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 OCT 1, 2012 , and ending SEP 30, 2013

Name of foundation: VERSACARE, INC.

A Employer identification number: 33-0052434

Number and street (or P O box number if mail is not delivered to street address): 4097 TRAIL CREEK ROAD, STE. B

Room/suite

B Telephone number: 951-343-5800

City or town, state, and ZIP code: RIVERSIDE, CA 92505

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 23,518,994.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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).)	(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			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	107,383.	107,383.		STATEMENT 1
4 Dividends and interest from securities	252,231.	252,231.		STATEMENT 2
5a Gross rents	1,373,435.	1,373,435.		STATEMENT 3
b Net rental income or (loss) 1,373,435.				
6a Net gain or (loss) from sale of assets not on line 10	457,839.			
b Gross sales price for all assets on line 6a 5,643,531.				
7 Capital gain net income (from Part IV, line 2)		457,839.		
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)				
11 Other income	243,876.	243,876.		STATEMENT 4
12 **Total** Add lines 1 through 11	2,434,764.	2,434,764.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	25,000.	8,250.		16,750.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 5	24,941.	8,231.		16,710.
b Accounting fees STMT 6	23,595.	7,786.		15,809.
c Other professional fees STMT 7	101,105.	33,364.		67,741.
17 Interest				
18 Taxes STMT 8	21,035.	20,851.		184.
19 Depreciation and depletion	5,570.	0.		
20 Occupancy	18,000.	5,940.		12,060.
21 Travel, conferences, and meetings	34,148.	11,269.		22,879.
22 Printing and publications	257.	85.		172.
23 Other expenses STMT 9	140,273.	46,290.		93,983.
24 **Total operating and administrative expenses.** Add lines 13 through 23	393,924.	142,066.		246,288.
25 Contributions, gifts, grants paid	1,343,950.			1,343,950.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,737,874.	142,066.		1,590,238.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	696,890.			
b **Net investment income** (if negative, enter -0-)		2,292,698.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED MAY 19 2014

OGDEN, UT

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

11070424 787145 LD78441 2012.05070 VERSACARE, INC. LD784411

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,139,149.	3,552,840.	3,552,840.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶	925,290.	0.	0.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 11	100,020.	400,055.	392,405.
	b Investments - corporate stock STMT 12	6,606,861.	7,491,988.	9,457,168.
	c Investments - corporate bonds STMT 13	2,185,676.	1,267,209.	1,279,221.
	11 Investments - land, buildings, and equipment basis ▶ 7,281,721.			
	Less accumulated depreciation STMT 14 ▶ 7,023,588.	258,133.	258,133.	5,626,412.
	12 Investments - mortgage loans			
	13 Investments - other STMT 15	2,967,491.	3,099,131.	3,147,840.
	14 Land, buildings, and equipment: basis ▶ 157,578.			
	Less accumulated depreciation STMT 16 ▶ 150,017.	11,924.	7,561.	-142,456.
	15 Other assets (describe ▶ STATEMENT 17)	78,137.	68,214.	205,564.
	16 **Total assets** (to be completed by all filers)	14,272,681.	16,145,131.	23,518,994.
Liabilities	17 Accounts payable and accrued expenses	11,739.	16,664.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	11,739.	16,664.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	14,260,942.	16,128,467.	
	30 **Total net assets or fund balances**	14,260,942.	16,128,467.	
	31 **Total liabilities and net assets/fund balances**	14,272,681.	16,145,131.	

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	14,260,942.
2	Enter amount from Part I, line 27a	2	696,890.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	1,170,635.
4	Add lines 1, 2, and 3	4	16,128,467.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,128,467.

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	SALE OF SECURITIES - SEE ATTACHMENT #1	P		09/30/13
b	SALE OF SECURITIES - SEE ATTACHMENT #1	P		09/30/13
c	CASH IN LIEU	P		09/30/13
d	ADJUSTMENTS TO GAIN(LOSS) REPORT	P		09/30/13
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	4,087,483.		3,717,419.	370,064.
b	1,556,007.		1,456,673.	99,334.
c	41.			41.
d			11,600.	-11,600.
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(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	
a				370,064.
b				99,334.
c				41.
d				-11,600.
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 — 457,839.

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).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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	1,535,022.	29,406,358.	.052200
2010	1,436,659.	27,433,583.	.052369
2009	1,401,246.	25,455,457.	.055047
2008	1,330,061.	24,116,179.	.055152
2007	1,209,985.	27,663,135.	.043740

2	**Total** of line 1, column (d)	2	.258508
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	.051702
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	27,433,634.
5	Multiply line 4 by line 3	5	1,418,374.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22,927.
7	Add lines 5 and 6	7	1,441,301.
8	Enter qualifying distributions from Part XII, line 4	8	1,590,238.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b			1	22,927.
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	0.
3 Add lines 1 and 2			3	22,927.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	22,927.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	20,034.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	9,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	29,534.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	6,607.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		6,607. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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			
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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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
4a 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? N/A	4b		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, FL			
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)*

			Yes	No
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?	13	X	

Website address ▶ WWW.VERSACARE.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 951-343-5800

Located at ▶ 4097 TRAIL CREEK ROAD, STE. B, RIVERSIDE, CA ZIP+4 ▶ 92505

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 | N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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 ▶ ☐			
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? ☐ Yes ☒ 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.) N/A	2b		
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? ☐ Yes ☒ 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.)* N/A	3b		
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)? ☐ 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)? N/A — 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? N/A ☐ 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 — No: X

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? N/A — 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.

(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 STATEMENT 18		25,000.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CAPITAL ADVISORS INC - 2200 S. UTICA PLACE, STE. 150, TULSA, OK 74110	INVESTMENT FEES	85,596.
REC MANAGEMENT & CONSULTING LLC 201 LEASON COVE DRIVE, LUSBY, MD 20657	MANAGEMENT FEES	58,748.
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 MANAGES TWO SENIOR CITIZEN HOUSING UNITS, LOCATED IN CORONA, CALIFORNIA UNDER HUD AUTHORITY. THE TWO HOUSING UNITS HAVE A TOTAL OF 111 UNITS.	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13,575,468.
b	Average of monthly cash balances	1b	2,394,571.
c	Fair market value of all other assets	1c	11,881,366.
d	**Total** (add lines 1a, b, and c)	1d	27,851,405.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	27,851,405.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	417,771.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,433,634.
6	**Minimum investment return.** Enter 5% of line 5	6	1,371,682.

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	1,371,682.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 22,927.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	22,927.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,348,755.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,348,755.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,348,755.

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	1,590,238.
b	Program-related investments - total from Part IX-B	1b	0.
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	1,590,238.
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	5	22,927.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,567,311.

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				1,348,755.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010 59,681.				
e From 2011 14,979.				
f **Total** of lines 3a through e	74,660.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,590,238.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,348,755.
e Remaining amount distributed out of corpus	241,483.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	316,143.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	316,143.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 59,681.				
d Excess from 2011 14,979.				
e Excess from 2012 241,483.				

Form **990-PF** (2012)

223581
12-05-12

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

1 a 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 ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

NONE

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.

NONE

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:

SEE STATEMENT 19

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

c Any submission deadlines:

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

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*				
SEE ATTACHMENT #2 FOR DETAIL OF GRANTS AND CONTRIBUTIONS PAID	NONE	OTHER PUBLIC CHARITY	VARIOUS	1,343,950.
Total			▶ 3a	1,343,950.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	107,383.	
4 Dividends and interest from securities			14	252,231.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	1,373,435.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	243,876.	
8 Gain or (loss) from sales of assets other than inventory			18	457,839.	
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)		0.		2,434,764.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 2,434,764.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ [signature] 5/8/14 ▶ President ~~CHAIRMAN~~

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
LINDA S. DEVLIN	[signature]	04/24/14		P00074170

Firm's name ▶ AHERN ADCOCK DEVLIN LLP — Firm's EIN ▶ 33-0919055

Firm's address ▶ 2155 CHICAGO AVENUE, SUITE 100
RIVERSIDE, CA 92507 — Phone no. (951) 683-0672

Attachment #1

Versacare Inc
C00807

EIN: 33-0052434

Realized Gain/Loss Report

September 30, 2013

Units	Security Description	Cost	Proceeds	Purchase Date	Sale Date	Short Term Gain/Loss	Long Term Gain/Loss
175	Lockheed Martin	17,299	22,950	04/26/13	09/19/13	5,651	
260	Alerian Mlp Etf	4,551	4,488	05/07/13	09/13/13	(64)	
2,640	Facebook	72,928	116,365	04/10/13	09/13/13	43,437	
100	Lockheed Martin	10,256	12,606	05/07/13	09/13/13	2,350	
20	Lockheed Martin	1,977	2,521	04/26/13	09/13/13	544	
4,400	Te Connectivity	145,833	221,831	08/01/12	09/05/13		75,997
100,000	American Express 7.300% Due 7.300% 08/20/13	112,276	100,000	04/25/11	08/20/13		(12,276)
250,000	Berkshire Hathaway 5 000% 5.000% 08/15/13	260,875	250,000	04/30/09	08/15/13		(10,875)
250,000	Nasdaq Stock Mkt 2.500% Due 2.500% 08/15/13	249,375	250,000	03/25/11	08/15/13		625
7,789.840	Contemporary Healthcare LLC	7,790	7,790	04/10/10	08/12/13		
250,000	Cme Group 5.400% Due 5.400% 08/01/13	268,465	250,000	04/30/09	08/01/13		(18,465)
100,000	Coweta Okla Pub Wks 4.000% 4.000% 08/01/13	100,020	100,000	08/13/09	08/01/13		(20)
4,060	General Electric	76,572	100,696	02/10/12	07/22/13		24,124
7,860	General Electric	137,518	194,943	08/02/11	07/22/13		57,425
100,000	Goldman Sachs 4.750% Due 4 750% 07/15/13	106,398	100,000	04/25/11	07/15/13		(6,398)
0.500	Mallinckrodt Plc	21	21	11/27/12	07/08/13		
1,800	Yum Brands	116,552	129,816	01/08/13	06/12/13	13,263	
170	Hasbro Inc	8,049	7,995	05/07/13	05/28/13	(54)	
320	Hasbro Inc	12,155	15,050	08/15/12	05/28/13	2,895	
11,190	Applied Matls Inc	149,547	167,214	03/29/10	05/15/13		17,666
12,480	Applied Matls Inc	162,144	186,491	02/08/12	05/15/13		24,347
26,385.290	Contemporary Healthcare LLC	26,385	26,385	08/20/10	05/01/13		

Capital Advisors, Inc.

Attachment #1

EIN: 33-0052434

Versacare Inc
C00807

Realized Gain/Loss Report

September 30, 2013

Units	Security Description	Cost	Proceeds	Purchase Date	Sale Date	Short Term Gain/Loss	Long Term Gain/Loss
293	Brookfield Property	6,537	6,254	04/15/13	04/29/13	(283)	
420	Biomed Realty Trust	7,892	9,379	08/15/12	04/26/13	1,487	
140	Hasbro Inc	5,318	6,610	08/15/12	04/26/13	1,292	
4,760	Wells Fargo	138,857	174,110	05/04/11	04/22/13		35,253
2,090	Wells Fargo	51,897	76,448	11/18/11	04/22/13		24,551
0 888	Brookfield Property	20	19	04/15/13	04/16/13		
200,000	Dell 4.700% Due 4.700% 04/15/13	204,498	200,000	06/01/09	04/15/13		(4,498)
370	Regency Ctrs Corp	16,079	19,898	04/09/12	04/15/13		3,820
770	Blackrock	128,464	202,146	11/03/10	04/12/13		73,682
145	Blackrock	22,634	38,066	08/08/11	04/12/13		15,433
3,130	Microsoft	99,449	90,249	03/06/12	04/12/13		(9,201)
5,070	Microsoft	151,197	146,185	06/25/12	04/12/13	(5,012)	
2,950	Broadcom Corp	102,140	101,404	05/13/11	04/10/13		(737)
2,310	Broadcom Corp	70,942	79,404	02/23/10	04/10/13		8,462
790	Bhp Billiton ADR	66,893	55,607	11/03/10	03/19/13		(11,286)
1,170	Bhp Billiton ADR	77,485	82,355	08/01/12	03/19/13	4,869	
535.910	Contemporary Healthcare LLC	536	536	08/20/10	03/15/13		
7,460	Vodafone Group Inc	203,108	185,293	12/15/11	02/22/13		(17,814)
650	Vodafone Group Inc	15,185	16,145	04/14/10	02/22/13		960
5,580	Vodafone Group Inc	99,446	138,597	01/22/09	02/22/13		39,151
850	Gannett Inc Del	12,078	16,869	07/11/12	02/14/13	4,791	
7,770	Chesapeake Energy Corp	139,595	157,962	06/06/12	01/30/13	18,367	
230	Gannett Inc Del	3,268	4,693	07/11/12	01/24/13	1,425	
500	Firstenergy Corp	22,837	19,868	04/09/12	01/18/13	(2,969)	
1,660	Abb Ltd ADR	33,665	34,920	10/27/11	01/16/13		1,255
11,430	Abb Ltd ADR	185,406	240,442	06/21/12	01/16/13	55,036	
840	Bhp Billiton ADR	71,127	65,934	11/03/10	01/08/13		(5,193)

Capital Advisors, Inc.

Attachment #1

EIN: 33-0052434

Versacare Inc
C00807

Realized Gain/Loss Report

September 30, 2013

Units	Security Description	Cost	Proceeds	Purchase Date	Sale Date	Short Term Gain/Loss	Long Term Gain/Loss
400	Nucor Corp	16,483	18,057	04/09/12	01/08/13	1,574	
660	Nyse Euronext	16,675	21,136	11/02/12	12/21/12	4,461	
4,800	Suncor Energy Inc	122,684	157,280	09/23/11	12/21/12		34,596
21,187 400	Contemporary Healthcare LLC	21,187	21,187	04/10/10	12/14/12		
340	Exelon Corp	13,036	10,033	04/09/12	12/14/12	(3,003)	
100,000	American Express Bk 2.350% 2.350% 12/10/12	100,000	100,000	12/03/09	12/10/12		
100,000	Discover Bank 2.350% Due 2.350% 12/10/12	100,000	100,000	12/03/09	12/10/12		
31,140	Nokia Corp ADR Sponsored	169,275	120,872	01/10/12	12/07/12	(48,403)	
3,470	Eaton Corp	131,332	180,112	07/13/12	12/03/12	48,780	
8,900	Intel Corp	200,511	174,124	07/12/11	11/29/12		(26,387)
12,330	Staples Inc	194,248	145,799	04/12/12	11/27/12	(48,449)	
3,090	Analog Devices Inc	97,940	123,567	10/04/11	11/12/12		25,628
930	France Telecom Sponsored	12,999	10,346	04/09/12	11/02/12	(2,653)	
24,420.560	Contemporary Healthcare LLC	24,421	24,421	04/10/10	10/26/12		
	Total Gains					210,223	462,975
	Total Losses					(110,889)	(123,150)
	YEAJE	<30,238>					30,238
	Grand Total	~~5,204,330~~ 5,174,092	5,643,490			99,334	~~339,826~~ 370,064

469,398

Summary:

	Cost	Proceeds	Gain
S/T	1,456,673	1,556,007	99,334
L/T	3,717,419	4,087,483	370,064
Totals	5,174,092	5,643,490	469,398

Capital Advisors, Inc.

VERSACARE, INC. EIN: 33-0052434 FYE: 09-30-2013 ATTACHMENT #2

ORGANIZATION	Purpose of grant	AMOUNT GRANTED	
Advent Source	Family ministries/parenting newsletter & resources	25,000.00	
Adventist Health International	construction in overseas hospitals	60,000.00	
Adventist Southeast Asia Project	transform children's hopeless existence into purpose as they develop into productive citizens and co-workers	13,850.00	
Adventist Theological Seminary of Cuba % Inter American Division	Complete Condo housing for faculty families	30,000.00	
Alumni Awards Foundation	Renaissance Network (education & business)	60,000.00	
ASI	Outreach SDA Ministries	1,000.00	
Ayeyarwady Adventist Seminary (Loma Linda Vietnamesse SDA Church)	Installation of Technology system & Internet Service, for a new IT building in the Ayeyarwady Union Mission in Myanmar	6,400.00	

Big Lake Youth Camp	camp for children ages 7 to 15 years who have experienced a death in their immediate family	10,000.00	
Boys & Girls Clubs of Redlands	boys and girls fitness levels, and integrating these changes within their family structure	10,000.00	
Camp Ida-Haven	for special needs FAMILIES camp for a long weekend to be housed, fed	10,000.00	
Campion Academy	7 part 30-minute TV series for Hope TV, how to use income from the TV/DVDs as ongoing funding for student aid at Campion	20,000.00	
Christian Record Services for the Blind	provide digital audio Bibles and inspirational books to blind adults and teens	30,000.00	
Corona Regional Medical Center Hospice Auxiliary	provides 24/7 spiritual support to all inpatients, emergency patients and staff spiritual needs	1,000.00	
Corona Regional Medical Center Grief/Bereavement Counseling	The Grief counseling sessions consist of students sharing their losses with peers, the feelings they experienced and how the feelings were expressed	7,000.00	
Emmanuel Bible Society	for scholarships for ministerial, teacher and nursing students in Latin America	75,000.00	

Ethiopian Evangelism	build a place of worship; evangelize; distribute Bibles and tracts in Northwest Ethiopia	36,700.00	
ETV Endowment of South Carolina, Inc./Journey Films	to help offset the expenses of travel, editing, post production, distribution and outreach.	15,000.00	
Extreme Mobility Camps, Inc.	adventure packed week for visually impaired youth & young adults	10,000.00	
Focus on Natural Health Education & Comm. Dev., Inc.	Instruct children and youth in gardening and how various fruits and vegetable benefits. classes for the adults on preventing and/or reversing heart disease, type 2 diabetes, cancer, hypertension, high cholesterol, obesity, arthritis, alcohol and smoking cessation classes and cooking	5,000.00	
Fundacion Centro Cristiano Comunitario	provides shoes and uniforms to schoolchildren in the South Region in Dominican Republic.	15,000.00	
God's Helping Hands, Inc. (Life Style Center)	provide training for local and overseas Medical Missionaries.	30,000.00	
Good News TV	self-supporting, volunteer television ministry that broadcasts Adventist programs free to viewers in Phoenix, Arizona.	25,000.00	

Hope Channel/Go Healthy for Good	encouraging viewers to live healthy and reduce their risk for chronic diseases such as obesity, diabetes, heart disease, and cancer.	50,000.00	
ICC (International Children's Care	Children\'s Village in Nicaragua, These funds will provide much needed infrastructure as well as equipment and/or vehicle needed to continue to do this amazing work.	100,000.00	
Impact Ministries, Inc.	to provide funding to produce Revolution, a weekend youth conference to be held May 17-18, 2013	5,000.00	
Inland Temporary Homes	provided temporary shelter and a variety of counseling services aimed at integrating homeless families into the mainstream of society.	20,000.00	
LSU - Center for Conflict Resolution	making the Olweus Bullying Prevention Program survey available to all 900 schools in the NAD and the Olweus Bullying Prevention 101 for Principals on-line course available to all 900 principals of the NAD schools	90,000.00	
LSU- Zapara School of Business	expenses associated with the building, equipping and refurbishing of the Business building, administrative development costs, etc.	10,000.00	
LSU - Center for Research on Adventist Education	assist individual conferences in identifying their unique situational dynamics and influential stakeholder groups to facilitate strategic planning to maximize support	15,000.00	

LSU Enactus	host 25 high school students in a four-day intensive educational experience in creativity, innovation, and product development.	10,000.00	
LSU - The Khirbat Ataruz Project	Excavating and Surveying the Jewish Ritual Baths, Settlements, and Road Systems that Jesus Christ and John the Baptist Visited and Traveled	3,500.00	
Leoni Meadows Christian Camp and Retreat Center	Camp for developmentally disabled camp, ages 10-75	10,000.00	
Loma Linda University (Robotic Surgery)	robotic surgery less pain, less blood loss, less scaring and shorter recovery times.	25,000.00	
Loma Linda University (Dept. of Urology)	This study will address if coffee increases symptoms of OAB and clarify a threshold for symptoms in patients consuming caffeinated beverages	25,000.00	
Miracle Meadows School	Housing for troubled children and for staff housing	50,000.00	
Napa Community SDA Church	to upgrade equipment to resolve the technical challenges that the current bandwidth demands have caused, and to continue to connect today\'s young generation	15,000.00	

Native Ministries Canada	Health Education project	10,000.00	
North American Division Health Ministries	create training and promotional tools that will be used to raise awareness and train Faith Community Nurses.	5,000.00	
Pacific Union College (Pitcairn Islands Study Center)	Center's Director (an unpaid volunteer) greater opportunity to concentrate on accomplishing the mission of the Center and to fund additional publications, research, and communications.	20,000.00	
Pacific Union Conference (teachers sumer training)	A summer program to initiate new principals and to train potential new principals designed for leadership	30,000	
Penn Valley SDA Church	allows caregivers to take care of themselves while leaving their loved one	10,000	
REACH Philadelphia	to empower high-risk youth by establishing a tutoring center in September 2013 that targets the critical subjects of reading and mathematics	15,000.00	

Restore a Child	to build an Adventist academy for orphans and community children, and a vocational training school for boys on the streets.	40,000.00	
Richmond Academy of SDA	expansion of its distance-learning program.	2,500.00	
Rocky Mountain Adventist Healthcare Foundation	eye clinic to improve the health and economy for underserved Peruvians,	30,000.00	
Shae Foundation	to implement a mentorship framework to produce growth in revenue and mission achievement. Includes, the development of formalized training and certification workshops;	15,000.00	
Son Valley Fellowship	To give youth in the community opportunities to learn new skills, To help develop new leaders to expand church outreach, programs and community services	10,000.00	
Southeastern Calif. Conference of SDA	Help to rebuild summer camp after wildfire destroyed the camp	10,000.00	
Spectrum	to enhance technology, and our reporting and editing resources	30,000.00	

Springdale Adventist School	Set up 2 greenhouses, Purchase a walk-in refrigerator, Install electricity, Purchase a small tractor, Purchase a bus to transport the children to school and to purchase a delivery truck	15,000.00	
The Hope of Survivors	reprint the booklet, Understanding Sexual Misconduct Among Spiritual Leaders, in English, website hosting fees for the year, redesign of primary website to include more video/audio presentations and back-end database, and a new exhibit display.	10,000.00	
The Unforgettables Foundation	Supports grieving families who have lost a child and help with the cemetery bill.	10,000 00	
Universidad de Montemorelos, A.C.	Meeting physical and spirtual needs of the young and adults in Montemorelos, Mexico	40,000.00	
Union College Division of Nursing	Supplies for foot clinics, much of the equipment currently in use needs to be replaced	17,000.00	
Walla Walla Univ. Church - Leadout Ministries	To create after school programs, apprenticeships, and monthly mini-camps throughout the year that build literacy, life skills for children, and meaningful learning for local migrant families.	15,000.00	

Walla Walla University (television ministry)	television ministry, and to see how the work can be multiplied to aid the cause of missions	20,000 00	
Water for Life International	drilling 8 wells in small villages around Poptun, Peten, Guatemala.	15,000.00	
Women\'s Healing and Empowerment Network	provide education and awareness on domestic violence and *sexual abuse through conferences*, forums, provide collaboration and networking opportunities for pastors, church leaders and members to address the issue of domestic violence and sexual abuse in a professional, scientific,	30,000.00	
Youth and Family Life Education Institute	Women receive counseling, case management, transportation, basic living skills and assistance for successful reentry into the community, after physical abuse, emotional abuse, mental issues and other societal ills.	20,000.00	
		1,343,950.00	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	107,383.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	107,383.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	252,231.	0.	252,231.
TOTAL TO FM 990-PF, PART I, LN 4	252,231.	0.	252,231.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
2600 SOUTH MAIN STREET, CORONA, CA	1	1,311,272.
MANAGEMENT FEE INCOME	2	62,163.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,373,435.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY & MISC INCOME	1,775.	1,775.	
CONTEMPORARY HEALTH CARE - K-1	242,101.	242,101.	
TOTAL TO FORM 990-PF, PART I, LINE 11	243,876.	243,876.	

FORM 990-PF | LEGAL FEES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	24,941.	8,231.		16,710.
TO FM 990-PF, PG 1, LN 16A	24,941.	8,231.		16,710.

FORM 990-PF | ACCOUNTING FEES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	23,595.	7,786.		15,809.
TO FORM 990-PF, PG 1, LN 16B	23,595.	7,786.		15,809.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	24,213.	7,990.		16,223.
MANAGEMENT & EXEC DIRECTOR FEES	58,892.	19,434.		39,458.
DIRECTORS FEES	1,500.	495.		1,005.
OTHER PROFESSIONAL FEES	16,500.	5,445.		11,055.
TO FORM 990-PF, PG 1, LN 16C	101,105.	33,364.		67,741.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES & LICENSE	275.	91.		184.
EXCISE TAX	20,760.	20,760.		0.
TO FORM 990-PF, PG 1, LN 18	21,035.	20,851.		184.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONTRACT LABOR	23,022.	7,597.		15,425.
GIFTS & PROMOTION	3,093.	1,020.		2,073.
INSURANCE	3,522.	1,162.		2,360.
MISCELLANEOUS	21.	8.		13.
DUES AND SUBSCRIPTION	415.	137.		278.
POSTAGE	1,451.	479.		972.
TECHNOLOGY	12,426.	4,101.		8,325.
CLEANING SERVICE	1,250.	412.		838.
REPAIRS AND MAINTENANCE	391.	129.		262.
INVESTMENT EXPENSE	85,596.	28,247.		57,349.
TELEPHONE	5,222.	1,723.		3,499.
BANK CHARGES	164.	54.		110.
UTILITIES	425.	140.		285.
SUPPLIES	3,275.	1,081.		2,194.
TO FORM 990-PF, PG 1, LN 23	140,273.	46,290.		93,983.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT FROM CORONA COMMUNITY TOWERS INC	1,170,635.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,170,635.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US OBLIGATIONS	X		400,055.	392,405.
TOTAL U.S. GOVERNMENT OBLIGATIONS			400,055.	392,405.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			400,055.	392,405.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	7,491,988.	9,457,168.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,491,988.	9,457,168.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,267,209.	1,279,221.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,267,209.	1,279,221.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND IMPROVEMENTS	662,997.	662,997.	0.
LAND	258,133.	0.	258,133.
BUILDINGS	6,360,591.	6,360,591.	0.
TOTAL TO FM 990-PF, PART II, LN 11	7,281,721.	7,023,588.	258,133.

FORM 990-PF OTHER INVESTMENTS STATEMENT 15

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	3,099,131.	3,147,840.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,099,131.	3,147,840.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 16

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
START UP COST	93,432.	93,432.	0.
ORGANIZATIONAL COST	18,609.	18,609.	0.
FILE CABINETS	1,641.	1,641.	0.
CONFERENCE TABLE	530.	530.	0.
ALARM SYSTEM	260.	260.	0.
CARPETING	5,566.	5,566.	0.
CHAIRS	1,905.	1,905.	0.
CARPETING	614.	614.	0.
DESK	879.	879.	0.
CREDENZA	580.	580.	0.
2 CHAIRS	951.	951.	0.
CANON FAX MACHINE	2,795.	2,795.	0.
XEROX COPIER	14,279.	14,279.	0.
DELL COMPUTER	2,672.	2,672.	0.
PROJECTOR	1,029.	841.	188.
CABINETS (5) & DESKS (2)	3,500.	1,833.	1,667.
GLASS FOR 2 DESKS	836.	417.	419.
COMPUTER	1,007.	704.	303.
CONFERENCE PHONE	491.	210.	281.
DELL COMPUTER	1,129.	245.	884.
DELL COMPUTER	1,129.	301.	828.
DELL COMPUTER	1,128.	301.	827.
LAPTOP	1,408.	329.	1,079.
IPAD	593.	79.	514.
FRONT-DOOR LOCK	615.	44.	571.
TOTAL TO FM 990-PF, PART II, LN 14	157,578.	150,017.	7,561.

FORM 990-PF — OTHER ASSETS — STATEMENT 17

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PAINTINGS	62,650.	62,650.	200,000.
INTEREST RECEIVABLE	15,487.	5,564.	5,564.
TO FORM 990-PF, PART II, LINE 15	78,137.	68,214.	205,564.

FORM 990-PF — PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS — STATEMENT 18

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DEBRA BRILL 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 1.00	2,500.	0.	0.
ELLEN H BRODERSEN, CPA 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	CFO 3.00	2,500.	0.	0.
GEORGE W. BROWN 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 1.00	2,500.	0.	0.
ROBERT E. COY, J.D. 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	PRESIDENT/VICE CHAIRMAN 20.00	2,500.	0.	0.
CHARLES C. SANDEFUR 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	CHAIRMAN 1.00	2,500.	0.	0.
RON M. WISBEY 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	VICE PRESIDENT 4.00	2,500.	0.	0.
MYRNA COSTA 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 1.00	2,500.	0.	0.

RICHARD W.S.PERSHING 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 1.00	2,500.	0.	0.
ROSCOE J. HOWARD, III 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 1.00	2,500.	0.	0.
TOM MACOMBER 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 1.00	2,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		25,000.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 19
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE VERSAFUND
4097 TRAIL CREEK ROAD, SUITE B
RIVERSIDE, CA 92505

TELEPHONE NUMBER

951-343-5800

FORM AND CONTENT OF APPLICATIONS

CALL OR WRITE FOR APPLICATION FORM.

ANY SUBMISSION DEADLINES

APPLICATION AND ACCOMPANYING MATERIALS DUE DECEMBER 31ST. GRANTS ANNOUNCED BY MARCH 15TH.

RESTRICTIONS AND LIMITATIONS ON AWARDS

FUNDING WILL BE CONSIDERED FOR INNOVATIVE MINISTRY IDEAS, ESPECIALLY IN THE AREAS OF CHRISTIAN EDUCATION, YOUTH MINISTRY AND HEALTHCARE.

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property / Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
6	START UP COST							
	102792		.000	16	93,432.		93,432.	0.
7	ORGANIZATIONAL COST							
	102792		.000	16	18,609.		18,609.	0.
8	FILE CABINETS							
	070193	200DB	7.00	17	1,641.		1,641.	0.
9	CONFERENCE TABLE							
	100187	SL	5.00	16	530.		530.	0.
10	ALARM SYSTEM							
	030187	SL	5.00	16	260.		260.	0.
11	CARPETING							
	070190	SL	10.00	16	5,566.		5,566.	0.
12	CHAIRS							
	070190	SL	10.00	16	1,905.		1,905.	0.
13	CARPETING							
	080190	SL	5.00	16	614.		614.	0.
15	DESK							
	070190	SL	15.00	16	879.		879.	0.
16	CREDENZA							
	070190	SL	15.00	16	580.		580.	0.
17	2 CHAIRS							
	100190	SL	15.00	16	951.		951.	0.
18	CANON FAX MACHINE							
	030701	SL	7.00	16	2,795.		2,795.	0.
19	XEROX COPIER							
	101508	SL	5.00	16	14,279.		11,424.	2,855.
20	DELL COMPUTER							
	101508	SL	5.00	16	2,672.		2,136.	536.
21	PROJECTOR							
	090209	SL	5.00	16	1,029.		635.	206.
22	CABINETS (5) & DESKS (2)							
	020210	SL	7.00	16	3,500.		1,333.	500.
23	GLASS FOR 2 DESKS							
	032310	SL	7.00	16	836.		298.	119.
24	COMPUTER							
	032510	SL	5.00	16	1,007.		503.	201.
26	CONFERENCE PHONE							
	020110	SL	7.00	16	491.		140.	70.
27	DELL COMPUTER							
	083112	SL	5.00	16	1,129.		19.	226.
28	DELL COMPUTER							
	053112	SL	5.00	16	1,129.		75.	226.
29	DELL COMPUTER							
	053112	SL	5.00	16	1,128.		75.	226.
30	LAPTOP							
	073012	SL	5.00	16	1,408.		47.	282.
31	IPAD							
	020113	SL	5.00	16	593.			79.
32	FRONT-DOOR LOCK							
	040513	SL	7.00	16	615.			44.
	* TOTAL 990-PF PG 1 DEPR							
					157,578.	0.	144,447.	5,570.

216261 05-01-12 # - Current year section 179 (D) - Asset disposed

Form **8868** (Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions VERSACARE, INC.	Employer identification number (EIN) or 33-0052434
	Number, street, and room or suite no If a P O box, see instructions 4097 TRAIL CREEK ROAD, STE. B	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. RIVERSIDE, CA 92505	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE FOUNDATION 4097 TRAIL CREEK ROAD, STE. B - RIVERSIDE, CA 92505
  Telephone No ▶ 951-343-5800 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until MAY 15, 2014, to file the exempt organization return for the organization named above The extension is for the organization's return for.
▶ [ ] calendar year ______ or
▶ [X] tax year beginning OCT 1, 2012, and ending SEP 30, 2013.

2 If the tax year entered in line 1 is for less than 12 months, check reason. [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 29,534.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 20,034.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 9,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841
01-21-13

11070424 787145 LD78441 2012.05070 VERSACARE, INC. LD784411