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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 11-01-2011 and ending 10-31-2012

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
MASONIC HOMES OF CALIFORNIA

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
1111 CALIFORNIA STREET

City or town, state or country, and ZIP + 4
SAN FRANCISCO, CA 94108

D Employer identification number
94-1156564

E Telephone number
(415)776-7000

G Gross receipts $ 63,592,034

F Name and address of principal officer
DAVID RICHARD DOAN
1111 CALIFORNIA STREET
SAN FRANCISCO, CA 94108

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW MASONICHOME ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 1918 | **M** State of legal domicile CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
IN KEEPING WITH THE TENETS OF FREEMASONRY, THE MASONIC HOMES OF CALIFORNIA WILL PROMOTE THE QUALITY OF LIFE BY EMPOWERING OUR MEMBERS, THEIR FAMILIES AND OUR COMMUNITIES TO LIVE WELL AND ACHIEVE MEANINGFUL AND REWARDING LIVES THE MASONIC HOMES OF CALIFORNIA WILL PROFOUNDLY CHANGE THE WORLD FOR THE BETTER BY PROVIDING CUTTING-EDGE SOLUTIONS TO THE CHALLENGES FACED BY MASONS, THEIR FAMILIES AND OUR COMMUNITIES

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	14
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	13
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	381
6	Total number of volunteers (estimate if necessary)	**6**	13
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	6,505
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	-116,487

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	7,536,892	12,496,739
9	Program service revenue (Part VIII, line 2g)	12,642,424	11,613,365
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	55,017,400	9,437,915
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	137,095	1,097,552
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	75,333,811	34,645,571
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	3,554,999	3,685,511
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	22,844,135	24,016,794
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶688,532		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	20,701,123	21,141,759
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	47,100,257	48,844,064
19	Revenue less expenses Subtract line 18 from line 12	28,233,554	-14,198,493

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	823,335,790	872,066,268
21	Total liabilities (Part X, line 26)	43,737,073	48,020,235
22	Net assets or fund balances Subtract line 21 from line 20	779,598,717	824,046,033

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

****** | 2013-06-13
Signature of officer | Date

TOM BOYER CFO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ TRACY PAGLIA	Date	Check if self-employed ▶ ☐	Preparer's taxpayer identification number (see instructions) P00366884
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ MOSS ADAMS LLP, 3121 W MARCH LANE SUITE 100, STOCKTON, CA 95219			EIN ▶ 91-0189318 Phone no ▶ (209) 955-6100

May the IRS discuss this return with the preparer shown above? (see instructions) ☑ Yes ☐ 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

IN KEEPING WITH THE TENETS OF FREEMASONRY, THE MASONIC HOMES OF CALIFORNIA WILL PROMOTE THE QUALITY OF LIFE BY EMPOWERING OUR MEMBERS, THEIR FAMILIES AND OUR COMMUNITIES TO LIVE WELL AND ACHIEVE MEANINGFUL AND REWARDING LIVES THE MASONIC HOMES OF CALIFORNIA WILL PROFOUNDLY CHANGE THE WORLD FOR THE BETTER BY PROVIDING CUTTING-EDGE SOLUTIONS TO THE CHALLENGES FACED BY MASONS, THEIR FAMILIES AND OUR COMMUNITIES

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 35,687,113 including grants of $) (Revenue $ 11,398,985)

OPERATION OF HOMES FOR THE ELDERLY (ADULT RESIDENTIAL SERVICE) MASONIC HOMES FOLLOWS AN "AGING IN PLACE" APPROACH TO CARE AND SERVICES THIS MEANS WE TRY TO BRING NEEDED SERVICES TO RESIDENTS INSTEAD OF HAVING THEM GO TO THE SERVICES RESIDENTS ENJOY THE SECURITY OF KNOWING THAT MULTIPLE LEVELS OF CARE WILL BE AVAILABLE TO THEM ON THE SAME CAMPUS THE MASONIC HOMES OF CALIFORNIA OFFER THE FOLLOWING LEVELS OF SERVICE - INDEPENDENT LIVING - RESIDENTS WHO QUALIFY FOR INDEPENDENT LIVING ARE ABLE TO PROVIDE ALL OF THEIR OWN CARE, EVEN THOUGH SOME USE WALKERS OR CANES - ASSISTED LIVING - RESIDENTS ARE ABLE TO LIVE INDEPENDENTLY WHILE RECEIVING ASSISTANCE WITH ACTIVITIES OF DAILY LIVING, SUCH AS BATHING, TAKING MEDICATIONS AND DRESSING - SKILLED NURSING - THE MEDICAL FACILITY AT UNION CITY MAKES AROUND-THE-CLOCK NURSING AND CUSTODIAL CARE AVAILABLE TO RESIDENTS RESIDENTS OF COVINA RECEIVE THIS LEVEL OF CARE IN FACILITIES OF COMMUNITY PARTNERS OR ON THE UNION CITY CAMPUS, DEPENDING UPON THEIR CHOICES - ALZHEIMER'S/DEMENTIA - A NEW 16-BED SECURE UNIT NAMED TRADITIONS RECENTLY OPENED ON THE UNION CITY CAMPUS IT HAS BEEN RENOVATED AND REFURBISHED TO ALLOW STAFF TO PROVIDE OPTIMAL CARE AND A PROTECTIVE ENVIRONMENT FOR THE RESIDENTS - HOSPICE - BOTH HOMES IN UNION CITY AND COVINA OFFER A HOSPICE PROGRAM INTENDED FOR RESIDENTS WHO ARE SUFFERING FROM A TERMINAL ILLNESS OR ARE IN NEED OF PAIN MANAGEMENT HOSPICE ALLOWS RESIDENTS TO STAY IN THEIR OWN HOMES AS LONG AS POSSIBLE

4b (Code) (Expenses $ 5,083,530 including grants of $ 3,417,285) (Revenue $ 0)

MASONIC OUTREACH PROGRAM MASONIC HOMES OF CALIFORNIA KNOWS THAT MANY OF OUR CONSTITUENTS PREFER TO LIVE OUT THEIR LIVES IN THEIR OWN HOMES OR HOME COMMUNITIES YET MANY NEED HELP COPING WITH THE CHALLENGES AND ISSUES ASSOCIATED WITH AGING IN RESPONSE, THE MASONIC HOMES OF CALIFORNIA HAS EXPANDED THE MASONIC OUTREACH SERVICES (MOS) PROGRAM TO BETTER MEET THE NEEDS OF OUR ELDERLY CONSTITUENTS WHO WISH TO REMAIN IN THEIR OWN HOME OR COMMUNITY MASONIC HOMES GOAL IS TO PROVIDE OUR FRATERNAL FAMILY MEMBERS ACCESS TO THE SERVICES AND RESOURCES THEY NEED TO STAY HEALTHY AND SAFE IN THEIR OWN HOMES OR IN RETIREMENT FACILITIES IN THEIR HOME COMMUNITIES MASONIC OUTREACH SERVICES INCLUDE - ONGOING FINANCIAL AND CARE SUPPORT FOR THOSE WITH DEMONSTRATED NEED, INTERIM FINANCIAL AND CARE SUPPORT FOR THOSE ON THE WAITING LIST FOR THE MASONIC HOMES OF CALIFORNIA INFORMATION AND REFERRALS TO COMMUNITY-BASED SENIOR PROVIDERS ACROSS CALIFORNIA, SOME CLIENTS NEED HELP IDENTIFYING APPROPRIATE SERVICE PROVIDERS IN THEIR AREA, OTHERS NEED HELP DEVELOPING A COMPREHENSIVE CARE PLAN THAT ADDRESSES THEIR PHYSICAL, EMOTIONAL AND FINANCIAL NEEDS MOS TAILORS ITS SERVICES TO THE NEEDS OF THE CLIENT FOR THOSE CLIENTS WHO NEED FINANCIAL ASSISTANCE, A CARE PLAN AND BUDGET IS DEVELOPED THAT SUPPORTS THEIR PHYSICAL, EMOTIONAL AND SOCIAL WELLBEING THE AMOUNT OF SUPPORT CLIENTS RECEIVE IS DETERMINED BY THEIR NEEDS AS NEEDS CHANGE, SO DOES THE AMOUNT OF SUPPORT MOS ALSO PROVIDES FINANCIAL AND CARE MANAGEMENT SUPPORT TO THOSE WITH IMMEDIATE AND PRESSING NEEDS WHO ARE ON THE WAITING LIST FOR THE MASONIC HOMES OF CALIFORNIA WE KNOW WAITING CAN BE DIFFICULT WHEN YOUR NEEDS ARE URGENT

4c (Code) (Expenses $ 2,602,091 including grants of $ 0) (Revenue $ 214,380)

MASONIC CENTER FOR YOUTH AND FAMILY IS A PLACE WHERE YOUNG PEOPLE WHO STRUGGLE WITH BEHAVIORAL, LEARNING, AND PSYCHOLOGICAL PROBLEMS CAN UNLOCK THEIR FULL POTENTIAL WE HELP YOUNG PEOPLE FIND THEIR VOICES AND THEN THEMSELVES THE MISSION OF THIS PROGRAM IS TO OFFER MENTAL HEALTH SERVICES BY OUR PATIENT'S NEEDS RATHER THAN BY ARTIFICIALLY-IMPOSED LIMITATIONS, TO RESEARCH CLINICAL EFFECTIVENESS OF A THOUGHTFUL, INTEGRATED TREATMENT APPROACH TO ACTUAL AND DIVERSE PATIENT POPULATIONS, AND TO ADD OUR VOICE AND EXPERIENCE TO THE PUBLIC DEBATE ABOUT EFFECTIVE ASSESSMENT AND TREATMENT OF CHILDREN WITH BEHAVIORAL AND MENTAL HEALTH ISSUES

(Code) (Expenses $ 268,226 including grants of $ 268,226) (Revenue $)

COMMUNITY SPONSORSHIP AND SCHOLARSHIPS FOR CHILDREN'S PROGRAMS

4d Other program services (Describe in Schedule O)

(Expenses $ 268,226 including grants of $ 268,226) (Revenue $)

4e **Total program service expenses** ▶ $ 43,640,960

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)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		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? *If "Yes," complete Schedule C, Part II*	4		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? *If "Yes," complete Schedule C, Part III*	5		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? *If "Yes," complete Schedule D, Part I*	6		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? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8	Yes	
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	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, line10? *If "Yes," complete Schedule D, Part VI.*	11a	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? *If "Yes," complete Schedule D, Part VII.*	11b	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	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)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		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? *If "Yes," complete Schedule F, Part I*	14b	Yes	
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 ? *If "Yes," complete Schedule F, Part II and IV*	15		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 ? *If "Yes," complete Schedule F, Part III and IV*	16		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? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		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	20b		

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? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**	Yes	
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? *If "Yes," complete Schedule J*	**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? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**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? *If "Yes," complete Schedule L, Part 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? *If "Yes," complete Schedule L, Part 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? *If "Yes," complete Schedule L, Part II*	**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? *If "Yes," complete Schedule L, Part III*	**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? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**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? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		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? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	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)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**	Yes	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		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 . . . . . .

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	**1a**	246		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			**1c** Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	381		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			**2b** Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			**3a** Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			**3b** Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?			**4a**	No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .			**5a**	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			**5b**	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			**5c**	
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			**6a**	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			**6b**	
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			**7a**	No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			**7b**	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			**7c**	No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			**7e**	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .			**7f**	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			**7h**	
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			**8**	
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?			**9a**	
b	Did the organization make a distribution to a donor, donor advisor, or related person?			**9b**	
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	**11a**			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			**12a**	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state			**13a**	
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**			
c	Enter the aggregate amount of reserves on hand	**13c**			
14a	Did the organization receive any payments for indoor tanning services during the tax year?			**14a**	No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			**14b**	

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

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	14		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	13		
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?		2		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? .		3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .		5		No
6	Did the organization have members or stockholders?		6		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?		7a		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	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		9		No

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	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*	12a	Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	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?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ CA

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 ▶

YOLANDA WASNIEWSKI
1111 CALIFORNIA STREET
SAN FRANCISCO, CA 94108
(510) 429-6491

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) DAVID R DOAN PRESIDENT	1 00	X		X				0	0	0
(2) TIMOTHY A WOOD VICE PRESIDENT	1 00	X		X				0	0	0
(3) MARVIN W HOLSINGER TREASURER (THROUGH 9/23/12)	1 00	X		X				0	0	0
(4) ALLAN L CASALOU SECRETARY	12 50	X		X				0	211,043	17,982
(5) FRED L AVERY TRUSTEE	1 00	X						0	0	0
(6) GARY G CHARLAND TRUSTEE	1 00	X						0	0	0
(7) MICHAEL J CORNELL TRUSTEE	1 00	X						0	0	0
(8) JOHN W HERRING TRUSTEE	1 00	X						0	0	0
(9) MARTIN D PERRY TRUSTEE	1 00	X						0	0	0
(10) JOHN R HEISNER TRUSTEE	1 00	X						0	0	0
(11) RICHARD W HOPPER TRUSTEE	1 00	X						0	0	0
(12) RUSSELL E CHARVONIA TRUSTEE	1 00	X						0	0	0
(13) GLENN D WOODY TRUSTEE	1 00	X						0	0	0
(14) STUART A WRIGHT TRUSTEE	1 00	X						0	0	0
(15) RAYMOND A SCHMALZ TREASURER	1 00	X		X				0	0	0
(16) TOM BOYER CHIEF FINANCIAL OFFICER	23 00			X				0	216,227	38,356
(17) MELVIN MATSUMOTO EXECUTIVE VICE PRESIDENT	40 00			X				264,841	0	21,983

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) STEFFANI L KIZZIAR VP OF OUTREACH AND FAMILY	40 00				X			205,853	0	13,401
(19) DIXIE LEE REEVE ED - MASONIC HOMES UC	40 00				X			167,731	0	23,452
(20) YVONNE WONG DIRECTOR, PHARMACY	40 00					X		136,895	0	24,004
(21) JOHN G MARSHALL DIRECTOR, DINING SERVICES	40 00					X		119,235	0	31,015
(22) BARBARA PATTERSON DIRECTOR, HEALTH SERVICES	40 00					X		132,252	0	20,941
(23) TERRENCE OWENS DIRECTOR, CLINICAL	40 00					X		177,315	0	33,289
(24) STEPHEN P ERDBERG DIRECTOR, RESEARCH & ASSESSMENT	40 00					X		186,409	0	11,944

1b	**Sub-Total** . . . . . ▶			
c	**Total from continuation sheets to Part VII, Section A** . . . . ▶			
d	**Total (add lines 1b and 1c)** . . . . . ▶	1,390,531	427,270	236,367

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 ▶ 16

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		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? *If "Yes," complete Schedule J for such individual*	**4**	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? *If "Yes," complete Schedule J for such person*	**5**		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
EMPLOYEE BENEFIT SPECIALISTS P O BOX 11657 PLEASANT, CA 94588	MEDICAL BENEFIT	4,671,628
MARSH RISK & INSURANCE SERVICES DEPT44509 PO BOX 44509 SAN FRANCISCO, CA 94144	INSURANCE	1,574,436
SHINE PAINTING CO 31671 HAYMAN COURT HAYWARD, CA 94544	INTERIOR PAINTING	136,955
AMS (AMERICAN MECHANICAL SVC) 1275 BLVD WAY WALNUT CREEK, CA 94595	DAMPER REPLACEMENT	132,043
ANDRE LANDSCAPE SERVICES PO BOX 1333 AZUSA, CA 91702	REPAIR	124,452

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 5

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . 1a				
	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 12,496,739				
	g	Noncash contributions included in lines 1a-1f $				
	h	**Total.** Add lines 1a-1f . . . . . ▶	12,496,739			
Program Service Revenue		Business Code				
	2a	RESIDENT REVENUE	623990	10,893,463	10,893,463	
	b	MEDICARE PAYMENTS	623990	719,902	719,902	
	c					
	d					
	e					
	f	All other program service revenue				
	g	**Total.** Add lines 2a–2f . . . . . ▶	11,613,365			
	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶	16,431,505		6,505	16,425,000
	4	Income from investment of tax-exempt bond proceeds . . ▶				
	5	Royalties . . . . . ▶	305,131			305,131
		(i) Real / (ii) Personal				
	6a	Gross rents: 24,570				
	b	Less rental expenses: 0				
	c	Rental income or (loss): 24,570				
	d	Net rental income or (loss) . . . . . ▶	24,570			24,570
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory: 21,946,573 / 6,300				
	b	Less cost or other basis and sales expenses: 28,939,643 / 6,820				
	c	Gain or (loss): -6,993,070 / -520				
	d	Net gain or (loss) . . . . . ▶	-6,993,590			-6,993,590
Other Revenue	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				
	b	Less cost of goods sold . . b				
	c	Net income or (loss) from sales of inventory . . ▶				
		Miscellaneous Revenue / Business Code				
	11a	SPLIT INT AGREEMENT 525990	663,748			663,748
	b	RESIDENT REIMBURSEMENT 623990	104,103			104,103
	c					
	d	All other revenue				
	e	**Total.** Add lines 11a–11d . . . . . ▶	767,851			
	12	**Total revenue.** See Instructions . . . ▶	34,645,571	11,613,365	6,505	10,528,962

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	61,682	61,682		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	3,623,829	3,623,829		
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	951,036	547,179	403,857	
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	16,247,159	14,344,435	1,561,631	341,093
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,796,246	1,659,684	115,246	21,316
9	Other employee benefits	3,865,169	3,612,682	213,641	38,846
10	Payroll taxes	1,157,184	1,010,234	124,615	22,335
11	Fees for services (non-employees)				
a	Management				
b	Legal	163,546	31,943	129,760	1,843
c	Accounting	98,394		98,394	
d	Lobbying				
e	Professional fundraising *See Part IV, line 17* . .				
f	Investment management fees	3,629,098	2,771,077	858,021	
g	Other	1,147,001	555,426	463,609	127,966
12	Advertising and promotion	142,391	72,619	69,772	
13	Office expenses	929,289	697,222	115,382	116,685
14	Information technology	141,350	96,298	45,052	
15	Royalties . .				
16	Occupancy	2,350,590	2,304,090	46,500	
17	Travel	307,288	190,172	100,236	16,880
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	5,502,602	5,475,179	27,423	
23	Insurance	1,137,342	1,073,826	63,516	
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	RESIDENT CARE SERVICES	5,329,257	5,329,257		
b	DUES & LICENSES	114,690	107,335	7,355	
c					
d					
e					
f	All other expenses	148,921	76,791	70,562	1,568
25	**Total functional expenses.** Add lines 1 through 24f	48,844,064	43,640,960	4,514,572	688,532
26	**Joint costs.** Check here ▶ ☐ 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) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		217,342	1	396,653
	2	Savings and temporary cash investments		9,646,965	2	6,597,491
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		414,861	4	526,988
	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		10,000,000	7	10,000,000
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		760,940	9	771,616
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 177,565,406			
	b	Less accumulated depreciation	10b 95,839,548	85,421,710	10c	81,725,858
	11	Investments—publicly traded securities		579,712,766	11	632,355,726
	12	Investments—other securities See Part IV, line 11		111,871,729	12	112,020,501
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		25,289,477	15	27,671,435
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		823,335,790	16	872,066,268
Liabilities	17	Accounts payable and accrued expenses		6,182,981	17	6,644,730
	18	Grants payable			18	
	19	Deferred revenue		17,589,767	19	17,347,305
	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		19,964,325	25	24,028,200
	26	**Total liabilities.** Add lines 17 through 25		43,737,073	26	48,020,235
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		623,344,036	27	665,717,570
	28	Temporarily restricted net assets		9,681,166	28	11,321,727
	29	Permanently restricted net assets		146,573,515	29	147,006,736
		Organizations that do not follow SFAS 117, check here ▶ ☐ 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		779,598,717	33	824,046,033
	34	Total liabilities and net assets/fund balances		823,335,790	34	872,066,268

Part XI Reconcilliation 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	34,645,571
2	Total expenses (must equal Part IX, column (A), line 25)	2	48,844,064
3	Revenue less expenses Subtract line 2 from line 1	3	-14,198,493
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	779,598,717
5	Other changes in net assets or fund balances (explain in Schedule O)	5	58,645,809
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	824,046,033

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 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	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	2c	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 ☐ Separate basis ☑ Consolidated basis ☐ 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?	3a		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 . .	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MASONIC HOMES OF CALIFORNIA

Employer identification number
94-1156564

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?

	Yes	No
(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? **11g(i)**		
(ii) a family member of a person described in (i) above? **11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
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 ")	6,928,694	2,003,930	5,765,898	9,143,450	14,016,978	37,858,950
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	6,928,694	2,003,930	5,765,898	9,143,450	14,016,978	37,858,950
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)						1,286,285
6 **Public Support.** Subtract line 5 from line 4						36,572,665

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	6,928,694	2,003,930	5,765,898	9,143,450	14,016,978	37,858,950
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	24,009,610	5,182,804	17,645,294	16,653,912	16,754,701	80,246,321
9 Net income from unrelated business activities, whether or not the business is regularly carried on			1,569	1,393,437		1,395,006
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	114,091	682,072	974,703	104,736	767,851	2,643,453
11 **Total support** (Add lines 7 through 10)						122,143,730

12 Gross receipts from related activities, etc (See instructions)	12	42,154,494

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	29 940 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	24 460 %

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						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public Support** (Subtract line 7c from line 6)						

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						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)						

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a **33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

20 **Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ▶☐

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

UNDER IRC REG SECTION 1 170A-9(F)(3), IF AN ORGANIZATION FAILS TO MEET THE 33 1/3 PERCENT-OF-SUPPORT TEST UNDER SUBPARAGRAPH (2), IT CAN STILL QUALIFY AS A PUBLICLY SUPPORTED ORGANIZATION UNDER IRC SECTION 170(B)(1)(A)(VI) IF IT MEETS THE "FACTS AND CIRCUMSTANCES" TEST UNDER SUBPARAGRAPH (3) REQUIREMENT 1 SUBSTANTIAL PUBLIC SUPPORT THE ORGANIZATION DERIVES LESS THAN 33 1/3% FROM DIRECT CONTRIBUTION FROM THE GENERAL PUBLIC, BUT MORE THAN 10% REQUIREMENT 2 ATTRACTION OF PUBLIC SUPPORT THE CALIFORNIA MASONIC HOMES HAS AN ANNUAL FUND CAMPAIGN WHERE IT SOLICITS 60,000 PLUS POTENTIAL DONORS EACH YEAR PARTICIPATION IS IN THE 10-13% RANGE TOTAL GIVING EACH YEAR RANGES BETWEEN $600,000 AND $800,000, DEPENDING ON THE NATURE OF THE PROGRAM THE ORGANIZATION ALSO SOLICITS AND RECEIVES PLANNED GIFTS, SUCH AS CHARITABLE TRUSTS, AND CHARITABLE GIFT ANNUITIES THIS IS A FULL TIME AND CONTINUOUS PART OF OUR FUNDRAISING STRATEGY THE ORGANIZATION DOES NOT TYPICALLY SEEK FUNDS FROM GOVERNMENT UNITS OR OTHER PUBLIC CHARITIES ADDITIONAL FACTS PERCENTAGE OF SUPPORT DERIVED BY THE ORGANIZATION FROM THE PUBLIC OR FROM GOVERNMENTAL UNITS 29 94%THE ORGANIZATION'S SUPPORT IS SOURCED FROM THE GENERAL PUBLIC, A FEW LARGE DONORS AND INVESTMENT INCOME CALIFORNIA MASONIC HOMES SOLICITS DONATION THROUGH DIRECT MAIL, MASONIC HOMES' WEBSITE AND FACE-TO-FACE COMMUNICATION WITH PROSPECTIVE DONORS OVER THE PAST SEVERAL YEARS, CALIFORNIA MASONIC HOMES HAS SOLICITED AND RAISED FUNDS FROM MORE THAN 8,000 DIFFERENT DONORS THE AVERAGE GIFT IS APPROXIMATELY $150 THIS BROAD LEVEL OF GIVING CONTRASTS THE MAJOR GIFT PORTION OF THE PROGRAM, WHERE A SMALL GROUP OF DONORS HAS MADE GIFTS OR PLEDGES IN THE $25,000 TO $100,000 RANGE THE ORGANIZATION HAS A GOVERNING BODY THAT IS DIVERSE AND IS MADE UP OF INDIVIDUALS ELECTED PURSUANT TO THE ORGANIZATION'S GOVERNING BYLAWS BY A BROAD MEMBERSHIP BASE PLEASE SEE FORM 990, PART VII FOR A FULL LIST OF BOARD MEMBERS IN CARRYING OUT ITS EXEMPT PURPOSES, THE ORGANIZATION PROVIDES THE FOLLOWING SERVICES AND/OR FUNCTIONS CALIFORNIA MASTER MASONS FOUNDED THE MASONIC HOMES OF CALIFORNIA OVER 100 YEARS AGO TO PROVIDE ORGANIZED RELIEF TO THOSE IN NEED INSPIRED BY BROTHERLY LOVE, THEY BUILT MAGNIFICENT AND SOUND BUILDINGS TO LAST CENTURIES AND TO SHELTER OUR FRATERNAL FAMILY TODAY, IN RESIDENTIAL AND COMMUNITY-BASED PROGRAMS, THE MASONIC HOMES CARES FOR SENIORS AND CHILDREN IN THE NAME OF EVERY MASON IN CALIFORNIA -- PAST, PRESENT AND FUTURE WE CONTINUALLY STRIVE FOR EXCELLENCE IN ALL THAT WE DO TO ENSURE THAT OUR SERVICES ARE DELIVERED IN A MANNER BEFITTING OUR FOUNDING IDEALS THE MASONIC HOMES OF CALIFORNIA OFFER A RANGE OF SERVICES THAT INCLUDE 1 ADULT RESIDENT SERVICETHE FOLLOWING ARE THE RANGE OF SERVICES THAT WE OFFER TO OUR RESIDENTS IN UNION CITY AND COVINA CAMPUSES HEALTH SERVICES THAT INCLUDE ON-SITE MEDICAL AND DENTAL CLINICS, REHABILITATION SERVICES AND HYDROTHERAPY POOL SERVICES OUR WELLNESS PROGRAMS OFTEN INCLUDE YOGA, MASSAGE, TAI CHI, LECTURES AND NUTRITIONAL COUNSELING THE UNION CITY CAMPUS HAS AN ONSITE PHARMACY, AND THE COVINA CAMPUS HAS AN ESTABLISHED RELATIONSHIP WITH A COMMUNITY PHARMACY THREE PROFESSIONALLY PREPARED MEALS A DAY ARE SERVED IN SPACIOUS AND ATTRACTIVE DINING ROOMS RESIDENTS ENJOY SHARING MEALS TOGETHER, AND TABLES SET WITH CHINA AND LINEN IS THE NORM DAILY SALAD BARS AND AN ELEGANT SUNDAY BUFFET BRUNCH AT BOTH HOMES ARE AMONG THE WEEK'S DINING HIGHLIGHTS RESIDENTS' SPECIAL DIETARY NEEDS ARE ACCOMMODATED OUR HOMES FOLLOW AN "AGING IN PLACE" APPROACH TO CARE AND SERVICES THIS MEANS WE TRY TO BRING NEEDED SERVICES TO RESIDENTS INSTEAD OF HAVING THEM GO TO THE SERVICES RESIDENTS ENJOY THE SECURITY OF KNOWING THAT MULTIPLE LEVELS OF CARE WILL BE AVAILABLE TO THEM ON THE SAME CAMPUS THE MASONIC HOMES OF CALIFORNIA OFFER THE FOLLOWING LEVELS OF SERVICE A) INDEPENDENT LIVING -- RESIDENTS WHO QUALIFY FOR INDEPENDENT LIVING ARE ABLE TO PROVIDE ALL OF THEIR OWN CARE, EVEN THOUGH SOME USE WALKERS OR CANES B) ASSISTED LIVING -- RESIDENTS ARE ABLE TO LIVE INDEPENDENTLY WHILE RECEIVING ASSISTANCE WITH ACTIVITIES OF DAILY LIVING, SUCH AS BATHING, TAKING MEDICATIONS AND DRESSING C) SKILLED NURSING -- THE MEDICAL FACILITY AT UNION CITY MAKES AROUND-THE-CLOCK NURSING AND CUSTODIAL CARE AVAILABLE TO RESIDENTS RESIDENTS OF COVINA RECEIVE THIS LEVEL OF CARE IN FACILITIES OF COMMUNITY PARTNERS OR ON THE UNION CITY CAMPUS, DEPENDING UPON THEIR CHOICES D) ALZHEIMER'S/DEMENTIA -- A NEW 16-BED SECURE UNIT NAMED TRADITIONS RECENTLY OPENED ON THE UNION CITY CAMPUS IT HAS BEEN RENOVATED AND REFURBISHED TO ALLOW STAFF TO PROVIDE OPTIMAL CARE -- AND A PROTECTIVE ENVIRONMENT -- FOR THE RESIDENTS E) HOSPICE -- BOTH HOMES OFFER A HOSPICE PROGRAM INTENDED FOR RESIDENTS WHO ARE SUFFERING FROM A TERMINAL ILLNESS OR ARE IN NEED OF PAIN MANAGEMENT HOSPICE ALLOWS RESIDENTS TO STAY IN THEIR OWN HOMES AS LONG AS POSSIBLE 2 MASONIC SENIOR OUTREACH SERVICESWE KNOW THAT MANY OF OUR CONSTITUENTS PREFER TO LIVE OUT THEIR LIVES IN THEIR OWN HOMES OR HOME COMMUNITIES YET MANY NEED HELP COPING WITH THE CHALLENGES AND ISSUES ASSOCIATED WITH AGING IN RESPONSE, THE MASONIC HOMES OF CALIFORNIA HAS EXPANDED THE MASONIC OUTREACH SERVICES (MOS) PROGRAM TO BETTER MEET THE NEEDS OF OUR ELDERLY CONSTITUENTS WHO WISH TO REMAIN IN THEIR OWN HOME OR COMMUNITY MASONIC HOMES' GOAL IS TO PROVIDE OUR FRATERNAL FAMILY MEMBERS ACCESS TO THE SERVICES AND RESOURCES THEY NEED TO STAY HEALTHY AND SAFE IN THEIR OWN HOMES OR IN RETIREMENT FACILITIES IN THEIR HOME COMMUNITIES MASONIC OUTREACH SERVICES INCLUDE A) ONGOING FINANCIAL AND CARE SUPPORT FOR THOSE WITH DEMONSTRATED NEED B) INTERIM FINANCIAL AND CARE SUPPORT FOR THOSE ON THE WAITING LIST FOR THE MASONIC HOMES OF CALIFORNIA C) INFORMATION AND REFERRALS TO COMMUNITY-BASED SENIOR PROVIDERS ACROSS CALIFORNIA3 MASONIC FAMILY OUTREACH SERVICESIN RESPONSE TO THE CHANGING NEEDS OF MASONIC FAMILIES, THE HOMES TRANSITIONED OUT OF RESIDENTIAL CARE FOR CHILDREN IN 2009 AND EXPANDED THE MASONIC FAMILY OUTREACH WE IDENTIFY RESOURCES FOR FAMILIES STRUGGLING WITH COMPLEX ISSUES, SUCH AS THE IMPACT OF DIVORCE, THE STRESSES OF A SPECIAL NEEDS CHILD, AND OTHER SIGNIFICANT LIFE CHALLENGES OUR CASE MANAGEMENT SERVICES ARE BROAD, FLEXIBLE AND ABLE TO SERVE FAMILIES IN THEIR OWN COMMUNITIES MASONIC FAMILY OUTREACH ALSO PROVIDES SERVICES AND PROGRAMS SPECIFICALLY TO SUPPORT FAMILIES NEGATIVELY IMPACTED BY ECONOMIC EVENTS, SUCH AS JOB LOSS, FORECLOSURE, AND OTHER DIFFICULTIES WE IDENTIFY RESOURCES FOR FAMILIES STRUGGLING WITH COMPLEX ISSUES, SUCH AS THE IMPACT OF DIVORCE, THE STRESSES OF A SPECIAL NEEDS CHILD, AND OTHER SIGNIFICANT LIFE CHALLENGES PART OF THE MASONIC FAMILY OUTREACH IS THE MASONIC CENTER FOR YOUTH AND FAMILIES THE CENTER SERVES YOUTH AGE 4 TO 17 STRUGGLING WITH LEARNING, BEHAVIORAL AND PSYCHOLOGICAL PROBLEMS OUR MULTI-DISCIPLINARY TEAM OF EXPERTS ASSESSES THE COMPLETE CHILD - FROM COGNITIVE, PERSONALITY, AND NEUROPSYCHOLOGICAL TESTS TO CONVERSATIONS WITH TEACHERS, COACHES, AND MINISTERS FOR THIS, WE DEVELOP A COMPREHENSIVE TREATMENT PLAN THAT ADDRESSES THE CHILD'S AND FAMILY'S NEEDS THIS INTEGRATED, SINGLE-POINT-OF-SERVICE APPROACH IS NOT AVAILABLE ANYWHERE ELSE IN THE COUNTRY OUR SERVICES ARE BASED ON A CHILD-FIRST PHILOSOPHY, AND AIM TO HELP YOUTH LEARN ABOUT THEMSELVES AND REALIZE THEIR POTENTIAL LOCATED IN SAN FRANCISCO, THE CENTER IS DESIGNATED TO SERVE MASONIC AND NON-MASONIC FAMILIES THROUGHOUT THE STATE MASONIC FAMILIES WILL ALWAYS BE GRANTED PRIORITY AND TRAVEL REIMBURSEMENT MAY BE AVAILABLE AFTER INITIAL ON-SITE ASSESSMENT, WE IDENTIFY TREATMENT RESOURCES IN THE FAMILY'S HOME COMMUNITY AND MAINTAIN ONGOING CONTACT WITH THE FAMILY

Explanation

SCHEDULE A, PART II, LINE 10, EXPLANATION OF OTHER INCOME SPLIT INTEREST AGREEMENT, RESIDENT REIMBURSEMENTS, & MISCELLANEOUS REVENUES RESIDENT REIMBURSEMENT

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ 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.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MASONIC HOMES OF CALIFORNIA

Employer identification number
94-1156564

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

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 ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or pleasure) ☐ Preservation of an historically importantly land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

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

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

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? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

1a If the organization elected, as permitted under SFAS 116, 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 ▶ $ 0

(ii) Assets included in Form 990, Part X ▶ $ 0

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 ▶ $ 0

b Assets included in Form 990, Part X ▶ $ 319,537

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 FOR THE ENJOYMENT OF RESIDENTS

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

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

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

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

		(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance	326,818,396	334,140,844	293,787,130	263,765,514	
b	Contributions	5,968,396	4,202,049	2,612,187	436,625	
c	Investment earnings or losses	32,855,182	4,478,148	40,319,439	30,035,244	
d	Grants or scholarships	3,685,511	3,554,999	2,056,920		
e	Other expenditures for facilities and programs	13,871,032	10,995,459	520,992	128,319	
f	Administrative expenses	1,574,966	1,452,187		321,934	
g	End of year balance	346,510,465	326,818,396	334,140,844	293,787,130	

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

- a Board designated or quasi-endowment ▶ 54 310 %
- b Permanent endowment ▶ 42 430 %
- c Term endowment ▶ 3 270 %

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)	Yes	
(ii) related organizations	3a(ii)		No

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

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	111,388	7,188,407		7,299,795
b Buildings		142,964,672	75,184,470	67,780,202
c Leasehold improvements		189,904	35,974	153,930
d Equipment		13,809,547	10,326,974	3,482,573
e Other		13,301,488	10,292,130	3,009,358
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				81,725,858

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) HEDGE FUND OF FUNDS	39,128,438	F
(B) MANAGED FUTURES	36,268,904	F
(C) UBS REIT	36,623,159	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	112,020,501	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
MINIMUM PENSION LIABILITY	10,898,123
LIABILITY TO BENEFICIARIES OF SPLIT-INTEREST AGREEMENTS	2,977,165
DUE TO OTHER FUNDS	9,558,122
INTERCOMPANY PAYABLES	594,790
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	24,028,200

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

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
	PART III, LINE 4	VARIOUS DONATED ITEMS FROM MEMBERS OF THE MASONIC FRATERNITY IN CALIFORNIA AND ELSEWHERE THE COLLECTIONS INCLUDE WORKS OF ARTS, MASONIC REGALIA AND NUMERIOUS HISTORICAL PIECES LOCATED IN MASONIC HOMES UNION CITY AND COVINA CAMPUSES
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	OPERATIONS OF MASONIC HOMES FOR THE ELDERLY AND CHILDREN
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	ON JULY 1, 2008, THE ORGANIZATION ADOPTED ASC 740, "INCOME TAXES " THIS STATEMENT IS EFFECTIVE FOR FISCAL YEARS BEGINNING AFTER DECEMBER 15, 2006 THE INTERPRETATION ESTABLISHES A SINGLE MODEL TO ADDRESS ACCOUNTING FOR UNCERTAINTY IN INCOME TAX POSITIONS IT PRESCRIBES A MINIMUM RECOGNITION THRESHOLD THAT AN INCOME TAX POSITION IS REQUIRED TO MEET BEFORE BEING RECOGNIZED IN THE CONSOLIDATED FINANCIAL STATEMENTS TO RECOGNIZE THE POSITION, THE FILING POSITION WOULD BE SUSTAINED UPON EXAMINATION THE INTERPRETATION ALSO PROVIDES GUIDANCE ON DERECOGNITION, MEASUREMENT, CLASSIFICATION, INTEREST AND PENALTIES, ACCOUNTING IN INTERIM PERIODS, DISCLOSURE, AND TRANSITION OF UNCERTAIN TAX POSITIONS THERE WAS NO IMPACT AS A RESULT OF ADOPTING THE PROVISIONS OF THE INTERPRETATION

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SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MASONIC HOMES OF CALIFORNIA

Employer identification number
94-1156564

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

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

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States

3 Activites per Region (Use Part V if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region or independent contractors	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region/investments in region
CENTRAL AMERICA AND THE CARIBBEAN	0	0	INVESTMENTS		39,128,432
3a Sub-total	0	0			39,128,432
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			39,128,432

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 . . . . . ▶ ☐
Use Part V if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

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

3 Enter total number of other organizations or entities . . . . . ▶

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Part V if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

1	Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926 (see instructions for Form 926)*	☐ Yes	☑ No
2	Did the organization have an interest in a foreign trust during the tax year? *If " Yes," the organization may be required to file Form 3520 and/or Form 3520-A. (see instructions for Forms 3520 and 3520-A)*	☐ Yes	☑ No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see instructions for Form 5471)*	☐ Yes	☑ No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see instructions for Form 8621)*	☐ Yes	☑ No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see instructions for Form 8865)*	☐ Yes	☑ No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see instructions for Form 5713).*	☐ Yes	☑ No

Additional Data

Software ID:
Software Version:
EIN: 94-1156564
Name: MASONIC HOMES OF CALIFORNIA

Part V **Supplemental Information**

Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MASONIC HOMES OF CALIFORNIA

Employer identification number
94-1156564

Part I General Information on Grants and Assistance

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

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . . ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) NEW HAVENS SCHOOL FOUNDATION33377 WESTERN AVENUE UNION CITY,CA 94587	94-2855611	501(C)(3)	13,500				COMMUNITY DONATIONS - NHSF SCHOLARSHIP PROGRAM
(2) AGING SERVICES OF CALIFORNIA1315 I-STREET SUITE 100 SACRAMENTO,CA 95814	95-2383463	501(C)(3)	13,000				SPONSORSHIP FOR THE EMERGE LEADERSHIP DEVELOPMENT PROGRAM
(3) CALIFORNIA INSTITUTE FOR NURSING AND HEALTH CAREPO BOX 70007 OAKLAND,CA 94612	82-0570413	501(C)(3)	10,000				CHARITABLE CONTRIBUTION FOR TRANSITION TO PRACTICE PROGRAM (T2PP) FOR GERIATRIC OR LONG-TERM CARE NURSING

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

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶ 0

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) MASONIC OUTREACH PROGRAM	268	3,417,285			
(2) SCHOLARSHIP	24	206,544			

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

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 GRANT FUNDS ARE MONITORED BY THE BOARD, THE APPROPRIATE COMMITTEES AND KEY EMPLOYEES OF THE ORGANIZATION THE BOARD AND THE APPROPRIATE COMMITTEES SET GUIDELINES ON HOW FUNDS ARE USED FOR MOS CLIENT - A CARE PLAN AND BUDGET IS DEVELOPED THAT SUPPORTS THEIR PHYSICAL, EMOTIONAL AND SOCIAL WELL-BEING THE AMOUNT OF SUPPORT CLIENTS RECEIVE IS DETERMINED BY THEIR NEEDS AS NEEDS CHANGE, SO DOES THE AMOUNT OF SUPPORT FOLLOWING ARE THE MOS PROCEDURES THE APPLICATION FOR ASSISTANCE IS INITIALLY APPROVED BY THE ADMISSIONS COMMITTEE EACH YEAR THE CLIENT GOES THROUGH A RECERTIFICATION PROCESS IN WHICH THEY NEED TO PRODUCE NEW BANK STATEMENTS, FINANCIAL RECORDS, ETC AND THEIR BUDGET IS VERIFIED THE CASE MANAGER RECOMMENDS ANY CHANGES TO THE BUDGET TO THE MOS MANAGER THE MANAGER THEN FORWARDS TO THE DIRECTOR FOR FINAL APPROVAL EVERY BUDGET INCREASE/DECREASE IS REPORTED IN A SUMMARY REPORT TO THE FULL BOARD OF TRUSTEES ON A QUARTERLY BASIS THE ORIGINAL DOCUMENTATION THAT INCLUDES BANK STATEMENTS, BUDGET CALCULATIONS, RECEIPTS ARE KEPT IN THE CLIENT FILE ALL CHANGES TO THE BUDGET ARE SUBSTANTIATED WITH BACK-UP DOCUMENTATION (E G , DOCUMENTS SHOWING RENT INCREASES, ETC) EACH YEAR THE CLIENT PRODUCES NEW DOCUMENTATION DURING THEIR RECERTIFICATION PROCESS THE CLIENTS MONTHLY BUDGET AND CARE PLANS ARE REVIEWED EACH MONTH BY THE MANAGER AND THE DIRECTOR OF THE PROGRAM CLIENTS BECOME FINANCIAL CLIENT OF THE MOS PROGRAM WHEN THEY DO NOT HAVE ENOUGH INCOME TO SUSTAIN THEIR DAILY COST OF LIVING, WHICH IS "NEED BASED" AND THEY DO NOT HAVE MORE THAT $2,000 IN LIQUID ASSETS IF THEY OWN A HOME, MH TAKES OVER THE DEED OF THEIR PROPERTY OR OWNERSHIP OF POLICIES (LIFE INSURANCE, ETC)

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MASONIC HOMES OF CALIFORNIA

Employer identification number
94-1156564

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**		
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**		
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 accured 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) ALLAN L CASALOU	(i)	0	0	0	0	0	0	0
	(ii)	211,043	0	0	11,391	6,591	229,025	0
(2) TOM BOYER	(i)	0	0	0	0	0	0	0
	(ii)	210,227	0	6,000	17,534	20,822	254,583	0
(3) MELVIN MATSUMOTO	(i)	231,939	26,902	6,000	20,207	1,776	286,824	0
	(ii)	0	0	0	0	0	0	0
(4) STEFFANI L KIZZIAR	(i)	180,869	18,984	6,000	13,401	0	219,254	0
	(ii)	0	0	0	0	0	0	0
(5) DIXIE LEE REEVE	(i)	150,716	17,015	0	15,121	8,331	191,183	0
	(ii)	0	0	0	0	0	0	0
(6) YVONNE WONG	(i)	136,895	0	0	10,554	13,450	160,899	0
	(ii)	0	0	0	0	0	0	0
(7) JOHN G MARSHALL	(i)	119,235	0	0	10,193	20,822	150,250	0
	(ii)	0	0	0	0	0	0	0
(8) BARBARA PATTERSON	(i)	132,252	0	0	12,934	8,007	153,193	0
	(ii)	0	0	0	0	0	0	0
(9) TERRENCE OWENS	(i)	177,315	0	0	12,232	21,057	210,604	0
	(ii)	0	0	0	0	0	0	0
(10) STEPHEN P ERDBERG	(i)	186,409	0	0	11,944	0	198,353	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation

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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.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MASONIC HOMES OF CALIFORNIA

Employer identification number
94-1156564

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE SENIOR ACCOUNTANTS PREPARE THE FORM 990 SUPPORTING SCHEDULES/DATA, THEN THE CONTROLLER REVIEWS THE SCHEDULES/DATA AND SUBMITS TO THE TAX CONSULTANT FOR THE PREPARATION OF THE FORM 990 THE TAX CONSULTANT SUBMITS THE COMPLETED 990 TO THE CONTROLLER AND CFO FOR REVIEW AND APPROVAL CFO AND TAX CONSULTANT PRESENTED THE FORM 990 TO THE AUDIT COMMITTEE FOR FINAL APPROVAL THE FORM IS THEN POSTED TO AN INTERNAL WEBSITE ACCESSIBLE TO ALL VOTING MEMBERS OF THE BOARD ONCE APPROVED, THE CFO SIGNS THE FORM 990 AND FILES WITH THE IRS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	AS REQUIRED, ANNUALLY, EACH MEMBER OF THE BOARD EXECUTES AND SIGNS A CONFLICT OF INTEREST DISCLOSURE STATEMENT IN THIS STATEMENT, THE BOARD AND THE BOARD LEVEL COMMITTEE DISCLOSES KNOWN, EXISTING, POTENTIAL AND POSSIBLE CONFLICTS OF INTEREST IF NO SUCH INTERESTS OR ACTIVITIES EXIST, THE PARTY WRITES THE WORD "NONE" IN THE SPACE PROVIDED IN ADDITION, THESE STATEMENTS ARE UPDATED WHEN AN INTERESTED PARTY SUBSEQUENTLY BECOMES A MATTER OF BOARD ACTION THE INTERESTED PARTY DISCLOSES THE CIRCUMSTANCES TO THE PRESIDENT OF THE BOARD OF DIRECTORS IN THE EVENT THE INTERESTED PARTY IN QUESTION IS THE PRESIDENT OF THE BOARD, THE POTENTIAL CONFLICT IS DISCLOSED TO THE FULL BOARD THE CONFLICT OF INTEREST DISCLOSURE STATEMENT FOR BOARD AND NON-BOARD COMMITTEE MEMBERS IS SUBMITTED TO THE PRESIDENT OF THE BOARD FOR REVIEW THE PLANS FOR MITIGATION OF ANY CONFLICT RELATING TO BOARD MEMBERS OR NON-BOARD COMMITTEE MEMBERS ARE PRESENTED BY THE PRESIDENT TO THE BOARD AND THE GRAND MASTER FOLLOWING THEIR REVIEW, ALL CONFLICT OF INTEREST DISCLOSURE STATEMENTS ARE KEPT ON FILE WITH THE GRAND SECRETARY

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	BENCHMARKING IS COMPLETED ON ALL POSITIONS BY AN INDEPENDENT THIRD PARTY COMPENSATION CONSULTANT REVIEW IS DONE BY THE INDEPENDENT VOLUNTEER LEADERSHIP BOARD OF TRUSTEES AND APPROVED BY THE PRESIDENT OF THE BOARD SALARY BENCHMARKING IS CONDUCTED BY AN INDEPENDENT THIRD PARTY COMPENSATION CONSULTANT UTILIZING NUMEROUS PUBLISHED SALARY SURVEYS FOR EACH POSITION BASED ON TITLE AND JOB DESCRIPTION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE AUDITED FINANCIAL STATEMENTS, GOVERNING/ORGANIZING DOCUMENTS, AND CONFLICT OF INTEREST POLICY ARE AVAILABLE TO THE PUBLIC AT THE CORPORATE OFFICE.

Identifier	Return Reference	Explanation
HOURS PER WEEK DEVOTED TO RELATED ORGANIZATIONS	FORM 990, PART VII, SECTION A, COLUMN B	RAYMOND SCHMALZ'S TIME IS DIVIDED AS FOLLOWS MASONIC HOMES OF CALIFORNIA 1 00 HR ACACIA CREEK UNION CITY 1 00 HR CALIFORNIA MASONIC FOUNDATION 1 00 HR CALIFORNIA MASONIC MEMORIAL TEMPLE 1 00 HR GRAND LODGE OF FREE AND ACCEPTED MASONS OF CALIFORNIA 1 00 HR ALLAN L CASALOU'S TIME IS DIVIDED AS FOLLOWS MASONIC HOMES OF CALIFORNIA 12 50 HRS ACACIA CREEK UNION CITY 7 00 HRS CALIFORNIA MASONIC FOUNDATION 3 80 HRS CALIFORNIA MASONIC MEMORIAL TEMPLE 5 40 HRS GRAND LODGE OF FREE AND ACCEPTED MASONS OF CALIFORNIA 7 50 HRS NOB HILL MASONIC CENTER 3 80 HRS MARTIN PERRY'S TIME IS DIVIDED AS FOLLOWS MASONIC HOMES OF CALIFORNIA 1 00 HR CALIFORNIA MASONIC FOUNDATION 1 00 HR CALIFORNIA MASONIC MEMORIAL TEMPLE 1 00 HR GRAND LODGE OF FREE AND ACCEPTED MASONS OF CALIFORNIA 1 00 HR THOMAS BOYER'S TIME IS DIVIDED AS FOLLOWS MASONIC HOMES OF CALIFORNIA 23 00 HRS ACACIA CREEK UNION CITY 4 40 HRS CALIFORNIA MASONIC FOUNDATION 1 70 HRS CALIFORNIA MASONIC MEMORIAL TEMPLE 1 80 HRS GRAND LODGE OF FREE AND ACCEPTED MASONS OF CALIFORNIA 7 20 HRS NOB HILL MASONIC CENTER 2 00 HRS WILLIAM HOLSINGER'S TIME IS DIVIDED AS FOLLOWS MASONIC HOMES OF CALIFORNIA 1 00 HR ACACIA CREEK UNION CITY 1 00 HR CALIFORNIA MASONIC FOUNDATION 1 00 HR CALIFORNIA MASONIC MEMORIAL TEMPLE 1 00 HR GRAND LODGE OF FREE AND ACCEPTED MASONS OF CALIFORNIA 1 00 HR RUSSELL E CHARVONIA'S TIME IS DIVIDED AS FOLLOWS CALIFORNIA MASONIC FOUNDATION 1 00 HR MASONIC HOMES OF CALIFORNIA 1 00 HR GRAND LODGE OF FREE AND ACCEPTED MASONS OF CALIFORNIA 1 00 HR ACACIA CREEK UNION CITY 1 00 HR

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED GAINS ON INVESTMENTS 62,412,125 CHANGE IN MINIMUM PENSION LIABILITY -3,759,811 INCOME FROM PASSTHROUGH ENTITIES -6,505 TOTAL TO FORM 990, PART XI, LINE 5 58,645,809

Identifier	Return Reference	Explanation
AUDIT COMMITTEE AND OVERSIGHT	FORM 990, PART XII, LINE 2C	THERE HAVE BEEN NO CHANGES TO THIS PROCESS FROM PRIOR YEAR

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MASONIC HOMES OF CALIFORNIA

Employer identification number
94-1156564

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

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) GRAND LODGE OF THE FREE & ACCEPTED MASONS OF CALIFORNIA 1111 CALIFORNIA ST SAN FRANCISCO, CA 94108 94-0487790	FRATERNAL ORGANIZATION	CA	501(C)(10)		N/A		No
(2) CALIFORNIA MASONIC MEMORIAL TEMPLE 1111 CALIFORNIA ST SAN FRANCISCO, CA 94108 94-1266937	SUPPORTING ORGANIZATION	CA	501(C)(3)	11-II	GRAND LODGE OF THE FREE & ACCEPTED MASONS OF CALIFORNIA		No
(3) CALIFORNIA MASONIC FOUNDATION 1111 CALIFORNIA ST SAN FRANCISCO, CA 94108 23-7013074	CHARITABLE FOUNDATION SUPPORTING EDUCATIONAL AND COMMUNITY-BASED PROGRAMS	CA	501(C)(3)	7	GRAND LODGE OF THE FREE & ACCEPTED MASONS OF CALIFORNIA		No
(4) ACACIA CREEK A MASONIC SENIOR LIVING COMMUNITY AT UNION CITY 34400 MISSION BLVD UNION CITY, CA 94587 20-4688615	CONTINUING CARE AND RETIREMENT ACTIVITY	CA	501(C)(3)	9	MASONIC HOMES OF CALIFORNIA	Yes	

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? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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
(1) NOB HILL MASONIC CENTER INC 1111 CALIFORNIA ST SAN FRANCISCO, CA 94108 61-1511651	OPERATION OF CMMT PARKING GARAGE	CA	N/A	C			

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

		Yes	No
1 During the tax year, did the orgranization 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	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c		No
d Loans or loan guarantees to or for related organization(s)	1d	Yes	
e Loans or loan guarantees by related organization(s)	1e	Yes	
f Sale of assets to related organization(s)	1f		No
g Purchase of assets from related organization(s)	1g		No
h Exchange of assets with related organization(s)	1h		No
i Lease of facilities, equipment, or other assets to related organization(s)	1i		No
j Lease of facilities, equipment, or other assets from related organization(s)	1j		No
k Performance of services or membership or fundraising solicitations for related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations by related organization(s)	1l	Yes	
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		No
n Sharing of paid employees with related organization(s)	1n	Yes	
o Reimbursement paid to related organization(s) for expenses	1o	Yes	
p Reimbursement paid by related organization(s) for expenses	1p		No
q Other transfer of cash or property to related organization(s)	1q		No
r Other transfer of cash or property from related organization(s)	1r		No

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) ACACIA CREEK UNION CITY	D	93,625,000	BOOK/ACTUAL VALUE
(2) GRAND LODGE OF FREE AND ACCEPTED MASONS OF CALIFORNIA	N	3,868,714	BOOK/ACTUAL VALUE
(3) GRAND LODGE OF FREE AND ACCEPTED MASONS OF CALIFORNIA	O	776,816	BOOK/ACTUAL VALUE
(4) GRAND LODGE OF FREE AND ACCEPTED MASONS OF CALIFORNIA	L	688,923	BOOK/ACTUAL VALUE
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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		Yes	No	

Schedule R (Form 990) 2011

Additional Data

Software ID:
Software Version:
EIN: 94-1156564
Name: MASONIC HOMES OF CALIFORNIA

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

4d. Other program services

(Code) (Expenses $ 268,226 including grants of $ 268,226) (Revenue $)
COMMUNITY SPONSORSHIP AND SCHOLARSHIPS FOR CHILDREN'S PROGRAMS

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	