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

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

OMB No 1545-0052

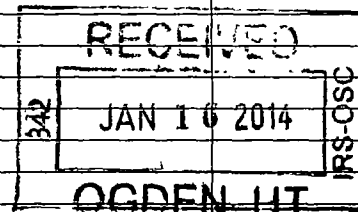
2012

Open to Public Inspection

For calendar year 2012 or tax year beginning June 1, 2012, and ending May 31, 2013

Name of foundation HCR Manor Care Foundation, Inc.		A Employer identification number 52-2031975
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 419.252.5989
333 N. Summit Street, P.O. Box 10086		
City or town, state, and ZIP code Toledo, OH 43699-0086		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,469,690		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	32,198	32,198		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	128,217			
	b Gross sales price for all assets on line 6a	1,260,061			
	7 Capital gain net income (from Part IV, line 2)		128,217		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	160,415	160,415			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,515			2,545
	c Other professional fees (attach schedule)	16,657	16,657		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,823			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,485			6,984
	22 Printing and publications				
	23 Other expenses (attach schedule)	62,972			65,738
	24 Total operating and administrative expenses. Add lines 13 through 23	90,452	16,657		75,267
	25 Contributions, gifts, grants paid	61,500			69,000
26 Total expenses and disbursements. Add lines 24 and 25	151,952	16,657		144,267	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	8,463				
b Net investment income (if negative, enter -0-)		143,758			
c Adjusted net income (if negative, enter -0-)					



SCANNED JAN 23 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	79,570	54,029	54,029
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	9,843	15,837	15,837
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,664	960	960
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule)	846,073	913,556	913,556
	c	Investments - corporate bonds (attach schedule)	490,042	485,308	485,308
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,427,192	1,469,690	1,469,690
Liabilities	17	Accounts payable and accrued expenses	4,729	267	
	18	Grants payable	15,000	7,500	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ due related party)	5,574	5,741	
	23	Total liabilities (add lines 17 through 22)	25,303	13,508	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	1,401,889	1,456,182	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	Total net assets or fund balances (see instructions)	1,401,889	1,456,182	
	31	Total liabilities and net assets/fund balances (see instructions)	1,427,192	1,469,690	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,401,889
2	Enter amount from Part I, line 27a	2	8,463
3	Other increases not included in line 2 (itemize) ▶ Unrealized gain on investments	3	45,830
4	Add lines 1, 2, and 3	4	1,456,182
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,456,182

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Schedule				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	32,198
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	150,399	1,482,250	0.1015
2010	277,160	1,643,358	0.1687
2009	1,880,498	2,384,471	0.7886
2008	1,639,756	2,533,795	0.6472
2007	1,433,017	3,455,187	0.4147
2 Total of line 1, column (d)			2 2.1207
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.4241
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,455,514
5 Multiply line 4 by line 3			5 617,283
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,438
7 Add lines 5 and 6			7 618,721
8 Enter qualifying distributions from Part XII, line 4			8 144,267

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,875
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	2,875
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,875
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,300	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,300	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	425	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 425 Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	x
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	x
c Did the foundation file Form 1120-POL for this year?	1c	x
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	x
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	x
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	x
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	x
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	x
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	x
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	x
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> Ohio		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	x
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	x
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	x

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.hcr-manorcare.org	13	X	
14	The books are in care of Eric Talbert Telephone no 419.252.5951 Located at 333 N. Summit Street, Toledo OH ZIP+4 43604			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** ☒

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** ☒

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

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

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 n/a	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,391,107
b	Average of monthly cash balances	1b	86,572
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,477,679
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,477,679
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,165
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,455,514
6	Minimum investment return. Enter 5% of line 5	6	72,776

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

1	Minimum investment return from Part X, line 6	1	72,776
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,875
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,875
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,901
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	69,901
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	69,901

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	144,267
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	144,267
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	144,267

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				69,901
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007 1,263,091				
b From 2008 1,513,044				
c From 2009 1,764,194				
d From 2010 198,548				
e From 2011 77,317				
f Total of lines 3a through e	4,816,194			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 144,267				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				69,901
e Remaining amount distributed out of corpus	74,366			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,890,560			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,263,091			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,627,469			
10 Analysis of line 9				
a Excess from 2008 1,513,044				
b Excess from 2009 1,764,194				
c Excess from 2010 198,548				
d Excess from 2011 77,317				
e Excess from 2012 74,366				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling **n/a**

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

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

n/a

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

n/a

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed 419.252.5578
William White, Director, 333 N. Summit Street, PO Box 10086 Toledo, OH 43699-0086

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

See attached grant information

c Any submission deadlines

See attached grant information

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

See attached grant information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Schedule attached				
Total			▶ 3a	69,000
b Approved for future payment Schedule attached				
Total			▶ 3b	7,500

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	32,198		
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	128,217		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				160,415		
13 Total. Add line 12, columns (b), (d), and (e)					13	160,415

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Statement Attached and Made Part Of
HCR ManorCare Foundation, Inc.
Form 990PF, Part I, Lines 16b, 16c, 18, and 23
For the Tax Year Ended May 31, 2013
FEIN: 52-2031975

	Revenue & Expenses per Books (a)	Net Investment Income (b)	Adjusted Net Income (c)	Disburs. For Charitable Purposes (d)
<u>Line 16b - Accounting Fees</u>				
Accounting purchase services	\$ 2,515			\$ 2,545
<u>Line 16c - Other Professional Fees</u>				
Investment management fees- Morgan Stanley	\$ 16,657	\$ 16,657		
<u>Line 18 - Taxes</u>				
Federal excise tax	\$ 2,823			
<u>Line 23 - Other Expenses</u>				
Advertising & Promotional / Mktg	930			1,181
Dues & subscriptions	6,055			6,055
Software subscriptions & purchases	5,574			6,050
Office supplies, expense & postage	1,559			3,764
Bank charges	394			396
Purchased services	48,460			48,293
Total Other Expenses	<u>\$ 62,972</u>			<u>\$ 65,738</u>

**Statement Attached and Made Part Of
HCR ManorCare Foundation, Inc.
Form 990PF, Part II, Line 6
For the Tax Year Ended May 31, 2013
FEIN: 52-2031975**

Receivable from disqualified person (ManorCare, Inc.)

\$ 15,837

-The balance is a receivable and not a loan. It relates to administering Manor Care, Inc.'s matching gift program and the Foundation is reimbursed for the matching gift and expenses. The receivable was paid in August and September 2013.

Statement Attached and Made Part Of
HCR ManorCare Foundation, Inc.
Form 990PF, Part III, Line 3
For the Tax Year Ended May 31, 2013
FEIN: 52-2031975

Line 3- Other Increases:

Unrealized Gain on Investments	45,831
	<hr/>
	<u>45,831</u>

Statement Attached and Made Part Of
HCR ManorCare Foundation, Inc.
Form 990PF, Part II, Lines 10b and 10c
For the Tax Year Ended May 31, 2013
FEIN: 52-2031975

	Book Value	Market Value
<u>Line 10b - Corporate Stock</u>		
Morgan Stanley Ishares Core MSCI Emerging (IEMG)	\$ 71,074	\$ 71,074
Morgan Stanley Ishares MSCI Japan Index Fund (EWJ)	\$ 56,639	\$ 56,639
Morgan Stanley Ishares Msci Pac Ex-Jpn Idex Fund (EPP)	\$ 54,088	\$ 54,088
Morgan Stanley Ishares S&P 500 Growth Index (IVW)	\$ 196,574	\$ 196,574
Morgan Stanley Ishares S&P 500 Value Index (IVE)	\$ 195,709	\$ 195,709
Morgan Stanley Ishares S&P Midcap 400 Growth (IJK)	\$ 30,477	\$ 30,477
Morgan Stanley Ishares S&P Midcap 400 Value (IJJ)	\$ 30,102	\$ 30,102
Morgan Stanley Powershares Db Comm Trk Inc (DBC)	\$ 56,297	\$ 56,297
Morgan Stanley SPDR S&P Dividend (SDY)	\$ 74,183	\$ 74,183
Morgan Stanley - Vanguard European MSCI ETF (VGK)	\$ 60,200	\$ 60,200
Morgan Stanley - Vanugard Reit ETF (VNQ)	\$ 42,468	\$ 42,468
Morgan Stanley - Vanguard Small-Cap ETF (VB)	\$ 45,745	\$ 45,745
Total Stocks	\$ 913,556	\$ 913,556
<u>Line 10c - Corporate Bonds</u>		
Morgan Stanley Ishares Barclays Credit Bond ETF (CIU)	\$ 173,832	\$ 173,832
Morgan Stanley JP Morgan EM Bond Fund (EMB)	\$ 27,952	\$ 27,952
Morgan Stanley Lehman INT Gov/Cr Bond (GVI)	\$ 86,886	\$ 86,886
Morgan Stanley Templeton Global Bond Fund Adv (TGBAX)	\$ 42,959	\$ 42,959
Morgan Stanley Ishares Barclays 1-3 Year Cred (CSJ)	\$ 94,941	\$ 94,941
Morgan Stanley - Franklin FLTG RT DLY Access Adv (FDAAX)	\$ 58,738	\$ 58,738
Total Bonds	\$ 485,308	\$ 485,308
Total	<u>\$ 1,398,864</u>	<u>\$ 1,398,864</u>

HCR Manor Care Foundation, Inc.
Form 990PF, Part IV
For the Tax Year Ended May 31, 2013
FEIN: 52-2031975

Description of Property Disposed	How Acquired	Date Acquired	Date Sold	Proceeds	Basis	Gain/(Loss)
<u>Morgan Stanley Ishares Msci Canada Index Fund</u>						
54 000 Shares	P	Various	Aug-12	1,513	1,595	(81)
25 000 Shares	P	Various	Dec-12	708	738	(30)
1,017 000 Shares	P	Various	Apr-13	28,506	27,513	993
<u>Morgan Stanley Ishares Msci Pac Ex Jpn Idx Fd</u>						
409 000 Shares	P	Various	Aug-12	18,132	18,764	(631)
67 000 Shares	P	Various	Apr-13	3,361	3,074	287
<u>Morgan Stanley - Ishares IBOXX Invest GR COR Fund</u>						
7 000 Shares	P	Various	Dec-12	845	782	63
358 000 Shares	P	Various	Feb-13	42,613	40,069	2,544
<u>Morgan Stanley Ishares Barclays Tips Bd Fd</u>						
36 000 Shares	P	Various	Jun-12	4,336	3,951	385
45 000 Shares	P	Various	Dec-12	5,553	4,939	614
223 000 Shares	P	Various	Feb-13	26,807	24,305	2,502
249 000 Shares	P	Various	Apr-13	30,238	27,858	2,380
<u>Morgan Stanley Ishares JP Morgan EM Bond Fund</u>						
6 000 Shares	P	Various	Apr-13	723	716	7
<u>Morgan Stanley Ishares Lehman Int Gov/CR Bond</u>						
19 000 Shares	P	Various	Apr-13	2,135	2,126	8
<u>Morgan Stanley Ishares S&P Midcap 400 Growth</u>						
11 000 Shares	P	Various	Aug-12	1,219	805	414
24 000 Shares	P	Various	Dec-12	2,762	1,267	1,495
271 000 Shares	P	Various	Apr-13	34,516	14,051	20,465
<u>Morgan Stanley Ishares S&P Midcap 400 Value</u>						
25 000 Shares	P	Various	Aug-12	2,116	1,577	539
38 000 Shares	P	Various	Dec-12	3,368	1,701	1,668
358 000 Shares	P	Various	Apr-13	35,881	17,460	18,421
<u>Morgan Stanley Ishares S&P 500 Growth Index Fund</u>						
119 000 Shares	P	Various	Aug-12	9,175	5,118	4,057
156 000 Shares	P	Various	Apr-13	12,981	6,710	6,272
<u>Morgan Stanley Ishares S&P 500 Value Index Fund</u>						
158 000 Shares	P	Various	Aug-12	10,273	6,449	3,824
129 000 Shares	P	Various	Dec-12	8,701	5,098	3,603
233 000 Shares	P	Various	Apr-13	17,429	8,714	8,715
<u>Morgan Stanley - Powershares Db Comm Index Track Fund</u>						
189 000 Shares	P	Various	Aug-12	5,419	4,325	1,094
<u>Morgan Stanley - SPDT S&P Dividend</u>						
31 000 Shares	P	Various	Dec-12	1,834	1,790	44
<u>Morgan Stanley - Vanguard Emerging Mkts Vipers Fund</u>						
96 000 Shares	P	Various	Aug-12	3,986	4,509	(523)
<u>Morgan Stanley - Vanguard European Vipers</u>						
274 000 Shares	P	Various	Jun-12	11,015	8,636	2,379
769 000 Shares	P	Various	Aug-12	35,098	24,236	10,862
<u>Morgan Stanley - Vanguard European MSCI ETF</u>						
50 000 Shares	P	Various	Dec-12	2,441	2,594	(152)

Morgan Stanley - Vanguard Pacific Etf

273 000 Shares	P	Various	Jun-12	12,963	13,327	(364)
323 000 Shares	P	Various	Aug-12	16,662	12,955	3,707

Morgan Stanley - Vanguard Reit Vipers

6 000 Shares	P	Various	Jun-12	377	309	69
13 000 Shares	P	Various	Aug-12	862	669	193
60 000 Shares	P	Various	Apr-13	4,392	3,031	1,361

Morgan Stanley - Vanguard Small-Cap Growth ETF

17 000 Shares	P	Various	Aug-12	1,472	1,426	46
14 000 Shares	P	Various	Dec-12	1,254	1,175	79
322 000 Shares	P	Various	Apr-13	31,846	26,544	5,302

Morgan Stanley - Vanguard Small-Cap Value ETF

22 000 Shares	P	Various	Dec-12	1,628	1,492	137
390 000 Shares	P	Various	Apr-13	31,927	26,447	5,480

Morgan Stanley - Vanguard Small Cap Value Vipers

20 000 Shares	P	Various	Aug-12	1,416	1,356	60
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Morgan Stanley - Vanguard MSCI Pacific ETF

564 000 Shares	P	Various	Dec-12	30,022	28,496	1,526
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Morgan Stanley - Vanguard MSCI Emerging Markets

1,750 000 Shares	P	Various	Dec-12	76,758	67,249	9,509
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Morgan Stanley - Vanguard Intermediate-Term Bond ETF

133.000 Shares	P	Various	Jun-12	11,751	11,391	359
30 000 Shares	P	Various	Dec-12	2,688	2,569	119
1,926.000 Shares	P	Various	Feb-13	167,735	167,361	375
2,233 000 Shares	P	Various	Apr-13	195,981	193,789	2,193
			Dec-12	Long-term capital gain distribution		2,698

Morgan Stanley - Vanguard Total Bond Market ETF

102 000 Shares	P	Various	Jun-12	8,580	8,361	219
11 000 Shares	P	Various	Dec-12	927	902	26
1,536 000 Shares	P	Various	Feb-13	127,826	126,216	1,609
			Dec-12	Long-term capital gain distribution		396

Morgan Stanley - Vanguard Long Term Bond

31 000 Shares	P	Various	Jun-12	2,927	2,853	74
3 000 Shares	P	Various	Dec-12	284	274	10
304.000 Shares	P	Various	Feb-13	27,565	27,870	(305)
			Dec-12	Long-term capital gain distribution		348

**Morgan Stanley - Vanguard Short Term Corporate
1120**

Shares	P	Various	Apr-13	90,051	89,900	151
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Morgan Stanley - Vanguard Short Term Bond ETF

33 000 Shares	P	Various	Jun-12	2,674	2,639	35
3.000 Shares	P	Various	Dec-12	243	240	4
532 000 Shares	P	Various	Feb-13	43,017	42,603	414
			Dec-12	Long-term capital gain distribution		97

Morgan Stanley - Goldman Sachs \$ Investop

22 000 Shares	P	Various	Jun-12	2,547	2,475	72
			Dec-12	Long-term capital gain distribution		3

Total Gain (Loss) on Sale of Investments

1,260,061	1,135,388	128,217
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Statement Attached and Made Part Of
HCR ManorCare Foundation, Inc.
Form 990PF, Page 6, Part VIII-1
List of Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees and Contractors
For the Tax Year Ended May 31, 2013
FEIN: 52-2031975

a) Name and Address	b) Title/Average Hours	c) Compensation	d) Contributions to Employee Benefit Plans	e) Expense Account and Other Allowances
Rick Rump 333 N. Summit Street Toledo, Ohio 43604	President and Director/ as necessary		0	0
William White 333 N. Summit Street Toledo, Ohio 43604	Foundation Manager/ (from August 2010)/ 8 hours per week	\$ 23,100		0
Eric Talbert 333 N. Summit Street Toledo, Ohio 43604	Treasurer, Director/ (from January 2010)/ as necessary		0	0
Bruce Schroeder 333 N. Summit Street Toledo, Ohio 43604	Director/ (from July 2009 to May 2013)/ as necessary		0	0
Carla Hughes 333 N Summit Street Toledo, Ohio 43604	Director/ (from July 2009)/ as necessary		0	0
Lynn Hood 333 N Summit Street Toledo, Ohio 43604	Director/ (from July 2009)/ as necessary		0	0
Matt O'Connor 333 N. Summit Street Toledo, Ohio 43604	Secretary, Director/ (from to January 2010)/ as necessary		0	0
Martin Allen 333 N. Summit Street Toledo, Ohio 43604	Director/ (from January 2009)/ as necessary		0	0

**Statement Attached and Made A Part of
HCR Manor Care Foundation, Inc.
Form 990-PF, Part XV, Line 3a and 3b
For the Tax Year Ended May 31, 2013
FEIN 52-2031975**

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

	Grants Awarded in Fiscal 5/31/13	Grants Paid in Fiscal 5/31/13	Grants Approved for Future Payment
Grants to organizations awarded in prior fiscal years	-	10,000	5,000
Grants to organizations awarded in fiscal 5/31/13	61,500	59,000	2,500
Total grants paid in fiscal 5/31/13	61,500	69,000	7,500

Statement Attached and Made A Part of
HCR Manor Care Foundation, Inc.
Form 990-PF, Part XV, Line 3a and 3b
For the Tax Year Ended May 31, 2013
FEIN 52-2031975

<u>Name of Organization</u>	<u>Foundation Status</u>	<u>Awarded in Prior Years</u>	<u>Paid in Fiscal 2013</u>	<u>Approved for future payment</u>
Maryland Hospital Association Incorporated	501(c)(6)	\$15,000	\$10,000	\$5,000
Elkridge, MD		<u>\$15,000</u>	<u>\$10,000</u>	<u>\$5,000</u>

Statement Attached and Made A Part of
HCR ManorCare Foundation, Inc.
Form 990-PF, Part XV, Line 3a and 3b
For the Tax Year Ended May 31, 2013
FEIN 52-2031975

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

<u>Name of Organization</u>	<u>Foundation Status</u>	<u>Awarded in Fiscal 2013</u>	<u>Paid in Fiscal 2013</u>	<u>Approved for future payment</u>
Ronald McDonald House Charities of NW Ohio Toledo, OH		\$10,000	\$10,000	\$0
Toledo-Lucas County Carnet, Inc Toledo, OH	509(a)(1)	\$2,000	\$2,000	\$0
National MS Society Maumee, OH	509(a)(1)	\$2,500	\$1,500	\$1,000
Make-A-Wish Foundation of Ohio, Kentucky and Indiana Toledo, OH	509(a)(1)	\$1,000	\$0	\$1,000
American Heart Association - Toledo HW Maumee, OH	509(a)(1)	\$1,000	\$1,000	\$0
Alzheimer's Association, Northwest Ohio Chapter Toledo, OH	509(a)(1)	\$2,500	\$2,500	\$0
Arthritis Foundation Toledo, OH	509(a)(1)	\$2,500	\$2,500	\$0
March of Dimes White Plains, NY	509(a)(1)	\$1,000	\$1,000	\$0
American Cancer Society - Southern Lucas County Relay for Life Perrysburg, OH	509(a)(1)	\$1,000	\$1,000	\$0
Read for Literacy, Inc Toledo, OH	509(a)(1)	\$2,000	\$2,000	\$0
Ovarian Cancer Connection Maumee, OH	509(a)(2)	\$1,000	\$1,000	\$0
Susan G Komen NWO Race for the Cure Toledo, OH	509(a)(1)	\$2,500	\$2,500	\$0
The Advocates for Basic Legal Equality, Inc / Legal Aid of Western Ohio Toledo, OH	509(a)(1)	\$1,000	\$1,000	\$0
Toledo Area Humane Society Toledo, OH	509(a)(2)	\$500	\$0	\$500
2nd Mile Ministries - Community Outreach Programs	170(B)(1)(a)(i)	\$500	\$500	\$0
A.C.E.S. North America	509(a)(1)	\$500	\$500	\$0
Agility Angels	509(a)(2)	\$500	\$500	\$0
All From The Heart	509(a)(1)	\$500	\$500	\$0
Alzheimer's Family Organization	509(a)(1)	\$500	\$500	\$0
American Legion Auxillary Boca Raton Unit 277, Inc.	509(c)19	\$500	\$500	\$0
American Red Cross of Southeastern WI	509(a)(1)	\$500	\$500	\$0
American Rose Society/Toledo Rose Society	509(a)(2)	\$500	\$500	\$0
Bay City Players Inc	509(a)(1)	\$500	\$500	\$0
Berea Animal Rescue Friends	509(a)(2)	\$500	\$500	\$0
Bethany United Methodist Church - Community Outreach Programs	170(B)(1)(a)(i)	\$500	\$500	\$0
Big Brothers Big Sisters of Manitowoc County	509(a)(1)	\$500	\$500	\$0
Boy Scouts of America - Chief Logan Reservation	509(a)(2)	\$500	\$500	\$0
Boy Scouts of America - Erie Shores Council	509(a)(2)	\$500	\$500	\$0
Boy Scouts of America-Dan Beard Council	509(a)(2)	\$500	\$500	\$0
Cancer Connection of Northwest Ohio	509(a)(1)	\$500	\$500	\$0
Cargo Ranch Inc	509(a)(1)	\$500	\$500	\$0
Cherished Cockers Rescue	509(a)(2)	\$500	\$500	\$0
Children's Cancer Connection	509(a)(1)	\$500	\$500	\$0
Children's Home Society of Florida /Project 18 Mentoring	509(a)(1)	\$500	\$500	\$0
Crim Fitness Foundation Inc	509(a)(2)	\$500	\$500	\$0
Cub Scout Pack 165/Holy Trinity Lutheran Church	170(B)(1)(a)(i)	\$500	\$500	\$0
Delray Beach Youth Council		\$500	\$500	\$0
East Rainelle Volunteer Fire Department	501(c)(3)/501(c)(4)	\$500	\$500	\$0
East Toledo Family Center, Inc.	509(a)(1)	\$500	\$500	\$0
Edgewood Volunteer Fire Department	501(c)(3)/501(c)(4)	\$500	\$500	\$0
Fako Elements Cultural Association	509(a)(1)	\$500	\$500	\$0
Fort Wayne Animal Care and Control	509(a)(2)	\$500	\$500	\$0
Freedom Weekend Aloft	509(a)(2)	\$500	\$500	\$0
Friendship Baptist Church - Community Outreach Programs	170(B)(1)(a)(i)	\$500	\$500	\$0
Glen Ellyn Volunteer Fire Company	501(c)(3)/501(c)(4)	\$500	\$500	\$0
Guardian Ad Litem Program, Sixth Judicial Circuit	509(a)(1)	\$500	\$500	\$0
Hazel Green Rescue Squad	509(a)(1)	\$500	\$500	\$0
Hershey Symphony Orchestra Society	509(a)(1)	\$500	\$500	\$0
Hosanna Evangelical Alliance Church Inc. - Community Outreach Programs	170(B)(1)(a)(i)	\$500	\$500	\$0
IBPOE of W - Royal Knights #1	501(c)(8)	\$500	\$500	\$0
Interfaith Action of Evanston	170(B)(1)(a)(vi)	\$500	\$500	\$0
JARC (Jewish Association for Retarded Citizens)	509(a)(1)	\$500	\$500	\$0

Statement Attached and Made A Part of
HCR ManorCare Foundation, Inc.
Form 990-PF, Part XV, Line 3a and 3b
For the Tax Year Ended May 31, 2013
FEIN 52-2031975

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

<u>Name of Organization</u>	<u>Foundation Status</u>	<u>Awarded in Fiscal 2013</u>	<u>Paid in Fiscal 2013</u>	<u>Approved for future payment</u>
Junior Achievement of Northwestern Ohio, Inc.	509(a)(1)	\$500	\$500	\$0
Lao Family Community of Minnesota	509(a)(1)	\$500	\$500	\$0
Last Day Dog Rescue Inc.	509(a)(1)	\$500	\$500	\$0
Lord of Life Lutheran Church - Community Outreach Programs	170(B)(1)(a)(i)	\$500	\$500	\$0
Madison Ministerial Association	509(a)(1)	\$500	\$500	\$0
Maumee Valley Save-A-Pet	509(a)(1)	\$500	\$500	\$0
Michigan Chinese Women Association	509(a)(2)	\$500	\$500	\$0
Miracle League of the Lehigh Valley	509(a)(2)	\$500	\$500	\$0
Moms of Michigan Military and Supporters	509(a)(1)	\$500	\$500	\$0
Rainelle Elementary School		\$500	\$500	\$0
Redeemers Community Development Group Corp	509(a)(1)	\$500	\$500	\$0
Revere Booster Club - Jared Ellsworth Celebration Basketball Tournament	509(a)(3)	\$500	\$500	\$0
Simple Love - Community Outreach Programs	509(a)(1)	\$500	\$500	\$0
Southwest Michigan Council-Boy Scouts of America	509(a)(2)	\$500	\$500	\$0
The Children's Dental Foundation	509(a)(1)	\$500	\$500	\$0
The Humane Society of North Pinellas, Inc	509(a)(2)	\$500	\$500	\$0
Toledo Area Humane Society	509(a)(2)	\$500	\$500	\$0
Toledo Repertoire Theatre	509(a)(2)	\$500	\$500	\$0
Tri County Humane Society	509(a)(2)	\$500	\$500	\$0
United Way of Greater Toledo	509(a)(1)	\$1,500	\$1,500	\$0
Vermont Memorial Park	509(a)(2)	\$500	\$500	\$0
Volunteers for Outdoor Colorado	509(a)(1)	\$500	\$500	\$0
		<u>\$61,500</u>	<u>\$59,000</u>	<u>\$2,500</u>

Statement Attached and Made Part of
HCR Manor Care Foundation, Inc.
Form 990-PF – Part XV, Lines 2b, 2c & 2d
For the tax year ended May 31, 2013
FEIN: 52-2031975

HCR ManorCare Foundation

Grant Guidelines

Eligibility

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

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

The HCR ManorCare Foundation does not support the following:

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

Application Process

Step One:

Grant Application

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

Step Two:

Foundation Reviews Grant Application

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

Step Three:

Foundation Notifies Grant Applicant of Grant Decisions

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

HCR Manor Care Foundation

GRANT APPLICATION WORKSHEET

COVER SHEET INFORMATION

Request Date: _____

Legal name of organization applying: _____
(Should be same as on IRS determination letter)

Organization Address: _____

City/State/Zip: _____

Organization Telephone Number: _____ Fax Number: _____

Organization Web Site : _____

501c3 Identification Number: _____

Organization Mission: _____

Organization Annual Budget: _____

Primary Contact Name: _____ Primary Contact Title: _____

Primary Contact Telephone: _____ Primary Contact Email: _____

Executive Director Name: _____ Executive Director Telephone: _____

Executive Director Email: _____

Project Name: _____

Project Geographic Area Served: _____

Project Request Amount: \$ _____

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

GRANT APPLICATION WORKSHEET

I. COVER SHEET

II. PROPOSAL INFORMATION:

Executive Summary (1/2 page)

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

III. BUDGET/FINANCIALS:

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

IV. GENERAL ORGANIZATION INFORMATION:

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

V. MISCELLANEOUS:

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

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



Community Care Fund

HCR ManorCare is committed to enhancing the quality of life in the communities it serves. The HCR ManorCare Community Fund provides financial support to community nonprofit organizations which provide services, support and education that improve the quality of life for the patients and residents of HCR ManorCare facilities.

Eligible organizations should meet the following criteria:

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

Ineligible organizations and programs include:

- Professional associations
- Labor organizations
- Political and lobbying organizations
- Social organizations or other organizations supported by individuals for the benefit of themselves such as bridge clubs, bowling teams, ski clubs, fraternities and athletic teams
- Programs directly involved with supporting the sacramental ministries or administrative work of religious organizations (religious organizations are eligible if the programs are for non-sectarian purposes and are available to and used by the general public)
- Trade organizations
- Private foundations

- Organizations that represent a conflict of interest for employees or the company, or may involve the company in controversial public issues

Grant Amounts

Grant amounts are awarded up to \$500.

Grant Application Process

Printed materials announcing the HCR ManorCare Community Care Fund will be sent to targeted nonprofit organizations in the Lehigh Valley market. Materials will describe the program and include a grant application.

If an organization meets the program criteria and wishes to apply for funding, they will submit a grant application to the HCR ManorCare Foundation.

Grant Decisions

Grant applications will be received and screened for eligibility by the HCR Manor Care Foundation staff.

Eligible grant applications will be compiled and presented to an employee review committee, which will be comprised of 1 representative from front-line staff for each of the Lehigh Valley locations, as well as regional representatives from operations, marketing or human resources.

Prior to meeting to select grant recipients, the employee review committee will be trained on the parameters of the program and how to review grant applications. Service on the employee review committee will provide leadership development opportunities and generate good-will among employee participants because they will be an integral part of guiding community involvement of their location.

The employee review committee will meet to select grant recipients. Following the selection, the HCR Manor Care Foundation will prepare grant award materials and grant payment.

Marketing/Communications

In order to accomplish the objective of demonstrating HCR ManorCare's commitment to its local communities, the program will be marketed at the community level.

- Community Care Fund branding will be developed with the option for local customization through a changeable tag-line.
- Brochures and grant applications will be created and provided to local markets for distribution.
- Media kits, press releases and public promotional event templates with HCR ManorCare Community Care Fund branding will be created for use by the local marketing staff. Marketing opportunities will include print, radio, television and outdoor advertising.
- A website will be established highlighting the program.

Home

Home

Grant Guidelines Summary

Calendar of Events

Sponsored Event Photos

This Month's Featured Event and Employee



Submit Online

Grant Applications

[Click here to submit a grant application online](#)

Corporate Office Charitable Giving

The corporate office charitable event giving program is the vehicle for employees to obtain company support of charitable events in the northwest Ohio community. The program is designed to encourage the participation of a group of employees from the HCR ManorCare corporate office in support of a charitable organization that meets the program mission.

Each organization selected for support through the program will receive up to a \$2,500 donation. The level of support is based on a number of items, including the degree of employee participation and the event budget. Support will also include the opportunity to be highlighted on the HCR ManorCare Gives website, posters, signage, e-mails and T-shirts.

[Grant applications are submitted online](#)

PAGE 1 of 3

Corporate Office Charitable Event Giving Program

Employee Information

Employee ID number ·

First Name ·

Last Name ·

Corporate Office Department ·

Employee's Work Telephone Number ·

Nonprofit Organization Information

Organization Legal Name ·

Also Known As Name

Address ·

City ·

State ·

Zip Code ·

Phone Number

Fax

Organization Email Address

Organization Website Address

Describe the nonprofit organization's mission and work. ·

Event Information

Name of Event ·

PAGE 2 OF 3

Date of Event · Have you ever received company support for this event before? **Team Captain Responsibilities**

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

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

Are you willing to fulfill the duties of team captain? · Do you currently have any team members recruited? · **Further comments/explanation**[Need assistance with this form?](#)

PAGE 3 of 3

Employee Volunteer Grant Application

Employee Contact Information

Employee ID Number ·

First Name ·

Last Name ·

E-mail Address ·

Telephone Number

Mobile Telephone Number

Nonprofit Organization Information

Nonprofit Organization Legal Name ·

Nonprofit Organization Address ·

Nonprofit Organization City ·

Nonprofit Organization State ·

Nonprofit Organization Zip Code ·

Nonprofit Organization Email Address

Nonprofit Organization Telephone

Nonprofit Organization Federal Tax ID Number ·

Please describe the nonprofit's mission and work. ·

Employee Involvement with Nonprofit Organization

On what date did you begin working for this nonprofit organization? ·

Number of volunteer hours within the last 12 months. ·

What program/activity within the nonprofit organization do you volunteer for? ·

PAGE 3 of 4

Do you verify that all of the information provided in this application is accurate? .

Please select

Nonprofit Organization Contact Section

First Name

Last Name

Title

Telephone Number

Email Address

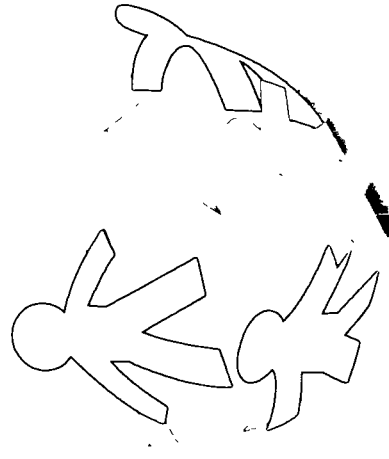
[Need assistance with this form?](#)

PAGE 4 of 4

the BIG PICTURE

HCR ManorCare is committed to enhancing the quality of life in the communities we serve. Our employees demonstrate this commitment when they volunteer their time, talents and energies to non-profit organizations in their communities. HCR ManorCare gives is pleased to recognize these ongoing efforts and to provide a financial resource to non-profit organizations in these communities through the Employee Volunteer Grant Program.

The HCR ManorCare Gives Employee Volunteer Grant Program supports HCR ManorCare employees who make a serious commitment in actively volunteering with non-profit organizations in their communities. Through this program, employees who volunteer may apply for a cash grant in support of the non-profit organizations they assist. The Employee Volunteer Grant Program reaches deep within the communities where our employees live and work by supporting the causes important to them.



supporting
the efforts
of our

EMPLOYEES

HCR ManorCare is committed to enhancing the quality of life in local communities. Through the Employee Volunteer Grant Program, we recognize and financially support the efforts of our employees volunteering their time and talents to local non-profit organizations



EMPLOYEE ELIGIBILITY

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

GRANT AMOUNTS

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

ORGANIZATION ELIGIBILITY

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

ORGANIZATION EXCLUSIONS

Ineligible organizations and programs include:

- a. Programs directly involved with supporting the sacramental ministries or administrative work of religious organizations (religious organizations are eligible if the programs are for secular purposes and are available to and used by the general public)
- b. Professional associations.
- c. Labor organizations
- d. Political and lobbying organizations
- e. Social organizations or other organizations supported by individuals for the benefit of themselves such as bridge clubs, bowling teams, ski clubs, fraternities and athletic teams
- f. Trade organizations
- g. Private foundations
- h. Organizations that represent a conflict of interest for employees or the company, or may involve the company in controversial public issues
- i. Public or private schools for non academic purposes

GRANT DECISIONS

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

- a. Number of grant applications received
- b. Time committed as a volunteer
- c. Nature of volunteer activity
- d. Number of grants employee has received in the past
- e. Length of time employee has been a volunteer with the organization

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

PAGE 2 OF 2



Employee Volunteer — GRANT PROGRAM —

Statement Attached and Made Part of
HCR Manor Care Foundation, Inc.
Form 990-PF – Part XV, Lines 2b, 2c & 2d
For the tax year ended May 31, 2013
FEIN: 52-2031975



GIVING

back to your
community

for more information please call

877.329.9500

or visit our website

hcrives.org



Employee Volunteer — GRANT PROGRAM —

HCR ManorCare.
Hartland • ManorCare • Arden Courts

PO Box 10086

Toledo, OH 43699-0086

(Phone) 877.329.9500

(Fax) 419 754 2290

gives@hcr-manorcare.com

PAGE 2 of 4

SUPPORT

How to Apply

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

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

If you are unable to submit an application online, please contact HCR ManorCare Gives at 877 329 9500 for guidance

Annual application deadline is January 15th.