



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



Form 990

## Return of Organization Exempt From Income Tax

2012

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

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

## A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012

B Check if applicable	C Name of organization AGRACE HOSPICECARE FOUNDATION INC		D Employer identification number 30-0001703
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number (608) 276-4660
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or country, and ZIP + 4 Madison, WI 53711		
<input type="checkbox"/> Application pending			G Gross receipts \$ 9,335,491
F Name and address of principal officer LYNNE MYERS 5395 E Cheryl Parkway Madison, WI 53711		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

J Website: ► WWW.AGRACE.ORG

K Form of organization  Corporation  Trust  Association  Other ► L Year of formation 2001 M State of legal domicile WI

## Part I Summary

1 Briefly describe the organization's mission or most significant activities  
OUR MISSION, "ENHANCING QUALITY OF LIFE AT THE END OF LIFE," LIVES IN THE CARE PROVIDED TO PATIENTS AND FAMILIES FACING LIFE-LIMITING ILLNESS (CONTINUED IN SCHEDULE O)

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

3 Number of voting members of the governing body (Part VI, line 1a)	4	15
4 Number of independent voting members of the governing body (Part VI, line 1b)	5	15
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	6	15
6 Total number of volunteers (estimate if necessary)	7a	233
7a Total unrelated business revenue from Part VIII, column (C), line 12	7b	0
b Net unrelated business taxable income from Form 990-T, line 34		0

8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)	2,671,638	4,344,233
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	663,478	791,260
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	689,712	781,679
	4,024,828	5,917,172

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	Prior Year	Current Year
14 Benefits paid to or for members (Part IX, column (A), line 4)	717,491	543,738
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
16a Professional fundraising fees (Part IX, column (A), line 11e)	1,269,985	1,298,070
b Total fundraising expenses (Part IX, column (D), line 25) ► 819,175	0	0
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	532,920	414,331
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,520,396	2,256,139
19 Revenue less expenses Subtract line 18 from line 12	1,504,432	3,661,033

20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26)	41,234,696	45,574,022
22 Net assets or fund balances Subtract line 21 from line 20	177,680	150,883
	41,057,016	45,423,139

## Part II Signature Block

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

Sign Here	***** Signature of officer	2013-06-20 Date
	LYNNE MYERS PRESIDENT/CEO Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name Kristin Ficker	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P01254056
	Firm's name ► CROWE HORWATH LLP			Firm's EIN ►	
	Firm's address ► 70 West Madison Street Suite 700 Chicago, IL 606024903			Phone no (312) 899-7000	

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

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

---



---

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

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

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

If "Yes," describe these changes on Schedule O

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ 244,804 including grants of \$ 244,804 ) (Revenue \$ )  
CHARITY CARE - THE FOUNDATION PROVIDES GRANTS TO AGRACE HOSPICECARE, INC TO COVER THE COST OF HOSPICE CARE FOR INDIVIDUALS WHO ARE UNINSURED OR UNDERINSURED TO THE EXTENT THAT THEY DO NOT HAVE THE ABILITY TO PAY FOR HOSPICE CARE PRIVATELY

---

**4b** (Code ) (Expenses \$ 235,021 including grants of \$ 235,021 ) (Revenue \$ )  
OTHER PROGRAM SERVICES THE FOUNDATION PROVIDES GRANTS TO AGRACE HOSPICECARE, INC TO SUPPORT OTHER PROGRAM SERVICES, INCLUDING 1) PATIENT ASSISTANCE FUND - GRANTS USED TO ASSIST PATIENTS AND FAMILIES BY IMPROVING QUALITY OF LIFE AND FULFILLING END OF LIFE GOALS EXAMPLES INCLUDE BUYING A BURIAL DRESS OR PROVIDING A BIRTHDAY CAKE 2) PALLIATIVE CARE FELLOWSHIP - GRANTS FOR THE COLLABORATIVE PALLIATIVE CARE FELLOWSHIP PROGRAM, WITH THE GOAL OF TRAINING THE NEXT GENERATION OF PALLIATIVE CARE PHYSICIANS 3) STAFF LEARNING, SUPPORT AND APPRECIATION - GRANTS TO FUND CONTINUING EDUCATION, STAFF APPRECIATION AND ACADEMIC ROTATIONS 4) GARDEN AND GROUNDS - GRANTS TO SUPPORT THE ONGOING MANAGEMENT OF THE AGRACE HOSPICECARE GARDENS AND GROUNDS, WHICH PROVIDE A PEACEFUL, SOOTHING SETTING FOR PATIENTS AND FAMILIES 5) RESPITE CARE THE FOUNDATION PROVIDES GRANTS TO AGRACE HOSPICECARE, INC TO SUPPORT THE COSTS OF INPATIENT RESPITE CARE RESPITE CARE PROVIDES A MUCH NEEDED BREAK FOR CAREGIVERS AND HELPS TO PREVENT CAREGIVER BREAKDOWN

---

**4c** (Code ) (Expenses \$ 63,913 including grants of \$ 63,913 ) (Revenue \$ )  
COMMUNITY GRIEF SERVICES THE FOUNDATION PROVIDES GRANTS TO AGRACE HOSPICECARE, INC TO SUPPORT THE COSTS OF COMMUNITY BEREAVEMENT SUPPORT GROUPS AND COUNSELING SERVICES OFFERED BY AGRACE HOSPICECARE, INC TO ANYONE IN THE COMMUNITY FREE OF CHARGE

---

**4d** Other program services (Describe in Schedule O )  
(Expenses \$ including grants of \$ ) (Revenue \$ )

---

**4e** **Total program service expenses** ► 543,738

---

**Part IV Checklist of Required Schedules**

**1** Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

**2** Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

**3** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

**4** **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

**5** Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

**6** Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

**7** Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

**8** Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

**9** Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

**10** Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

**11** If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

**a** Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

**b** Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

**c** Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

**d** Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

**e** Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

**f** Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X

**12a** Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

**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 and XII is optional

**13** Is the organization a school described in section 170(b)(1)(A)(II)? If "Yes," complete Schedule E

**14a** Did the organization maintain an office, employees, or agents outside of the United States?

**b** Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

**15** Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV

**16** Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV

**17** Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

**18** Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

**19** Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

**20a** Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

**b** If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

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

**Part IV Checklist of Required Schedules (continued)**

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	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	No	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	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 lines 24b through 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	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	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 direct or indirect 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	Yes	
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	Yes	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	No	
b	If "Yes" to line 35a, 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	No	
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	No	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? 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 11b and 19? <b>Note.</b> 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
<b>1a</b> Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	<b>1a</b>	23	
<b>b</b> Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	<b>1b</b>	4	
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	<b>1c</b>	Yes	
<b>2a</b> 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	<b>2a</b>	15	
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	<b>2b</b>	Yes	
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?	<b>3a</b>	No	
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	<b>3b</b>		
<b>4a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	<b>4a</b>	No	
<b>b</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			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	<b>5a</b>	No	
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<b>5b</b>	No	
<b>c</b> If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	<b>5c</b>		
<b>6a</b> 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 as charitable contributions?	<b>6a</b>	No	
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>6b</b>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>	<b>7a</b>	Yes	
<b>a</b> 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?	<b>7b</b>	Yes	
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided?	<b>7c</b>	No	
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	<b>7d</b>		
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year	<b>7e</b>	No	
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>7f</b>	No	
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>7g</b>		
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	<b>7h</b>		
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	<b>8</b>	No	
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	<b>9a</b>		
<b>9 Sponsoring organizations maintaining donor advised funds.</b>	<b>9b</b>		
<b>a</b> Did the organization make any taxable distributions under section 4966?			
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person?			
<b>10 Section 501(c)(7) organizations.</b> Enter	<b>10a</b>		
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12	<b>10b</b>		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
<b>11 Section 501(c)(12) organizations.</b> Enter	<b>11a</b>		
<b>a</b> Gross income from members or shareholders	<b>11b</b>		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b>		
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<b>12b</b>		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>	<b>13a</b>		
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O	<b>13b</b>		
<b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	<b>13c</b>		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?	<b>14a</b>	No	
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	<b>14b</b>		

**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
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year	<b>1a</b>	15		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
<b>b</b> Enter the number of voting members included in line 1a, above, who are independent	<b>1b</b>	15		
<b>2</b> 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?	<b>2</b>		No	
<b>3</b> 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?	<b>3</b>		No	
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	<b>4</b>		No	
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?	<b>5</b>		No	
<b>6</b> Did the organization have members or stockholders?	<b>6</b>	Yes		
<b>7a</b> Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	<b>7a</b>	Yes		
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	<b>7b</b>	No		
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	<b>8a</b>	Yes		
<b>a</b> The governing body?	<b>8b</b>	Yes		
<b>b</b> Each committee with authority to act on behalf of the governing body?	<b>9</b>	No		
<b>9</b> 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				

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

		Yes	No
<b>10a</b> Did the organization have local chapters, branches, or affiliates?	<b>10a</b>	No	
<b>b</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?	<b>10b</b>		
<b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	<b>11a</b>	Yes	
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990			
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13	<b>12a</b>	Yes	
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<b>12b</b>	Yes	
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	<b>12c</b>	Yes	
<b>13</b> Did the organization have a written whistleblower policy?	<b>13</b>	Yes	
<b>14</b> Did the organization have a written document retention and destruction policy?	<b>14</b>	Yes	
<b>15</b> 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?	<b>15a</b>	No	
<b>a</b> The organization's CEO, Executive Director, or top management official	<b>15b</b>	Yes	
<b>b</b> Other officers or key employees of the organization			
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	<b>16a</b>	No	
<b>b</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?	<b>16b</b>		

### Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed  WI
- 18 Section 6104 requires an organization to make its 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  Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization  
 Joyce Zeasman 5395 EAST CHERYL PARKWAY MADISON, WI (608) 276-4660

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response to any question in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

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

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid• List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations• List all of the organization's **former** officers, key employees, 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 organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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	Office	Key employee	Highest compensated	Former			
(1) JAMES CRIPE CHAIR	1 00	X		X				0	0	0
(2) KEN THOMPSON VICE CHAIR	1 00	X		X				0	0	0
(3) MICHAEL SMITH TREASURER	1 00	X		X				0	0	0
(4) STEVE DITULLIO SECRETARY	1 00	X		X				0	0	0
(5) GORDON DERZON DIRECTOR	1 00	X						0	0	0
(6) JACK BOLZ DIRECTOR	1 00	X						0	0	0
(7) KATHY CULLEN DIRECTOR	1 00	X						0	0	0
(8) LOTTIE FRANK DIRECTOR	1 00	X						0	0	0
(9) LOU BERNHARDT DIRECTOR	1 00	X						0	0	0
(10) PETER LUNDBERG DIRECTOR	1 00	X						0	0	0
(11) RALPH CAGLE DIRECTOR	1 00	X						0	0	0
(12) RICK LANGER DIRECTOR	1 00	X						0	0	0
(13) SUSAN RICHARDSON DIRECTOR	1 00	X						0	0	0
(14) TOM BOLGER DIRECTOR	1 00	X						0	0	0
(15) TOM RAGATZ DIRECTOR	1 00	X						0	0	0
(16) VIRGINIA WYSS DIRECTOR - PARTIAL YEAR	1 00	X						0	0	0
(17) JOYCE ZEASMAN VP OF FINANCE	5 00 35 00			X				0	168,794	28,829

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

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

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

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►0

**Part VIII Statement of Revenue**

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b> 12,468				
	<b>b</b> Membership dues . . . . .	<b>1b</b>				
	<b>c</b> Fundraising events . . . . .	<b>1c</b> 349,616				
	<b>d</b> Related organizations . . . . .	<b>1d</b>				
	<b>e</b> Government grants (contributions)	<b>1e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b> 3,982,149				
	<b>g</b> Noncash contributions included in lines 1a-1f \$		931,987			
	<b>h</b> <b>Total.</b> Add lines 1a-1f . . . . .			4,344,233		
<b>Program Service Revenue</b>	<b>2a</b>	Business Code				
	<b>b</b>		0			
	<b>c</b>		0			
	<b>d</b>		0			
	<b>e</b>		0			
	<b>f</b> All other program service revenue		0	0	0	0
	<b>g</b> <b>Total.</b> Add lines 2a-2f . . . . .			0		
	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .		519,616			519,616
<b>4</b> Income from investment of tax-exempt bond proceeds		0				
<b>5</b> Royalties . . . . .		0				
<b>6a</b> Gross rents	(i) Real	(ii) Personal				
<b>b</b> Less rental expenses						
<b>c</b> Rental income or (loss)	0	0				
<b>d</b> Net rental income or (loss) . . . . .			0			
<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
<b>b</b> Less cost or other basis and sales expenses	3,437,144					
<b>c</b> Gain or (loss)	3,165,500					
<b>d</b> Net gain or (loss) . . . . .	271,644	0			271,644	
<b>8a</b> Gross income from fundraising events (not including \$ 349,616 of contributions reported on line 1c) See Part IV, line 18 . . . . .			271,644			
<b>b</b> Less direct expenses . . . . .	<b>a</b> 58,016					
<b>c</b> Net income or (loss) from fundraising events . . . . .	<b>b</b> 141,515		-83,499		-83,499	
<b>9a</b> Gross income from gaming activities See Part IV, line 19 . . . . .	<b>a</b> 158,401					
<b>b</b> Less direct expenses . . . . .	<b>b</b> 111,304					
<b>c</b> Net income or (loss) from gaming activities . . . . .		47,097			47,097	
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b> 817,053					
<b>b</b> Less cost of goods sold . . . . .	<b>b</b>					
<b>c</b> Net income or (loss) from sales of inventory . . . . .		817,053			817,053	
Miscellaneous Revenue		Business Code				
<b>11a</b> OTHER REVENUE		900099	1,028		1,028	
<b>b</b>			0			
<b>c</b>			0			
<b>d</b> All other revenue . . . . .			0	0	0	
<b>e</b> <b>Total.</b> Add lines 11a-11d . . . . .			1,028			
<b>12</b> <b>Total revenue.</b> See Instructions . . . . .		5,917,172	0	0	1,572,939	

**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)

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

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	543,738	543,738		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	88,045			88,045
7 Other salaries and wages	893,520		475,409	418,111
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	36,307		18,935	17,372
9 Other employee benefits . . . . .	192,838		100,571	92,267
10 Payroll taxes . . . . .	87,360		45,561	41,799
11 Fees for services (non-employees)				
a Management . . . . .	2,275		2,275	
b Legal . . . . .	0			
c Accounting . . . . .	2,750		2,750	
d Lobbying . . . . .	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees . . . . .	38,553		38,553	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) . . . . .	0	0	0	0
12 Advertising and promotion . . . . .	14,226			14,226
13 Office expenses . . . . .	66,411		17,701	48,710
14 Information technology . . . . .	573		573	
15 Royalties . . . . .	0			
16 Occupancy . . . . .	177,227		177,227	
17 Travel . . . . .	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
19 Conferences, conventions, and meetings . . . . .	16,725		6,236	10,489
20 Interest . . . . .	0			
21 Payments to affiliates . . . . .	3,534		3,534	
22 Depreciation, depletion, and amortization . . . . .	703		703	
23 Insurance . . . . .	0			
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O )				
a UNCOLLECTIBLE PLEDGES	35,849			35,849
b BANK AND CREDIT CARD FEES	20,251		3,198	17,053
c DUES, FEES, LICENSES	6,711			6,711
d DONATION DEVELOPMENT	28,543			28,543
e All other expenses	0	0	0	0
<b>25 Total functional expenses.</b> Add lines 1 through 24e	2,256,139	543,738	893,226	819,175
<b>26 Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► if following SOP 98-2 (ASC 958-720)	0			

**Part X Balance Sheet**Check if Schedule O contains a response to any question in this Part X 

		<b>(A)</b> Beginning of year	<b>(B)</b> End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing	868,516	<b>1</b> 2,716,755
	<b>2</b> Savings and temporary cash investments	3,503	<b>2</b> 15,533
	<b>3</b> Pledges and grants receivable, net	1,238,512	<b>3</b> 1,993,165
	<b>4</b> Accounts receivable, net	0	<b>4</b>
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		<b>5</b> 0
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		<b>6</b> 0
	<b>7</b> Notes and loans receivable, net		<b>7</b>
	<b>8</b> Inventories for sale or use	0	<b>8</b>
	<b>9</b> Prepaid expenses and deferred charges	49,012	<b>9</b> 46,956
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	<b>10a</b> 14,700	
	<b>b</b> Less accumulated depreciation	<b>10b</b> 5,623	<b>10c</b> 9,780 9,077
	<b>11</b> Investments—publicly traded securities	10,762,515	<b>11</b> 13,305,470
	<b>12</b> Investments—other securities See Part IV, line 11	0	<b>12</b> 0
	<b>13</b> Investments—program-related See Part IV, line 11	0	<b>13</b> 0
	<b>14</b> Intangible assets		<b>14</b>
	<b>15</b> Other assets See Part IV, line 11	28,302,858	<b>15</b> 27,487,066
	<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	41,234,696	<b>16</b> 45,574,022
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	39,061	<b>17</b> 37,372
	<b>18</b> Grants payable		<b>18</b>
	<b>19</b> Deferred revenue	29,243	<b>19</b> 16,915
	<b>20</b> Tax-exempt bond liabilities		<b>20</b>
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D		<b>21</b>
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		<b>22</b> 0
	<b>23</b> Secured mortgages and notes payable to unrelated third parties		<b>23</b>
	<b>24</b> Unsecured notes and loans payable to unrelated third parties		<b>24</b>
	<b>25</b> 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	109,376	<b>25</b> 96,596
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25	177,680	<b>26</b> 150,883
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>		
	<b>27</b> Unrestricted net assets	39,533,536	<b>27</b> 41,060,427
	<b>28</b> Temporarily restricted net assets	1,461,454	<b>28</b> 4,278,259
	<b>29</b> Permanently restricted net assets	62,026	<b>29</b> 84,453
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>		
	<b>30</b> Capital stock or trust principal, or current funds		<b>30</b>
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund		<b>31</b>
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds		<b>32</b>
	<b>33</b> Total net assets or fund balances	41,057,016	<b>33</b> 45,423,139
	<b>34</b> Total liabilities and net assets/fund balances	41,234,696	<b>34</b> 45,574,022

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI 

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,917,172
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,256,139
3	Revenue less expenses Subtract line 2 from line 1	3	3,661,033
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	41,057,016
5	Net unrealized gains (losses) on investments	5	502,029
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	203,061
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	45,423,139

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

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
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? 3b 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	3a	No
	3b	

**SCHEDULE A**  
(Form 990 or 990EZ)**Public Charity Status and Public Support****2012****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

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.

**Name of the organization**

AGRACE HOSPICECARE FOUNDATION INC

**Employer identification number**

30-0001703

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.

2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E )

3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state \_\_\_\_\_

5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II )

6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II )

8  A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II )

9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III )

10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.

11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h  
 a  Type I   b  Type II   c  Type III - Functionally integrated   d  Type III - Non-functionally integrated

e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

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

	<b>Yes</b>	<b>No</b>
<b>11g(i)</b>		No
<b>11g(ii)</b>		No
<b>11g(iii)</b>		No

<b>(i) Name of supported organization</b>	<b>(ii) EIN</b>	<b>(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))</b>	<b>(iv) Is the organization in col (i) listed in your governing document?</b>	<b>(v) Did you notify the organization in col (i) of your support?</b>		<b>(vi) Is the organization in col (i) organized in the U S ?</b>	<b>(vii) Amount of monetary support</b>
				<b>Yes</b>	<b>No</b>		
(A) AGRACE HOSPICECARE INC	391319537	9	Yes		Yes	Yes	534,109
<b>Total</b>							534,109

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
<b>6 Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
<b>11 Total support</b> (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					<b>12</b>	
<b>13 First five years.</b> 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 <b>stop here</b> . . . . .						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	
15 Public support percentage for 2011 Schedule A, Part II, line 14	<b>15</b>	
<b>16a 33 1/3% support test—2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		►
<b>b 33 1/3% support test—2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		►
<b>17a 10%-facts-and-circumstances test—2012.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►
<b>b 10%-facts-and-circumstances test—2011.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		►

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</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						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support</b> (Subtract line 7c from line 6 )						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12 )						
<b>14 First five years.</b> 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 <b>stop here</b>						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15
16 Public support percentage from 2011 Schedule A, Part III, line 15	16

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18
19a <b>33 1/3% support tests—2012.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization	
<b>b</b> <b>33 1/3% support tests—2011.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization	
20 <b>Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions	

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

**Facts And Circumstances Test**

**Explanation**

---

---

---

---

**SCHEDULE D**  
(Form 990)**Supplemental Financial Statements****2012****Open to Public  
Inspection**

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

Department of the Treasury

Internal Revenue Service

**Name of the organization**

AGRACE HOSPICECARE FOUNDATION INC

**Employer identification number**

30-00001703

**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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?  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)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	<b>Held at the End of the Year</b>
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► \_\_\_\_\_

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?  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 section 170(h)(4)(B)(ii)?  Yes  No

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

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X ► \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_

b Assets included in Form 990, Part X ► \$ \_\_\_\_\_

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

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

<b>a</b> <input type="checkbox"/> Public exhibition	<b>d</b> <input type="checkbox"/> Loan or exchange programs
<b>b</b> <input type="checkbox"/> Scholarly research	<b>e</b> <input type="checkbox"/> Other
<b>c</b> <input type="checkbox"/> Preservation for future generations	

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

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 XIII and complete the following table

	<b>Amount</b>
<b>1c</b>	
<b>1d</b>	
<b>1e</b>	
<b>1f</b>	

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

**b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

**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
<b>1a</b> Beginning of year balance . . . . .	62,026	549,776	472,208	460,319	
<b>b</b> Contributions . . . . .	22,427		14,510	0	
<b>c</b> Net investment earnings, gains, and losses . . . . .			66,356	11,889	
<b>d</b> Grants or scholarships . . . . .			0	0	
<b>e</b> Other expenditures for facilities and programs . . . . .		487,750	3,298	0	
<b>f</b> Administrative expenses . . . . .			0	0	
<b>g</b> End of year balance . . . . .	84,453	62,026	549,776	472,208	

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

**a** Board designated or quasi-endowment  0 %

**b** Permanent endowment  100 000 %

**c** Temporarily restricted endowment  0 %

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

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

**(i)** unrelated organizations . . . . .

<b>3a(i)</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>3a(ii)</b>	<input type="checkbox"/>	<input type="checkbox"/> No
<b>3b</b>	<input type="checkbox"/>	<input type="checkbox"/>

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

4 Describe in Part XIII 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
<b>1a</b> Land . . . . .					0
<b>b</b> Buildings . . . . .		14,700	5,623	9,077	
<b>c</b> Leasehold improvements . . . . .					0
<b>d</b> Equipment . . . . .					0
<b>e</b> Other . . . . .					0
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					9,077

**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		
Other		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 12)		

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

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

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

(a) Description	(b) Book value
(1) DUE FROM AFFILIATES	26,663
(2) BENEFICIAL INTEREST IN ASSETS HELD BY COMMUNITY FOUNDATIONS	133,709
(3) INTEREST IN NET ASSETS OF AFFILIATE	27,326,694
<b>Total.</b> (Column (b) must equal Form 990, Part X, col.(B) line 15.)	27,487,066

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

(a) Description of liability	(b) Book value
Federal income taxes	0
DUE TO AFFILIATES	96,596
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 25)	96,596

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

**Part XI 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 XIII) . . . . .	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 XIII) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) . . . . .	5	

**Part XII 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 XIII) . . . . .	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 XIII) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18) . . . . .	5	

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

Identifier	Return Reference	Explanation

## **Supplemental Information Regarding Fundraising or Gaming Activities**

**Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.**

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

2012

## Open to Public Inspection

**Employer identification number**

30-0001703

**NAME OF THE ORGANIZATION**  
**A GRACE HOSPICECARE FOUNDATION INC**

Name of the organization AGRACE HOSPICECARE FOUNDATION INC	Employer identification number 30-0001703
---	--

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

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

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

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

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

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

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

		(a) Event #1 <b>PHIL HELMUTH EVENT</b> (event type)	(b) Event #2 <b>GALA</b> (event type)	(c) Other events <b>6</b> (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts . . .	77,451	113,390	216,791	407,632
	2 Less Contributions . . .	48,400	100,450	200,766	349,616
	3 Gross income (line 1 minus line 2) . . .	29,051	12,940	16,025	58,016
Direct Expenses	4 Cash prizes . . .	0	0	0	0
	5 Noncash prizes . . .	0	0	0	0
	6 Rent/facility costs . . .	1,500	0	1,750	3,250
	7 Food and beverages . . .	19,609	13,644	5,567	38,820
	8 Entertainment . . .	5,000	2,650	0	7,650
	9 Other direct expenses . . .	30,342	8,348	53,105	91,795
	10 Direct expense summary Add lines 4 through 9 in column (d) . . . . .				(141,515)
	11 Net income summary Combine line 3, column (d), and line 10 . . . . .				-83,499

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue . . . . .			158,401	158,401
Direct Expenses	2 Cash prizes . . . . .			8,500	8,500
	3 Non-cash prizes . . . . .			76,653	76,653
	4 Rent/facility costs . . . . .			0	0
	5 Other direct expenses . . . . .			34,651	34,651
	6 Volunteer labor . . . . .	<input type="checkbox"/> Yes ..... <input type="checkbox"/> No	<input type="checkbox"/> Yes ..... <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes ..... 85 % <input type="checkbox"/> No	
	7 Direct expense summary Add lines 2 through 5 in column (d) . . . . .				119,804
	8 Net gaming income summary Combine lines 1 and 7 in column (d) . . . . .				38,597

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

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

b If "No," explain \_\_\_\_\_  
\_\_\_\_\_

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

b If "Yes," explain \_\_\_\_\_  
\_\_\_\_\_

Does the organization operate gaming activities with nonmembers?  Yes  No

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

**13** Indicate the percentage of gaming activity operated in

<b>a</b> The organization's facility	<b>13a</b>	0 %
<b>b</b> An outside facility	<b>13b</b>	100 %

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

Name ► DEBBIE BRADLEY AGRACE HOSPICECARE INC

Address ► 5395 E CHERYL PARKWAY  
MADISON, WI 53711

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

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

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

Name ►

Address ►

**16** Gaming manager information

Name ► FINANCE DEPARTMENT EMPLOYEES

Gaming manager compensation ► \$ 0

Description of services provided ► ACCOUNTING AND RECORDKEEPING

Director/officer

Employee

Independent contractor

**17** Mandatory distributions

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

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

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

Identifier	Return Reference	Explanation
FUNDRAISING EVENTS	SCHEDULE G, PART II	THE FOUNDATION'S FUNDRAISING EVENT TOTAL IS \$313,213 WHICH AGREES WITH AUDITED INFORMATION AND IS THE SUM OF LINES 1C, 8C AND 9C
FUNDRAISING EVENTS	SCHEDULE G, PART II, LINE 11	THE FOUNDATION'S FUNDRAISING EVENT TOTAL ON LINE 11, COLUMN (D) EXCLUDES \$349,616 OF CHARITABLE CONTRIBUTIONS WHICH IS REPORTED ON LINE 2, COLUMN (D) FUNDRAISING EVENT TOTAL INCOME, INCLUDING THIS CHARITABLE CONTRIBUTION AMOUNT PRODUCES A POSITIVE NET INCOME OF \$266,117

**Schedule I  
(Form 990)**

## **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

2012

Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

---

Name of the organization

NAME OF THE ORGANIZATION:  
**AGRACE HOSPICECARE FOUNDATION INC.**

**Employer identification number**

30-0001703

## **Part I General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .  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. Part II can be duplicated 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) AGRAVE  
HOSPICECARE INC  
5395 E CHERYL PKWY  
MADISON, WI 53711 39-1319537 501(C)(3) 543,738 N/A N/A TO PROVIDE FINANCIAL SUPPORT TO AGRACE

(2) AGRACE 30-0001715 501(C)(3) 1,677 FMV GRILL DONATION GENERAL SUPPORT  
HOSPICECARE HOLDINGS  
INC  
5395 E CHERYL PKWY  
MADISON, WI 53711

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

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
 Part III can be duplicated if additional space is needed.

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

**Part IV Supplemental Information.**

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation

**Schedule J**  
(Form 990)**Compensation Information**

OMB No 1545-0047

Department of the Treasury  
Internal Revenue Service

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.**

**2012****Open to Public Inspection**Name of the organization  
AGRACE HOSPICECARE FOUNDATION INC**Employer identification number**

30-00001703

**Part I Questions Regarding Compensation**

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

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

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

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

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

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

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

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

**4a** Yes

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

**4b** Yes

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

**4c** No

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

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

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

**a** The organization?

**5a** No

**b** Any related organization?

**5b** No

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

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

**a** The organization?

**6a** No

**b** Any related organization?

**6b** No

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

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

**7** No

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations 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** No

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) MARCIA M WHITTINGTON VP FOUNDATION & HOLDINGS	(i) 60,541 (ii) 90,812	9,273 13,909	189 283	2,861 4,291	7,973 11,960	80,837 121,255	0 0
(2) SUSAN PHILLIPS CEO - PART YEAR	(i) 0 (ii) 10,793	0 0	0 471,639	0 0	0 5,727	0 488,159	0 18,169
(3) JULIA HOUCK VP HR AND L&D/ACTING PRESIDENT	(i) 0 (ii) 173,923	0 34,440	0 820	0 8,314	0 21,494	0 238,991	0 0
(4) JOYCE ZEASMAN VP OF FINANCE	(i) 0 (ii) 145,598	0 22,500	0 696	0 6,942	0 21,887	0 197,623	0 0

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Arrangement used to establish the top management official's compensation	Schedule J, Part I, Line 3	THE ORGANIZATION RELIED ON AGRACE HOSPICECARE, INC , A RELATED TAX-EXEMPT ORGANIZATION TO DETERMINE THE COMPENSATION OF ITS OFFICERS AND KEY EMPLOYEES BELOW IS THE PROCESS USED BY AGRACE HOSPICECARE, INC FOR DETERMINING COMPENSATION OF THE ORGANIZATION'S OTHER OFFICERS AND KEY EMPLOYEES EACH YEAR THE ORGANIZATION GATHERS MARKET DATA FOR COMPENSATION OF THE EXECUTIVE LEADERSHIP TEAM THIS DATA INCLUDES BENCHMARKS OF NATIONAL, REGIONAL, AND LOCAL COMPENSATION THAT ARE PROVIDED FROM INDEPENDENT COMPENSATION CONSULTANTS EXECUTIVE LEADERSHIP PAY IS ADJUSTED BASED ON 1) YEARS OF EXPERIENCE, 2) MARKET DATA FOR THE POSITION, AND, 3) PERFORMANCE THE VICE PRESIDENT OF HUMAN RESOURCES PRESENTS THE MARKET DATA INFORMATION TO THE EXECUTIVE COMMITTEE OF THE BOARD BASED ON THIS INFORMATION, THE EXECUTIVE COMMITTEE OF THE BOARD APPROVES THE PAY STRUCTURE FOR THE EXECUTIVE LEADERSHIP TEAM AND ALL OTHER EMPLOYEES AND DOCUMENTS THEIR APPROVAL IN WRITING THIS PROCESS WAS LAST UNDERTAKEN IN JANUARY 2013
Severance or change-of-control payment	Schedule J, Part I, Line 4a	SEVERANCE PAYMENTS MADE DURING 2012 WERE SUSAN PHILLIPS \$455,392
Supplemental nonqualified retirement plan	Schedule J, Part I, Line 4b	LYNNE MYERS PARTICIPATED IN A 457(F) DEFERRED COMPENSATION PLAN UNDER AGRACE HOSPICECARE, INC , A RELATED ORGANIZATION

SCHEDULE M  
(Form 990)

## Noncash Contributions

OMB No 1545-0047

2012

Open to Public  
InspectionDepartment of the Treasury  
Internal Revenue Service

►Complete if the organization answered "Yes" on Form  
990, Part IV, lines 29 or 30.  
►Attach to Form 990.

Name of the organization  
AGRACE HOSPICECARE FOUNDATION INC

Employer identification number

30-0001703

## Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art . . . . .				
2 Art—Historical treasures . . . . .				
3 Art—Fractional interests . . . . .				
4 Books and publications . . . . .				
5 Clothing and household goods . . . . .				
6 Cars and other vehicles . . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities—Publicly traded . . . . .	X	10	65,896	MARKET VALUE
10 Securities—Closely held stock . . . . .				
11 Securities—Partnership, LLC, or trust interests . . . . .				
12 Securities—Miscellaneous . . . . .				
13 Qualified conservation contribution—Historic structures . . . . .				
14 Qualified conservation contribution—Other . . . . .				
15 Real estate—Residential . . . . .				
16 Real estate—Commercial . . . . .				
17 Real estate—Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .				
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
SPECIAL EVENT RELATED ITEMS AS GIVEAWAY				
25 Other ► (PRIZES ) . . . . .	X	20	49,038	MARKET VALUE
26 Other ► ( ) . . . . .				
27 Other ► ( ) . . . . .				
28 Other ► ( ) . . . . .				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . . .	29		0	

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? . . . . .	30a	No
b If "Yes," describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	Yes
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? . . . . .	32a	No
b If "Yes," describe in Part II		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

**Part II Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Explanations of reporting method for number of contributions	Schedule M, Part I	OTHER AGRACE HOSPICECARE FOUNDATION, INC IS REPORTING THE NUMBER OF CONTRIBUTIONS RECEIVED IN 2012 SECURITIES - PUBLICLY TRADED AGRACE HOSPICECARE FOUNDATION, INC IS REPORTING THE NUMBER OF CONTRIBUTIONS RECEIVED IN 2012 CLOTHING AND HOUSEHOLD GOODS AGRACE HOSPICECARE FOUNDATION, INC IS REPORTING THE NUMBER OF CONTRIBUTIONS RECEIVED IN 2012 THIS AMOUNT REPRESENTS A VERY HIGH NUMBER OF RELATIVELY LOW-VALUE THRIFT STORE ITEMS
Number of contributions or items contributed	Schedule M, part I, column (b), Line other=SPECIAL EVENT RELATED ITEMS AS GIVEAWAY PRIZES	AGRACE HOSPICECARE FOUNDATION, INC IS REPORTING THE NUMBER OF CONTRIBUTIONS RECEIVED IN 2012
Number of contributions or items contributed	Schedule M, part I, column (b), Line 9	AGRACE HOSPICECARE FOUNDATION, INC IS REPORTING THE NUMBER OF CONTRIBUTIONS RECEIVED IN 2012
Number of contributions or items contributed	Schedule M, part I, column (b), Line 5	AGRACE HOSPICECARE FOUNDATION, INC IS REPORTING THE NUMBER OF CONTRIBUTIONS RECEIVED IN 2012 THIS AMOUNT REPRESENTS A VERY HIGH NUMBER OF RELATIVELY LOW-VALUE THRIFT STORE ITEMS

**Schedule M (Form 990) (2012)**

**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.

**2012****Open to Public  
Inspection**

Name of the organization

AGRACE HOSPICECARE FOUNDATION INC

**Employer identification number**

30-0001703

Identifier	Return Reference	Explanation
BRIEF MISSION (CONTINUED)	FORM 990, PART I, LINE 1	ALTHOUGH THE COST OF BASIC HOSPICE SERVICES IS COVERED BY MEDICARE, MEDICAID AND MOST COMMERCIAL INSURERS, A NUMBER OF ESSENTIAL AGRACE PROGRAMS ARE UNDER-FUNDED OR NOT FUNDED AT ALL BY THESE SOURCES. FUNDS RAISED ARE USED TO SUPPORT CARE PROVIDED BY AGRACE HOSPICECARE, INC., A RELATED TAX-EXEMPT ORGANIZATION

Identifier	Return Reference	Explanation
CONTRIBUTIONS	FORM 990, PART I, LINE 8	THE CONSOLIDATED AGRACE ENTITIES' CONTRIBUTIONS FOR 2012 ARE \$5,402,092 WHICH DOESN'T INCLUDE 203,000 OF DONATED IN-KIND SERVICES THE \$4,344,233 OF CONTRIBUTIONS REPORTED ON LINE 8 OF PAGE OF THIS FORM 990 DOES NOT INCLUDED DONATED MERCHANDISE SALES PROCEEDS OF \$817,053 WHICH IS INCLUDED ON LINE 10 THE BALANCE OF THE \$241,000 OF CONSOLIDATED CONTRIBUTIONS RELATES TO DONATIONS MADE DIRECTLY TO ONE OF THE OTHER AGRACE AFFILIATES AGRACE HOSPICECARE, INC AND AGRACE HOSPICECARE HOLDINGS

Identifier	Return Reference	Explanation
ORGANIZATIONS MISSION	FORM 990, PART III, LINE 1	AGRACE HOSPICECARE FOUNDATION IS OPERATED EXCLUSIVELY FOR THE SUPPORT AND BENEFIT OF AGRACE HOSPICECARE, INC , WHICH IS A RELATED 501(C)(3) ORGANIZATION THAT PROVIDES CARE AND SUPPORT TO PATIENTS AND FAMILIES FACING LIFE-LIMITING ILLNESS THE AGRACE HOSPICECARE FOUNDATION IS SUPPORTED BY A COMMUNITY OF DONORS WHO SHARE THE VISION OF ACCESS TO A QUALITY END-OF-LIFE JOURNEY FOR EVERYONE THE FOUNDATION'S SUPPORT HAS HELPED AGRACE HOSPICECARE ENHANCE THE QUALITY OF ITS SERVICE AND EXPAND ITS REACH TO THOSE WHO NEED AGRACE HOSPICECARE SERVICES THROUGHOUT SOUTH CENTRAL WISCONSIN IN ADDITION TO THE GRANT SUPPORT THAT THE FOUNDATION PROVIDES TO AGRACE HOSPICECARE, INC AND AGRACE HOSPICECARE HOLDINGS, INC , THE FOUNDATION HAS BEEN WORKING TO BUILD A SIX MONTH OPERATING RESERVE FUND TO HELP AGRACE HOSPICECARE, INC WEATHER FINANCIAL CHALLENGES

Identifier	Return Reference	Explanation
FORMS W-2	FORM 990, PART V, LINE 1A	THE NUMBER OF FORMS W-2 REPORTED BY THE ORGANIZATION WERE SUBMITTED UNDER THE FEIN OF AGRACE HOSPICECARE, INC WHO SERVES AS A PAYROLL AGENT FOR THE ORGANIZATION

Identifier	Return Reference	Explanation
Classes of members or stockholders	Form 990, Part VI, Section A, Line 6	AGRACE HOSPICECARE, INC A RELATED 501(C)(3) ORGANIZATION, IS THE SOLE MEMBER OF AGRACE HOSPICECARE FOUNDATION, INC AND HAS THE AUTHORITY TO APPOINT, REMOVE, AND REPLACE ANY DIRECTOR ON FOUNDATION BOARD AGRACE HOSPICECARE, INC ALSO HAS THE SOLE AUTHORITY TO AMEND THE AGRACE HOSPICECARE FOUNDATION BYLAWS AND ARTICLES OF INCORPORATION AGRACE HOSPICECARE, INC HAS NO OTHER RESPONSIBILITIES OR VOTING RIGHTS WITH RESPECT TO THE OPERATIONS OF AGRACE HOSPICECARE FOUNDATION

Identifier	Return Reference	Explanation
Members or stockholders electing members of governing body	Form 990, Part VI, Section A, Line 7a	PLEASE SEE NARRATIVE FOR PART VI, LINE 6

Identifier	Return Reference	Explanation
Review of form 990 by governing body	Form 990, Part VI, Section B, Line 11b	THE CONTROLLER AND VP OF FINANCE PERFORMED A DETAILED REVIEW OF FORM 990 AND THE RELATED SCHEDULES PRIOR TO FILING THE RETURN. THIS INCLUDED VERIFICATION OF ALL AMOUNTS FOR ACCURACY AND COMPLETENESS. THE FORM AND SCHEDULES WERE ALSO REVIEWED FOR CONTENT, PRESENTATION AND REASONABLENESS. THE ENTIRE FORM 990 IS MADE AVAILABLE TO THE ENTIRE EXECUTIVE LEADERSHIP TEAM AND AN ENTITY SPECIFIC HIGHLIGHTS SUMMARY IS PROVIDED. THE ENTIRE FORM 990 IS PROVIDED TO THE ENTIRE BOARD OF DIRECTORS PRIOR TO FILING AND IS ACCCOMPANIED BY A 990 HIGHLIGHT SUMMARY. THE AUDIT COMMITTEE REVIEWED THE FORM 990 AND RELATED SCHEDULES FOR REASONABLENESS. REPRESENTATIVES FROM THE ACCOUNTING FIRM OF CROWE HORWATH PREPARED A DETAILED SUMMARY OF THE FORM 990 THAT WAS PRESENTED TO THE BOARD OF DIRECTORS BY CROWE HORWATH.

Identifier	Return Reference	Explanation
Conflict of interest policy	Form 990, Part VI, Section B, Line 12c	DIRECTORS, OFFICERS AND KEY EMPLOYEES (INTERESTED PERSONS) ARE REQUIRED TO ANNUALLY REVIEW THE ORGANIZATION'S CODE OF CONDUCT, INCLUDING THE CONFLICT OF INTEREST POLICY/STATEMENT. INTERESTED PERSONS ARE REQUIRED TO DISCLOSE POTENTIAL OR ACTUAL CONFLICTS WITH THE ORGANIZATION IN WRITING VIA THE ANNUAL QUESTIONNAIRE DISTRIBUTED ELECTRONICALLY TO EACH INTERESTED PERSON. IF A CONFLICT OF INTEREST IS DISCOVERED THAT WAS NOT DISCLOSED BY THE INTERESTED PERSON, THE ISSUE WOULD BE DIRECTED TO THE EXECUTIVE COMMITTEE FOR RESOLUTION. THE EXECUTIVE COMMITTEE IS CHARGED WITH REGULAR REVIEW OF THE INTERESTED PERSONS PRACTICES AND QUESTIONNAIRES REGARDING CONFLICTS OF INTEREST AND SUGGESTS IMPROVEMENTS AS NEEDED. THE CONFLICT OF INTEREST QUESTIONNAIRES ARE REVIEWED BY THE CONTROLLER AND GOVERNANCE COORDINATOR. THE CONTROLLER AND GOVERNANCE COORDINATOR DETERMINE WHETHER A POTENTIAL CONFLICT EXISTS BASED ON THE COMPLETED QUESTIONNAIRES SUBMITTED BY EACH INTERESTED PERSON.

Identifier	Return Reference	Explanation
PROCESS USED TO ESTABLISH COMPENSATION OF TOP MANAGEMENT OFFICIAL	FORM 990, PART VI, LINE 15A	<p>THE ORGANIZATION RELIED ON AGRACE HOSPICECARE, A RELATED TAX-EXEMPT ORGANIZATION, TO DETERMINE THE COMPENSATION OF ITS CEO. BELOW IS THE PROCESS USED BY AGRACE HOSPICECARE FOR DETERMINING COMPENSATION OF THE ORGANIZATION'S TOP MANAGEMENT OFFICIAL. EACH YEAR THE ORGANIZATION GATHERS MARKET DATA FOR DETERMINING COMPENSATION OF THE CHIEF EXECUTIVE OFFICER. THIS INCLUDES BENCHMARKS OF NATIONAL, REGIONAL, AND LOCAL COMPENSATION THAT ARE PROVIDED FROM INDEPENDENT COMPENSATION SURVEYS. IN FEBRUARY OF EACH YEAR, THE VICE PRESIDENT OF WORKFORCE DEVELOPMENT PRESENTS THIS INFORMATION TO THE EXECUTIVE COMMITTEE OF THE BOARD, ALONG WITH A 990 ANALYSIS OF COMPENSATION REPORTING BY SIMILAR SIZED NON-PROFIT HOSPICES. BASED ON THIS INFORMATION, THE EXECUTIVE COMMITTEE SETS AND APPROVES THE PAY FOR THE CHIEF EXECUTIVE OFFICER FOR THE YEAR AND CONTEMPORANEOUSLY DOCUMENTS THEIR APPROVAL IN WRITING. THIS PROCESS WAS UNDERTAKEN IN FEBRUARY 2013.</p>

Identifier	Return Reference	Explanation
Process used to establish compensation of other officers/key employees	Form 990, Part VI, Section B, Line 15b	<p>THE ORGANIZATION RELIED ON AGRACE HOSPICECARE, A RELATED TAX-EXEMPT ORGANIZATION, TO DETERMINE THE COMPENSATION OF ITS OTHER OFFICERS AND KEY EMPLOYEES. BELOW IS THE PROCESS USED BY AGRACE HOSPICECARE FOR DETERMINING COMPENSATION OF THE ORGANIZATION'S OTHER OFFICERS AND KEY EMPLOYEES. EACH YEAR THE ORGANIZATION GATHERS MARKET DATA FOR COMPENSATION OF THE EXECUTIVE LEADERSHIP TEAM. THIS DATA INCLUDES BENCHMARKS OF NATIONAL, REGIONAL, AND LOCAL COMPENSATION THAT ARE PROVIDED FROM INDEPENDENT COMPENSATION SURVEYS. EXECUTIVE LEADERSHIP PAY IS ADJUSTED BASED ON 1) YEARS OF EXPERIENCE, 2) MARKET DATA FOR THE POSITION, 3) PERFORMANCE, AND 4) MARKET DATA FOR THE 65TH PERCENTILE OF TOTAL COMPENSATION FOR THE POSITION. THE VICE PRESIDENT OF WORKFORCE DEVELOPMENT PRESENTS THE MARKET DATA INFORMATION TO THE EXECUTIVE COMMITTEE OF THE BOARD. BASED ON THIS INFORMATION, THE EXECUTIVE COMMITTEE OF THE BOARD APPROVES THE PAY STRUCTURE FOR THE EXECUTIVE LEADERSHIP TEAM AND ALL OTHER EMPLOYEES AND DOCUMENTS THEIR APPROVAL IN WRITING. THIS PROCESS WAS LAST UNDERTAKEN IN FEBRUARY 2013.</p>

Identifier	Return Reference	Explanation
PROCESS USED TO ESTABLISH COMPENSATION OF OTHER OFFICERS AND KEY EMPLOYEES	FORM 990, PART VI, LINE 15B	THE ORGANIZATION RELIED ON AGRACE HOSPICECARE, A RELATED TAX-EXEMPT ORGANIZATION, TO DETERMINE THE COMPENSATION OF ITS OTHER OFFICERS AND KEY EMPLOYEES. BELOW IS THE PROCESS USED BY AGRACE HOSPICECARE FOR DETERMINING COMPENSATION OF THE ORGANIZATION'S OTHER OFFICERS AND KEY EMPLOYEES. EACH YEAR THE ORGANIZATION GATHERS MARKET DATA FOR COMPENSATION OF THE EXECUTIVE LEADERSHIP TEAM. THIS DATA INCLUDES BENCHMARKS OF NATIONAL, REGIONAL, AND LOCAL COMPENSATION THAT ARE PROVIDED FROM INDEPENDENT COMPENSATION SURVEYS. EXECUTIVE LEADERSHIP PAY IS ADJUSTED BASED ON 1) YEARS OF EXPERIENCE, 2) MARKET DATA FOR THE POSITION, 3) PERFORMANCE, AND 4) MARKET DATA FOR THE 65TH PERCENTILE OF TOTAL COMPENSATION FOR THE POSITION. THE VICE PRESIDENT OF WORKFORCE DEVELOPMENT PRESENTS THE MARKET DATA INFORMATION TO THE EXECUTIVE COMMITTEE OF THE BOARD. BASED ON THIS INFORMATION, THE EXECUTIVE COMMITTEE OF THE BOARD APPROVES THE PAY STRUCTURE FOR THE EXECUTIVE LEADERSHIP TEAM AND ALL OTHER EMPLOYEES AND DOCUMENTS THEIR APPROVAL IN WRITING. THIS PROCESS WAS LAST UNDERTAKEN IN FEBRUARY 2013.

Identifier	Return Reference	Explanation
Governing documents, conflict of interest policy and financial statements available to the public	Form 990, Part VI, Section C, Line 19	FINANCIAL STATEMENTS, GOVERNING DOCUMENTS, AND CONFLICT OF INTEREST POLICIES ARE NOT REQUIRED DISCLOSURES PURSUANT TO INTERNAL REVENUE CODE (IRC) SECTION 6104 THESE DOCUMENTS MAY BE MADE AVAILABLE TO THE PUBLIC UPON RECEIPT OF A WRITTEN REQUEST

Identifier	Return Reference	Explanation
AVERAGE HOURS PER WEEK	FORM 990, PART VII, SECTION A, LINE 1A, COLUMN (B)	ALL AGRACE EMPLOYEES REPORTED ON THIS 990 WORK ON AVERAGE A MINIMUM OF 40 HOURS PER WEEK, BUT IN MOST CASES MORE THAN 40 HOURS PER WEEK

Identifier	Return Reference	Explanation
Other changes in net assets or fund balances	Form 990 , Part XI, Line 9	CHANGE IN NET ASSETS OF AFFLIAITE - 143061, CHANGE IN VALUE OF ANNUITY - 60000,

**SCHEDULE R  
(Form 990)****Related Organizations and Unrelated Partnerships**

OMB No 1545-0047

► 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.

**2012****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue ServiceName of the organization  
AGRACE HOSPICECARE FOUNDATION INC**Employer identification number**  
30-0001703**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) AGRACE HOSPICECARE THRIFT STORE LLC 5395 E CHERYL PARKWAY MADISON, WI 53711 30-0001703	THRIFT STORE	WI	816,054	416,878	NA

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
Yes	No					
(1) AGRACE HOSPICECARE INC 5395 E CHERYL PARKWAY MADISON, WI 53711	HEALTHCARE	WI	501(C)(3)	N/A	NA	
(2) AGRACE HOSPICECARE HOLDINGS INC 5395 E CHERYL PARKWAY MADISON, WI 53711	PROPERTY HOLDING	WI	501(C)(3)	Type I	AHCI	

**Part III Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

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

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

- a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)
- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses
- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b	Yes	
1c		No
1d		No
1e		No
1f		
1g		No
1h		No
1i		No
1j		No
1k	Yes	
1l	Yes	
1m	Yes	
1n	Yes	
1o	Yes	
1p	Yes	
1q	Yes	
1r		No
1s		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-s)	(c) Amount involved	(d) Method of determining amount involved

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

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

**Part VII Supplemental Information**

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

Identifier	Return Reference	Explanation
------------	------------------	-------------

**Software ID:** 12000266  
**Software Version:** v2012.1.0  
**EIN:** 30-0001703  
**Name:** AGRACE HOSPICECARE FOUNDATION INC

-->