1st in order to be eligible for consideration at the Board of Directors meeting in June and December.

Step Two:

Foundation Reviews Grant Application

Upon submission, grant seekers will be notified that their grant application has been received. Applications undergo a preliminary review by Foundation staff. Additional information or a site visit may be requested as part of this review process. Those grant applications that meet the Foundation's criteria and funding priorities will be forwarded to the Board of Directors and slated for consideration at the next biannual meeting. Applicants whose projects do not meet these criteria will be notified, and their applications will be withdrawn from the approval process.

Step Three:

Foundation Notifies Grant Applicant of Grant Decisions

Determination of awards will take place upon or shortly subsequent to review by the Board of Directors. Grant seekers will be notified of the Foundation's decisions within one month of the Board of Directors meeting at which their application was considered. Grants will be awarded within two weeks of notification.

HCR Manor Care Foundation

GRANT APPLICATION WORKSHEET

COVER SHEET INFORMATION

Request Date: _____

Legal name of organization applying: _____

(Should be same as on IRS determination letter)

Organization Address: _____

City/State/Zip: _____

Organization Telephone Number: _____ Fax Number: _____

Organization Web Site: _____

501c3 Identification Number: _____

Organization Mission: _____

Organization Annual Budget: _____

Primary Contact Name: _____ Primary Contact Title: _____

Primary Contact Telephone: _____ Primary Contact Email: _____

Executive Director Name: _____ Executive Director Telephone: _____

Executive Director Email: _____

Project Name: _____

Project Geographic Area Served: _____

Project Request Amount: \$ _____

Any previous funding from HCR Manor Care Foundation? _____ If yes, what? _____

GRANT APPLICATION WORKSHEET

I. COVER SHEET

II. PROPOSAL INFORMATION:

Executive Summary (1/2 page)

- ✓ Nature and size of problem to be addressed (supported by data with sources)
- ✓ Project goals (Broad programmatic goals)
- ✓ Measurable project objectives
- ✓ Action plan with time line (specific activities to be implemented)
- ✓ Target population (who and how many individuals will be served)
- ✓ Expected outcomes of the project (what will have changed after the project is implemented)
- ✓ Evaluation plan (how will you measure the project's success?)
- ✓ Collaborations (what other organization's are partnering on the project?)
- ✓ Project leaders (names, positions and a brief description of qualifications)

III. BUDGET/FINANCIALS:

- ✓ Project budget (include both income and expenses for project)
- ✓ Sources, amounts and status of project support (include and indicate both solicited and committed funds)
- ✓ Specific budget expenses that will be fulfilled by an HCR Manor Care Foundation grant?
- ✓ Would you be willing to accept less than your full grant request?
- ✓ Budget priority items (in the event that we are unable to meet your full request, please indicate priority items in the grant budget)
- ✓ Long term funding plan (how will you fund the project after this year?)
- ✓ Financial statements or Form 990

IV. GENERAL ORGANIZATION INFORMATION:

- ✓ Organization history
- ✓ Brief description of organization's other current programs
- ✓ Board of Directors (list names and affiliations)

V. MISCELLANEOUS:

- ✓ Involvement of any HCR Manor Care employees or residents in your project/agency (List name, position and facility/office location)

This document is provided to grant applicants only for pre-submission planning. Official grant applications are only accepted on-line. You may obtain an on-line grant application by visiting our website at www.hcr-manorcare.org.

How the Program Works

The Community Care Fund will award grants to selected non-profit organizations up to \$500. Organizations are eligible for one grant per calendar year. Organizations may apply for a grant in subsequent years.

~~Applications are reviewed and grants are awarded by a committee of HCR~~
ManorCare employees in select communities. Communities considered for support change regularly.

Grant Guidelines

For communities currently being served by the Community Care Fund, the following grant guidelines should be considered.

Your organization may be eligible for a Community Care Fund grant if:

- Your organization and proposed project provides/will provide services, support and/or education to patients and residents of HCR ManorCare facilities. Examples include:
 - An organization that coordinates the visitation of therapy dogs to HCR ManorCare patients or residents.
 - An organization that provides educational material about a topic which is relevant to patients' health conditions.
 - An organization that provides artistic opportunities for HCR ManorCare patients or residents.
- Your organization has an established relationship with an HCR ManorCare location or presents a plan for collaboration with the local HCR ManorCare location as a part of the grant application.
- Your organization is recognized by the Internal Revenue Service as tax exempt under section 501(c)(3) and is a public charity under section 509(a) of the IRS Code. Organizations must have a valid employer identification number (EIN) or be an instrument of a state or local government under IRS Section 170(c)(1).

Your organization is not eligible for a Community Care Fund grant if it is a:

- Professional association.
- Political or lobbying organization.
- Social organization or other organization supported by individuals for the benefit of themselves such as bridge clubs, bowling teams, ski clubs, fraternities and athletic teams.
- Program directly involved with supporting the ministries or administrative work of religious organizations (religious organizations are eligible if the programs are for nonsectarian purposes and are available to and used by the general public).
- Trade organization.

Corporate Office Charitable Event Giving Program

Employee Information

Employee ID number

First Name

Last Name

Corporate Office Department

Employee's Work Telephone Number

Nonprofit Organization Information

Organization Legal Name

Also Known As Name

Address

City

State

Zip Code

Phone Number

Fax

Organization Email Address

Organization Website Address

Describe the nonprofit organization's mission and work.

Event Information

Name of Event

Date of Event

Have you ever received company support for this event before?

Team Captain Responsibilities

In order to request corporate office charitable giving support, the applicant must be willing to serve as the team captain, which includes managing the participation in the event. Team captains commit to the following:

- Submitting a request for company support
- Serving as the liaison between Community Relations Department and the nonprofit organization
- Recruiting event participants
- Collecting and processing participant entry fees, if necessary
- If he or she chooses to promote the event on the 6th floor, scheduling and committing him- or herself or volunteers to monitor the display table on the 6th floor from 11:30 am – 1:00 pm for one week prior to the event registration deadline.
- Gathering t-shirt sizes and reporting this information to Community Relations department by designated date
- Providing Community Relations department with event information and logo to include on promotional posters, HCR ManorCare Gives website and Community Relations distributed email
- Organizing and communicating with team participants about the logistics of the event
- Attending the event and handling event booth if necessary

Are you willing to fulfill the duties of team captain?

Do you currently have any team members recruited?

Further comments/explanation

Need assistance with this form?



Employee Volunteer — GRANT PROGRAM —

Statement Attached and Made Part of
HCR Manor Care Foundation, Inc.
Form 990-PF – Part XV, Lines 2b, 2c & 2d
For the tax year ended May 31, 2012
FEIN: 52-2031975

for more information please call

877.329.9500

or visit our website

hcr Gives.org



Employee Volunteer — GRANT PROGRAM —

HCR ManorCare

PO Box 10086

Toledo, OH 43699-0086

(Phone) 877 329 9500

(Fax) 419 754.2290

gives@hcr-manorcare.com

How to Apply

1. Submit Online Application
 - (a) Navigate to www.hcr Gives.org.
 - (b) Click on "Employee Volunteer".
 - (c) Choose "Employee Volunteer Grant Program".
 - (d) Choose "Click here to apply".
 - (e) Print copy of online completed form.
2. Obtain Volunteer Organization Verification
 - (a) Employee provides printed copy of online application to volunteer organization.
 - (b) Volunteer organization representative completes verification section.
 - (c) Volunteer organization returns verified application to the proper address listed on back of the brochure.

Applications are only eligible for consideration after both the online application has been submitted and the volunteer organization verification has been received.

If you are unable to submit an application online, please contact HCR ManorCare Gives at 877.329.9500 for guidance.

Annual application deadline is

building strong communities

[illegible]

In order to apply for a grant, an employee must be classified as a full or part-time HCR MenorCare employee (as defined in the Employee Handbook) in good standing, with at least one year of continuous company service. An employee must also be an active, non-compensated volunteer at the non-profit organization for which he or she is applying for a grant.

Each grant will be \$500 Employees may apply for one \$500 grant per year

Organizations recognized by the Internal Revenue Service as tax exempt under section 501(c)(3) and are public charities under section 509(a) of the IRS Code are eligible. Organizations must have a valid employer identification number (EIN) or be an instrument of a state or local government under IRS Section 170(c)(1).

Ineligible organizations and programs include

- a** Programs directly involved with supporting the sacramental ministries or administrative work of religious organizations (religious organizations are eligible if the programs are for secular purposes and are available to and used by the general public)

c Labor organizations

o Political and lobbying organizations

e. Social organizations or other organizations

supported by individuals for the benefit of themselves such as bridge clubs, bowling teams, ski clubs, fraternities and athletic teams.

f Trade organizations.

9. Private foundations

h. Organizations that represent a conflict

of interest for employees or the company, or may involve the company in controversial public issues

Public or private schools for non academic purposes.

An employee review committee will review and select grant recipients. The committee comprises diverse members from across the company's business and operating groups. Among considerations in making grant decisions will be the following:

a Number of grant applications received

b. Time committed as a volunteer

c Nature of volunteer activity

d. Number of grants employee has received in the past

Length of time employee has been a volunteer with the organization

A board of directors will evaluate the review committee recommendations and make final determinations on grant recipients. Grants will be announced in the spring each year.