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Form **990**
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.

Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047
2013
Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013, 2013, and ending 12-31-2013

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MORNINGSIDE MINISTRIES		D Employer identification number 74-1388420
	Doing Business As		E Telephone number (210) 734-1000
	Number and street (or P O box if mail is not delivered to street address) 700 BABCOCK ROAD	Room/suite	
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO, TX 782012600			G Gross receipts \$ 45,727,165
F Name and address of principal officer ALVIN LOEWENBERG 700 BABCOCK ROAD SAN ANTONIO, TX 782012600			H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: WWW.MMLIVING.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation 1959
			M State of legal domicile TX

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities MISSION AND PURPOSE - THE MISSION OF MORNINGSIDE MINISTRIES IS TO "CARE FOR THOSE WHO CARED FOR US " TO ACCOMPLISH THIS MISSION, MORNINGSIDE PROVIDES ELDERLY PERSONS IN SAN ANTONIO AND SURROUNDING COMMUNITIES WITH PERSONAL CARE IN A RESIDENTIAL SETTING, AS WELL AS LIMITED RECREATIONAL AND CAREGIVER SERVICES TO NON-RESIDENTS MAJOR PROGRAM SERVICES INCLUDE RETIREMENT HOUSING, ASSISTED LIVING SERVICES, MEMORY CARE, SKILLED NURSING CARE, AND REHABILITATION SERVICES MORNINGSIDE OPERATES THREE FACILITIES IN BEXAR AND KENDALL COUNTIES WHICH ARE HOME TO OVER 900 OLDER ADULTS HISTORY AND FOUNDERS - MORNINGSIDE WAS ORIGINALLY FOUNDED IN 1959 BY THE SOUTHWEST TEXAS CONFERENCE OF THE UNITED METHODIST CHURCH DURING THAT SAME YEAR, IT WAS INCORPORATED AS A NONPROFIT ORGANIZATION IN THE STATE OF TEXAS AND RECEIVED ITS FEDERAL IRS 501(C)3 DESIGNATION VERY SOON THEREAFTER, THE METHODIST CHURCH WAS JOINED BY THE EPISCOPAL DIOCESE OF WEST TEXAS AND THE FIRST PRESBYTERIAN CHURCH OF SAN ANTONIO TO HEL		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	16
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	16
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	1,080
	6 Total number of volunteers (estimate if necessary)	6	150
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	39,069,483	39,581,247
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	78,155	91,744
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,038,944	2,803,677
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	42,186,582	42,476,668
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	23,440,625	22,453,760
	16a Professional fundraising fees (Part IX, column (A), line 11e)	250	4,705
	b Total fundraising expenses (Part IX, column (D), line 25) 182,740		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	14,574,312	14,737,205
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	38,015,187	37,195,670
19 Revenue less expenses Subtract line 18 from line 12	4,171,395	5,280,998	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	57,182,691	116,558,029
	22 Net assets or fund balances Subtract line 21 from line 20	12,475,234	66,442,397
		44,707,457	50,115,632

Part II Signature Block

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

Sign Here	***** Signature of officer	2014-10-31 Date
	JOAN DIXON VP OF FINANCE Type or print name and title	

Paid Preparer Use Only	Prnt/Type preparer's name PAUL J FITZGERALD	Preparer's signature	Date 2014-10-31	Check <input type="checkbox"/> if self-employed	PTIN P00034596
	Firm's name PAUL J FITZGERALD PC			Firm's EIN 74-2969628	
	Firm's address 100 NE LOOP 410 STE 960 SAN ANTONIO, TX 78216			Phone no (210) 546-2190	

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission

MISSION AND PURPOSE - THE MISSION OF MORNINGSIDE MINISTRIES IS TO "CARE FOR THOSE WHO CARED FOR US " TO ACCOMPLISH THIS MISSION, MORNINGSIDE PROVIDES ELDERLY PERSONS IN SAN ANTONIO AND SURROUNDING COMMUNITIES WITH PERSONAL CARE IN A RESIDENTIAL SETTING, AS WELL AS LIMITED RECREATIONAL AND CAREGIVER SERVICES TO NON-RESIDENTS MAJOR PROGRAM SERVICES INCLUDE RETIREMENT HOUSING, ASSISTED LIVING SERVICES, MEMORY CARE, SKILLED NURSING CARE, AND REHABILITATION SERVICES MORNINGSIDE OPERATES THREE FACILITIES IN BEXAR AND KENDALL COUNTIES WHICH ARE HOME TO OVER 900 OLDER ADULTS HISTORY AND FOUNDERS - MORNINGSIDE WAS ORIGINALLY FOUNDED IN 1959 BY THE SOUTHWEST TEXAS CONFERENCE OF THE UNITED METHODIST CHURCH DURING THAT SAME YEAR, IT WAS INCORPORATED AS A NONPROFIT ORGANIZATION IN THE STATE OF TEXAS AND RECEIVED ITS FEDERAL IRS 501(C)3 DESIGNATION VERY SOON THEREAFTER, THE METHODIST CHURCH WAS JOINED BY THE EPISCOPAL DIOCESE OF WEST TEXAS AND THE FIRST PRESBYTERIAN CHURCH OF SAN ANTONIO TO HEL

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

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

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

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses \$ 12,272,554 including grants of \$) (Revenue \$ 34,245,745)

NURSING SERVICES - PROVIDES COMPLETE RANGE OF HEALTH SERVICES TO RESIDENTS IN NURSING BEDS AND ASSISTED LIVING RESIDENTIAL RESIDENTS RESIDENTS RECEIVE SKILLED AND INTERMEDIATE NURSING CARE, MEALS, DIETITIAN'S SERVICES, AND A WIDE RANGE OF RECREATIONAL ACTIVITIES IT ALSO INCLUDES A FULL RANGE OF REHABILITATION SERVICES, INCLUDING PHYSICAL, OCCUPATIONAL AND SPEECH THERAPY SPECIALIZED NURSING AND THERAPEUTIC SERVICES ARE AVAILABLE FOR RESIDENTS LIVING WITH ALZHEIMER'S DISEASE OR OTHER DEMENTIA-RELATED DISEASES DURING 2013, 900 RESIDENTS ARE PROVIDED FULL-TIME NURSING CARE, INCLUDING REHABILITATION SERVICES AND MEMORY CARE THESE SERVICES INCLUDE RESIDENTS WHO ARE PRIVATE PAY, MEDICARE, MEDICAID, COVENANT (CHARITY ASSISTANCE) IN ADDITION, MANAGEMENT PROVIDES FACILITIES FOR MEETINGS OF VARIOUS ELDERLY AND HEALTH SERVICE GROUPS IN THE LOCAL COMMUNITY

4b (Code) (Expenses \$ 7,382,061 including grants of \$) (Revenue \$ 17,590)

ENVIRONMENTAL SERVICES - INCLUDES HOUSEKEEPING AND LAUNDRY SERVICES FOR APPROXIMATELY 900 RESIDENTS ALSO INCLUDES THE MAINTENANCE OF THE GROUNDS, BUILDINGS, PLANT AND EQUIPMENT CONNECTED WITH APPROXIMATELY 600,000 SQ FT OF BUILDINGS LOCATED ON THREE SEPARATE CAMPUSES

4c (Code) (Expenses \$ 4,919,311 including grants of \$) (Revenue \$ 155,773)

FOOD SERVICES - PROVIDES DAILY MEALS FOR APPROXIMATELY 900 RESIDENTS FOOD SERVICES INCLUDES SELECTIVE MENUS GIVING RESIDENTS A CHOICE OF MENUS, AND ACCOMMODATES THE NEEDS OF ALL DIET TYPES FROM PUREE, GROUND, SALT, AND CALORIE REGULATED AND ANY OTHER SPECIAL NUTRITION NEEDS OF THE RESIDENTS ON A 24 HOURS BASIS

(Code) (Expenses \$ 5,980,315 including grants of \$) (Revenue \$ 5,162,139)

PART III, LINE 4D, OTHER PROGRAM SERVCIES OTHER PROGRAM SERVICES INCLUDE ANCILLARY SERVICES AND LIFE ENRICHMENT ANCILLARY SERVICES - INCLUDES ENTERAL FEEDING AND OCCUPATIONAL, SPEECH, PHYSICAL AND OTHER THERAPY SERVICES TO THE RESIDENTS AND COMMUNITY ALSO INCLUDES PROVIDING MEETING PLACES FOR VARIOUS LOCAL ELDERLY AND HEALTH SERVICE GROUP'S EDUCATIONAL ACTIVITIES LIFE ENRICHMENT - SERVICES PERFORMED BY SOCIAL WORKERS, CHAPLAIN AND SOCIAL ACTIVITIES STAFF THIS AREA ALSO INCLUDES SERVICES SUCH AS THE BARBER AND BEAUTY SHOPS WHICH ARE PROVIDED AT A NOMINAL CHARGE FOR THE ELDERLY SOCIAL WORKERS, TOGETHER WITH HEALTH SERVICES AND SOCIAL SERVICES STAFFS, EVALUATE THE NEEDS OF THE RESIDENTS AND THEN PLAN AND DESIGN PROGRAMS TO ENHANCE THE DAILY LIVES OF APPROXIMATELY 900 RESIDENTS AS WELL AS THE ELDERLY COMMUNITY AT LARGE THESE INCLUDE RESIDENTS AND FULLY ACTIVE SENIORS THE PROGRAMS ARE ENHANCED BY APPROXIMATELY 20,000 HOURS CONTRIBUTED BY VOLUNTEERS FROM THE COMMUNITY

4d Other program services (Describe in Schedule O)

(Expenses \$ 5,980,315 including grants of \$) (Revenue \$ 5,162,139)

4e Total program service expenses 30,554,241

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?		No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> <input checked="" type="checkbox"/>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> <input checked="" type="checkbox"/>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> <input checked="" type="checkbox"/>		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> <input checked="" type="checkbox"/>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> <input checked="" type="checkbox"/>	Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> <input checked="" type="checkbox"/>	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> <input checked="" type="checkbox"/>		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> <input checked="" type="checkbox"/>	Yes	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> <input checked="" type="checkbox"/>	Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> <input checked="" type="checkbox"/>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> <input checked="" type="checkbox"/>	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	Yes	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 1a 140		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 1b 0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 1,080		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		No
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year. 7d		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12. 10a		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders. 11a		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year. 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. 13a		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. 13b		
13c	Enter the amount of reserves on hand. 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		No

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

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

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 MRS JOAN DIXON 700 BABCOCK ROAD
 SAN ANTONIO, TX 782012600 (210) 734-1172

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

• List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DAVID WAY DIRECTOR	1 00	X					0	0	0	
(2) BILL BALTHROPE DIRECTOR	1 00	X					0	0	0	
(3) TOM BINGHAM DIRECTOR	1 00	X					0	0	0	
(4) DANA A FORGIONE DIRECTOR	1 00	X					0	0	0	
(5) JIM DORFF DIRECTOR	1 00	X					0	0	0	
(6) BUTCH GERFERS DIRECTOR	1 00	X					0	0	0	
(7) MARILYN HARRINGTON DIRECTOR	1 00	X					0	0	0	
(8) FRANCES GARZA-ALVARDO DIRECTOR	1 00	X					0	0	0	
(9) MIKE NOVAK DIRECTOR	1 00	X					0	0	0	
(10) MICHAEL LICHTENSTEIN DIRECTOR	1 00	X					0	0	0	
(11) TREY LITTLE DIRECTOR	1 00	X					0	0	0	
(12) DAVID REED DIRECTOR	1 00	X					0	0	0	
(13) DORCAS SAMPSON DIRECTOR	1 00	X					0	0	0	
(14) DAVID WEST DIRECTOR	1 00	X					0	0	0	
(15) PATRICIA BRIDWELL DIRECTOR	1 00	X					0	0	0	
(16) BOB WEHMEYER DIRECTOR	1 00	X					0	0	0	
(17) ALVIN LOEWENBERG PRESIDENT	40 00			X			236,287	0	43,878	

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) JOAN DIXON VP FINANCE	40 00			X				118,060	0	10,228
(19) LEO CUTCLIFF EVP OPERATIO	40 00					X		145,895	0	2,363
(20) CAROLYN WORTHEN EXECUTIVE DI	40 00					X		126,928	0	5,308
(21) MARIA WELLISCH VP QUALITY A	40 00					X		118,673	0	15,554
(22) SUZANNE HUBER EXECTIVE DIR	40 00					X		113,720	0	2,708
(23) SYLVIA RODARTE VP HUMAN RES	40 00					X		103,650	0	9,747
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								963,213		89,786

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **11**

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
RELIANT PRO REHAB 5212 VILLAGE CREEK PARKWAY PLANO TX 75093	THERAPY SERVICE	2,409,253
INGRAM ROOFING 17430-1 BANDERA ROAD HELOTES TX 78023	CONSTRUCTION	742,927
D2 ARCHITECTURE 2001 NORTH LAMAR ST SUITE 450 DALLAS TX 75202	ARCHITECTURAL	706,392
GREENBRIER DEVELOPMENT 3232 MCKINNEY AVE SUITE 1160 DALLAS TX 75204	CONSULTING	306,307
INTERIOR DESIGN ASSOCIATES INC 618 CHURCH STREET NASHVILLE TN 37219	DESIGN	251,930

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **13**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d					
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f					
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f					
Program Service Revenue			Business Code				
	2a	ROOM AND BOARD	623000	34,245,745	34,245,745		
	b	ANCILLARY SERVICES	623990	4,233,847	4,233,847		
	c	MISCELLANEOUS	623990	663,663	663,663		
	d	BEAUTY SHOP	623990	198,954	198,954		
	e	MEALS	623990	155,773	155,773		
	f	All other program service revenue		83,265	83,265		
	g	Total. Add lines 2a-2f		39,581,247			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		50,494		50,494	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a	(i) Real		(ii) Personal			
		587,486					
		587,486					
		d	Net rental income or (loss)		587,486		587,486
	7a	(i) Securities		(ii) Other			
		373,818		1,294			
		333,200		662			
		40,618		632			
	d	Net gain or (loss)		41,250	41,250		
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18					
	a						
	b	Less direct expenses b					
	c	Net income or (loss) from fundraising events					
	9a	Gross income from gaming activities See Part IV, line 19					
	a						
b	Less direct expenses b						
c	Net income or (loss) from gaming activities						
10a	3,824,027						
	2,916,635						
	c	Net income or (loss) from sales of inventory		907,392	907,392		
Miscellaneous Revenue		Business Code					
11a	BENEFICIAL INTEREST IN MSMF	623990	1,206,799	1,206,799			
b	FUNDRAISING EXP REIMBURSEMENT	623990	60,000	60,000			
c	ADMIN FEE REIMBURSEMENTS	623990	42,000	42,000			
d	All other revenue						
e	Total. Add lines 11a-11d		1,308,799				
12	Total revenue. See Instructions		42,476,668	41,838,688	637,980		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.	408,453		408,453	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.	19,202,338	15,852,981	3,206,600	142,757
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	122,326	99,157	20,314	2,855
9	Other employee benefits.	1,219,791	895,815	319,533	4,443
10	Payroll taxes.	1,500,852	1,216,591	273,340	10,921
11	Fees for services (non-employees)				
a	Management.				
b	Legal.	92,464		92,464	
c	Accounting.	44,849		44,849	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.	4,705			4,705
f	Investment management fees.				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	3,050,499	2,812,107	238,392	
12	Advertising and promotion.	108,828		108,828	
13	Office expenses.	1,619,813	1,271,080	344,907	3,826
14	Information technology.	20,529	20,529		
15	Royalties.				
16	Occupancy.	3,961,147	3,763,223	197,924	
17	Travel.	65,154	140	63,848	1,166
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	47,118	4,066	34,145	8,907
20	Interest.	866,135	866,135		
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	554,424	488,836	65,588	
23	Insurance.	323,805	1,451	322,354	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	FOOD	1,861,302	1,861,302		
b	NURSING SUPPLIES	945,808	945,808		
c	DEVELOPMENT	513,728	15,217	498,511	
d	MEDICAL EXPENSES	355,897	355,897		
e	All other expenses	305,705	83,906	218,639	3,160
25	Total functional expenses. Add lines 1 through 24e.	37,195,670	30,554,241	6,458,689	182,740
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash-non-interest-bearing	2,703,249	1	7,654,416
	2 Savings and temporary cash investments	3,226,063	2	4,375,685
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	3,238,898	4	3,609,760
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	344,562	8	338,726
	9 Prepaid expenses and deferred charges	225,854	9	324,085
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 9,214,601		
	b Less accumulated depreciation	10b 6,510,569	2,854,434	10c 2,704,032
	11 Investments—publicly traded securities	1,099,268	11	1,282,628
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11	42,556,018	13	89,248,236
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	934,345	15	7,020,461
16 Total assets. Add lines 1 through 15 (must equal line 34)	57,182,691	16	116,558,029	
Liabilities	17 Accounts payable and accrued expenses	3,177,307	17	4,432,525
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	49,335,000
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	9,297,927	25	12,674,872
	26 Total liabilities. Add lines 17 through 25	12,475,234	26	66,442,397
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	2,151,439	27	-39,132,604
	28 Temporarily restricted net assets	42,556,018	28	89,248,236
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	44,707,457	33	50,115,632	
34 Total liabilities and net assets/fund balances	57,182,691	34	116,558,029	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	42,476,668
2	Total expenses (must equal Part IX, column (A), line 25)	2	37,195,670
3	Revenue less expenses Subtract line 2 from line 1	3	5,280,998
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	44,707,457
5	Net unrealized gains (losses) on investments	5	127,177
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	50,115,632

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

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

▶ **Attach to Form 990 or Form 990-EZ.** ▶ See separate instructions.
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at**
www.irs.gov/form990.

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
MORNINGSIDE MINISTRIES

Employer identification number
74-1388420

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2012 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	46,666,957	46,167,402	42,827,140	44,863,675	44,714,073	225,239,247
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	46,666,957	46,167,402	42,827,140	44,863,675	44,714,073	225,239,247
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						225,239,247

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	46,666,957	46,167,402	42,827,140	44,863,675	44,714,073	225,239,247
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	361,303	536,758	560,079	651,978	637,980	2,748,098
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	361,303	536,758	560,079	651,978	637,980	2,748,098
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)	47,028,260	46,704,160	43,387,219	45,515,653	45,352,053	227,987,345
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	98.790 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	98.910 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	1.000 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	1.000 %

- 19a 33 1/3% support tests—2013.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization.
- b 33 1/3% support tests—2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization.
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

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

Facts And Circumstances Test

Return Reference

Explanation

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions. Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization MORNINGSIDE MINISTRIES

Employer identification number 74-1388420

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

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

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

Form for Part II Conservation Easements, including questions 1-9 and a table for 'Held at the End of the Year' with rows 2a, 2b, 2c, 2d.

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

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets, including questions 1a, 1b, 2, and 2a, 2b.

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

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

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

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

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	12,287,434	11,695,831	11,772,220	10,801,518	8,999,612
b Contributions	97,449	1,218,984	170,732	151,741	353,722
c Net investment earnings, gains, and losses	1,647,130	-569,484	63,559	1,096,636	1,924,570
d Grants or scholarships					
e Other expenditures for facilities and programs	87,749	57,897	310,680	277,675	476,386
f Administrative expenses					
g End of year balance	13,944,264	12,287,434	11,695,831	11,772,220	10,801,518

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

- a** Board designated or quasi-endowment
 - b** Permanent endowment 100.000 %
 - c** Temporarily restricted endowment
- The percentages in lines 2a, 2b, and 2c should equal 100%

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

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

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

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		8,507,482	5,928,383	2,579,099
e Other		707,119	582,186	124,933
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,704,032

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	

Part XIII Supplemental Information

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

Return Reference	Explanation
SCHEDULE D, PAGE 2, PART V, LINE 4	ENDOWMENT FUNDS ARE INTENDED TO BE USED TO ASSIST WITH THE MORNINGSIDE MINISTRIES COVENANT ASSISTANCE PROGRAM, WHICH ASSISTS INDIGENT RESIDENTS LIVING IN MORNINGSIDE FACILITIES ADDITIONALLY, THE FUNDS ARE TO BE USED TO PROVIDE FOR THE UPKEEP OF THE MORNINGSIDE MEADOWS FACILITY
SCHEDULE D, PAGE 3, PART X	PART X, LINE 2 - THE TEXT OF THE FOOTNOTE TO THE ORGANIZATION'S CONSOLIDATED FINANCIAL STATEMENTS THAT REPORTS THE ORGANIZATION'S LIABILITY FOR UNCERTAIN TAX POSITIONS UNDER FIN 48 (ASC 740) IS AS FOLLOWS THE CORPORATION HAS EVALUATED THE REQUIREMENTS OF FASB ASC TOPIC 740, INCOME TAXES, AND BELIEVES IT DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS TAKEN OR EXPECTED IN ITS INCOME TAX RETURNS ADDITIONALLY, IT HAD NO INTEREST AND PENALTIES RECOGNIZED IN THE STATEMENTS OF ACTIVITIES OR STATEMENTS OF FINANCIAL POSITION TAX YEARS 2010 - 2013 REMAIN SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2013

Open to Public Inspection

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

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

▶ **Attach to Form 990. ▶ See separate instructions.**

▶ **Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.**

Department of the Treasury
Internal Revenue Service

Name of the organization
MORNINGSIDE MINISTRIES

Employer identification number

74-1388420

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|---|---|
| <input type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax idemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

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

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

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

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

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

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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

- a** The organization?
- b** Any related organization?
- If "Yes," to line 5a or 5b, describe in Part III

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

- a** The organization?
- b** Any related organization?
- If "Yes," to line 6a or 6b, describe in Part III

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		No
2		No
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)ALVIN LOEWENBERG PRESIDENT	(i) (ii)	236,287				43,878	280,165	

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II

Also complete this part for any additional information

Return Reference	Explanation
SCHEDULE J, PAGE 1, PART I, LINE 1A	ALL ORDAINED MINISTERS EMPLOYED RECEIVE HOUSING ALLOWANCES AS PART OF THEIR NORMAL COMPENSATION SUBSTANTIATION OF HOUSING EXPENSES OF AN ORDAINED MINISTER ARE NOT REQUIRED TO BE MAINTAINED BY THE EMPLOYER
SCHEDULE J, PAGE 1, PART I, LINE 1B	ALL ORDAINED MINISTERS EMPLOYED RECEIVE HOUSING ALLOWANCES AS PART OF THEIR NORMAL COMPENSATION SUBSTANTIATION OF HOUSING EXPENSES OF AN ORDAINED MINISTER ARE NOT REQUIRED TO BE MAINTAINED BY THE EMPLOYER

**Schedule K
(Form 990)**

Supplemental Information on Tax Exempt Bonds

OMB No 1545-0047

2013

**Open to Public
Inspection**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**

▶ **Attach to Form 990.** ▶ **See separate instructions.**

▶ **Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.**

Department of the Treasury
Internal Revenue Service

Name of the organization
MORNINGSIDE MINISTRIES

Employer identification number

74-1388420

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A NEW HOPE CULTURAL RB SERIES 2013	26-1604618	64542TAJ6	09-19-2013	49,335,000	REFUND OF THE PRIOR	X			X		X

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired				
2 Amount of bonds legally defeased	140,000			
3 Total proceeds of issue	47,699,784			
4 Gross proceeds in reserve funds	4,554,054			
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows	48,622,996			
7 Issuance costs from proceeds	227,220			
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds				
11 Other spent proceeds				
12 Other unspent proceeds				
13 Year of substantial completion	2009			
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X			
15 Were the bonds issued as part of an advance refunding issue?		X		
16 Has the final allocation of proceeds been made?	X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X			

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government								
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government								
6 Total of lines 4 and 5								
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X						

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X						
b Exception to rebate?		X						
c No rebate due?		X						
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X						
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X						
7 Has the organization established written procedures to monitor the requirements of section 148?		X						

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?								

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation
SCHEDULE K - DIFFERENCES IN ISSUE PRICE EXPLANATION	NEW HOPE CULTURAL RB SERIES 2013 DIFFERENCE BETWEEN THE ISSUE PRICE OF 49,335,000 AND THE TOTAL PROCEEDS OF THE ISSUE IN THE AMOUNT OF 47,699,784 IS DUE TO 895,191 IN NET ORIGINAL ISSUE DISCOUNT AND A 740,025 UNDERWRITER'S DISCOUNT
SCHEDULE K - PURPOSE OF ISSUE DESCRIPTION	NEW HOPE CULTURAL RB SERIES 2013 ISSUE OF THE KENDALL COUNTY HEALTH CARE REVENUE BONDS SERIES 2008 REPORTED BY THE RELATED TAX-EXEMPT ORGANIZATION, THE MORNINGSIDE MINISTRIES FOUNDATION, INC

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**

▶ Attach to Form 990 or 990-EZ.

**▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**

2013

**Open to Public
Inspection**

Name of the organization
MORNINGSIDE MINISTRIES

Employer identification number

74-1388420

Return Reference	Explanation	
FORM 990 - ORGANIZATION'S MISSION		<p>MISSION AND PURPOSE - THE MISSION OF MORNINGSIDE MINISTRIES IS TO "CARE FOR THOSE WHO CARE D FOR US " TO ACCOMPLISH THIS MISSION, MORNINGSIDE PROVIDES ELDERLY PERSONS IN SAN ANTONIO AND SURROUNDING COMMUNITIES WITH PERSONAL CARE IN A RESIDENTIAL SETTING, AS WELL AS LIMIT ED RECREATIONAL AND CAREGIVER SERVICES TO NON-RESIDENTS MAJOR PROGRAM SERVICES INCLUDE RE TIREMENT HOUSING, ASSISTED LIVING SERVICES, MEMORY CARE, SKILLED NURSING CARE, AND REHABIL ITATION SERVICES MORNINGSIDE OPERATES THREE FACILITIES IN BEXAR AND KENDALL COUNTIES WHIC H ARE HOME TO OVER 900 OLDER ADULTS HISTORY AND FOUNDERS - MORNINGSIDE WAS ORIGINALLY FOU NDED IN 1959 BY THE SOUTHWEST TEXAS CONFERENCE OF THE UNITED METHODIST CHURCH DURING THAT SAME YEAR, IT WAS INCORPORATED AS A NONPROFIT ORGANIZATION IN THE STATE OF TEXAS AND RECE IVED ITS FEDERAL IRS 501(C)3 DESIGNATION VERY SOON THEREAFTER, THE METHODIST CHURCH WAS J OINED BY THE EPISCOPAL DIOCESE OF WEST TEXAS AND THE FIRST PRESBY TERIAN CHURCH OF SAN ANTO NIO TO HELP PROVIDE CARE TO THE ELDERLY AFTER OVER 50 YEARS OF SERVICES, MORNINGSIDE'S PR IMARY GOAL REMAINS THE SAME TO MEET THE INDIVIDUAL SPIRITUAL, EMOTIONAL, PHYSICAL AND INT ELLECTUAL NEEDS OF OUR RESIDENTS AND THEIR FAMILIES IN A FAITH-BASED ATMOSPHERE MORNINGSI DE IS OPEN TO ALL ELDERLY PERSONS REGARDLESS OF RELIGIOUS FAITH CHARITY CARE FOR THE AGED - AS PART OF ITS MINISTRY, MORNINGSIDE PROVIDES CHARITABLE CARE TO RESIDENTS WHO HAVE OUT LIVED THEIR RESOURCES THE COVENANT ENDOWMENT FUND WAS SPECIFICALLY ESTABLISHED TO PROVIDE FINANCIAL ASSISTANCE TO THOSE RESIDENTS WHO YEARS AFTER MOVING TO MORNINGSIDE FIND THAT T HEY CAN NO LONGER PAY FOR THE SERVICES THEY RECEIVE IN ADDITION, STATE MEDICAID PAYMENTS TO NURSING HOMES ARE SUBSTANTIALLY LOWER THAN THE COST OF THE HIGH-QUALITY NURSING CARE PR OVIDED BY MORNINGSIDE AT ANY ONE TIME, APPROXIMATELY 44% OF MORNINGSIDE'S NURSING BEDS AR E OCCUPIED BY MEDICAID RECIPIENTS IN 2013, MORNINGSIDE PROVIDED APPROXIMATELY 3 8 MILLION OF CHARITABLE CARE TO MORE THAN 230 SENIORS</p> <p>INDEPENDENT LIVING - INDEPENDENT LIVING RESI DENTS COME TO MORNINGSIDE WHEN THEY BEGIN TO EXPERIENCE PROBLEMS MAINTAINING AND MANAGING THEIR HOMES, AS WELL AS DRIVING AN AUTOMOBILE ON THEIR OWN RESIDENTS IN INDEPENDENT LIVIN G ARE PROVIDED APARTMENT AND COTTAGE-TYPE HOUSING, MEALS IN A RESTAURANT-STYLE DINNING ROO MS, HOUSEKEEPING SERVICES, TRANSPORTATION, AND RECREATIONAL ACTIVITIES DURING 2013, APPRO XIMATELY 450 ELDERLY PERSONS LIVED IN MORNINGSIDE'S INDEPENDENT LIVING FACILITIES ASSISTE D LIVING AND MEMORY CARE - RESIDENTS IN ASSISTED LIVING AND MEMORY CARE REQUIRE PERSONAL A SSISTANCE WITH DAILY LIVING ACTIVITIES BECAUSE OF PHYSICAL DEBILITATION OR MEMORY LOSS TH EY ARE PROVIDED THE SAME SERVICES AS THOSE IN INDEPENDENT LIVING, PLUS ASSISTANCE WITH BAT HING, DRESSING, MEALS, LAUNDRY, AND MEDICATION MANAGEMENT DURING 2013, APPROXIMATELY 200 PERSONS RESIDED IN ASSISTED LIVING AND MEMORY CARE FACILITIES SKILLED NURSING CARE -RESID ENTS RECEIVE SKILLED AND INTERMEDIATE NURSING CARE, MEALS, DIETITIAN'S SERVICES, AND A WID E RANGE OF RECREATIONAL ACTIVITIES IT ALSO INCLUDES A FULL RANGE OF REHABILITATION SERVIC ES, INCLUDING PHYSICAL, OCCUPATIONAL AND SPEECH THERAPY SPECIALIZED NURSING AND THERAPEUT IC SERVICES ARE AVAILABE FOR RESIDENTS LIVING WITH ALZHEIMER'S DISEASE OR OTHER DEMENTIA- RELATED DISEASES DURING 2013, APPROXIMATELY 900 RESIDENTS ARE PROVIDED FULL- TIME NURSING CARE, INCLUDING REHABILITATION SERVICES AND MEMORY CARE CHANDLER SENIOR CENTER - FOR OLDE R ADULTS STILL LIVING AT HOME, MORNINGSIDE OPERATES THE CHANDLER SENIOR CENTER, A COMMUNIT Y CENTER THAT FOCUSES ON "HEALTHY AGING " CURRENTLY, THE CHANDLER SENIOR CENTER HAS A MEMB ERSHIP OF APPROXIMATELY 50 PERSONS THE GOAL OF THE COMMUNITY CENTER FOR SENIORS IS TO HEL P OLDER PERSONS TO STAY HEALTHY-BOTH PHYSICALLY AND MENTALLY-AND LIVE INDEPENDENTLY FOR AS LONG AS POSSIBLE OPEN TO ALL PERSONS 55 AND OLDER, COMMUNITY CENTER MEMBERS AND THEIR GU ESTS CAN EAT LUNCH ON ANY WEEKDAY, TAKE PART IN EXERCISE AND NUTRITION CLASSES, ATTEND EDU CATIONAL LECTURES, AND JOIN IN RECREATIONAL ACTIVITIES AT THE CENTER IF NEEDED, MEMBERS C AN RECEIVE SERVICES FROM A LICENSED DIETITIAN OR SOCIAL WORKER AND CONSULT WITH A NURSE OR PHYSICAL THERAPIST IN ADDITION, MEMBERS CAN ALSO PARTICIPATE IN LOCAL CULTURAL AND NATUR E OUTINGS</p> <p>MMLEARN ORG AT MORNINGSIDE MINISTRIES - MMLEARN ORG IS AN ON-SITE, DISTANCE-LEA RNING TRAINING PROGRAM FOR THOSE PROVIDING CARE TO OLDER PERSONS IT IS OPERATED BY THE EL IZABETH MCGOWN CAREGIVER TRAINING INSTITUTE IN SAN ANTONIO A PROGRAM OF MORNINGSIDE MINIST RIES MMLEARN ORG SERVES FAMILIES PROVIDING CARE FOR AN OLDER ADULT AT HOME, CHURCH MEMBER S MINISTERING TO THE NEEDS OF THE ELDERLY IN THEIR COMMUNITIES, AND CERTIFIED AND LICESENS ED HEALTHCARE WORKERS EMPLOYED IN NURSING HOMES AND ASSISTED LIVING FACILITIES, AS WELL AS THOSE INDEPENDENTLY EMPLOYED PROVIDING CARE TO THE AGED IT USES THE MOST UP-TO-DATE DIST ANCE LEARNING TECHNOLOGY TO PROVIDE TRAINING TO CA</p>

Return Reference	Explanation	
	FORM 990 - ORGANIZATION'S MISSION	REGIVERS ATTENDING CLASSES IN PERSON, AS WELL AS TO THOSE VIEWING COURSE INSTRUCTION VIA T HE INTERNET AT OTHER LOCATIONS IN SAN ANTONIO AND SURROUNDING COMMUNITIES DURING 2013, MM LEARN ORG RECEIVED APPROXIMATELY 70,000 WEBSITE VIEWS

Return Reference	Explanation
FORM 990, PAGE 1, PART I, LINE 6	<p>VOLUNTEERS IN THE ORGANIZATION THE AUXILIARY AT MORNINGSIDE MANOR WAS ALREADY ESTABLISHED WHEN MORNINGSIDE OPENED ITS FIRST FACILITY IN 1961 THE AUXILIARY WAS CREATED TO HELP DEFRAY THE COST OF PROVIDING CARE TO RESIDENTS IN NURSING CARE, PROVIDE PERSONAL ATTENTION TO EACH RESIDENT, AND CREATE VOLUNTEER OPPORTUNITIES TO COMMUNITY MEMBERS WANTING TO WORK WITH THE ELDERLY IN NURSING CARE TODAY, THERE ARE 85 VOLUNTEERS IN THE AUXILIARY PROVIDING MORE THAN 6,000 VOLUNTEER HOURS PER YEAR THEY UNDERTAKE A WIDE RANGE OF ACTIVITIES THAT FREE THE NURSING STAFF TO CONCENTRATE ON PATIENT CARE, INCLUDING VISITING WITH RESIDENTS, MAKING ROUNDS WITH "HYDRATION CARTS" TO ENSURE RESIDENTS DRINK PLENTY OF FLUIDS WHICH IS SO CRITICAL TO CONTINUED GOOD HEALTH, AND RUNNING ERRANDS FOR THE RESIDENTS TO NEARBY PHARMACIES, SUPERMARKETS, AND DEPARTMENT STORES VOLUNTEERS ALSO READ TO RESIDENTS WHO CAN NO LONGER HOLD A BOOK OR WHOSE VISION HAS FAILED THEY ALSO HELP LEAD BOARD AND OTHER GAMES FOR RESIDENTS AND ORGANIZE MUSICAL ENTERTAINMENT FOR THEM VOLUNTEERS OPERATE THE "WELCOME WAGON" PRESENTING ALL NEW RESIDENTS WITH A GIFT BAG AND ALSO PREPARE GIFTS FOR RESIDENTS ON THEIR BIRTHDAY, CHRISTMAS OR OTHER SPECIAL OCCASIONS THE AUXILIARY ALSO OPERATES A GIFT SHOP AT THE MANOR THAT IS OPEN TO ALL RESIDENTS, FAMILY MEMBERS, AND EMPLOYEES ALL PROFITS OF THE SHOP ARE DONATED BY THE AUXILIARY TO THE MANOR TO BE USED FOR RENOVATION OF THE FACILITIES, PURCHASE OF NEEDED EQUIPMENT AND FURNITURE, AND TO PURCHASE BOOKS, MATERIALS AND SUPPLIES THAT IMPROVE THE QUALITY OF LIFE FOR RESIDENTS SINCE 1994, THE AUXILIARY HAS DONATED APPROXIMATELY 264,000 IN CASH TO MORNINGSIDE MANOR FROM THE GIFT SHOP PROCEEDS VOLUNTEERS ARE RECRUITED AT AREA CHURCHES, THROUGH PARENT-TEACHER ASSOCIATIONS, FROM PRESENTATIONS MADE BY A SPEAKERS' BUREAU, AND THROUGH REFERRALS MADE BY VOLUNTEERS, RESIDENTS, FAMILY MEMBERS AND EMPLOYEES MOST VOLUNTEERS SPEND MANY YEARS VOLUNTEERING AT MORNINGSIDE WITH MANY LEAVING THE AUXILIARY ONLY AFTER RETIRING OR WHEN THEIR OWN HEALTH FAILS IN ADDITION, HUNDREDS OF OTHER VOLUNTEERS THROUGHOUT THE YEAR PARTICIPATE IN A WIDE VARIETY OF ACTIVITIES AT ALL OF MORNINGSIDE MINISTRIES' THREE CAMPUSES THESE VOLUNTEERS ARE PART OF AN INFORMAL VOLUNTEER PROGRAM WHICH INCLUDES ONE-TIME, SHORT-TERM AND LONG-TERM VOLUNTEER SERVICE PROJECTS WHILE MANY VOLUNTEERS COME AS PART OF A CORPORATE VOLUNTEER PROJECT, CHURCH GROUP, SCOUT TROOP, SCHOOL CLASS OR OTHER ORGANIZED EFFORT, OTHER VOLUNTEERS COME ON THEIR OWN WANTING TO HELP MINISTER TO THE NEEDS OF RESIDENTS VOLUNTEER ACTIVITIES INCLUDE DRIVING RESIDENTS ON ERRANDS OR TO CHURCH, VISITING WITH RESIDENTS, HELPING WITH RECREATION ACTIVITIES, MUSICAL PERFORMANCES, COMPUTER LESSONS AND MANY OTHER ACTIVITIES THESE VOLUNTEERS WORK UNDER THE DIRECTION OF AN ACTIVITIES COORDINATOR ON EACH CAMPUS</p>

Return Reference	Explanation
FORM 990, PAGE 2, PART III, LINE 4A	VARIOUS ELDERLY AND HEALTH SERVICE GROUPS IN THE LOCAL COMMUNITY

Return Reference	Explanation
FORM 990, PAGE 2, PART III, LINE 4D	PART III, LINE 4D, OTHER PROGRAM SERVICES OTHER PROGRAM SERVICES INCLUDE ANCILLARY SERVICES AND LIFE ENRICHMENT ANCILLARY SERVICES - INCLUDES ENTERAL FEEDING AND OCCUPATIONAL, SPEECH, PHYSICAL AND OTHER THERAPY SERVICES TO THE RESIDENTS AND COMMUNITY ALSO INCLUDES PROVIDING MEETING PLACES FOR VARIOUS LOCAL ELDERLY AND HEALTH SERVICE GROUPS EDUCATIONAL ACTIVITIES LIFE ENRICHMENT - SERVICES PERFORMED BY SOCIAL WORKERS, CHAPLAIN AND SOCIAL ACTIVITIES STAFF THIS AREA ALSO INCLUDES SERVICES SUCH AS THE BARBER AND BEAUTY SHOPS WHICH ARE PROVIDED AT A NOMINAL CHARGE FOR THE ELDERLY SOCIAL WORKERS, TOGETHER WITH HEALTH SERVICES AND SOCIAL SERVICES STAFFS, EVALUATE THE NEEDS OF THE RESIDENTS AND THEN PLAN AND DESIGN PROGRAMS TO ENHANCE THE DAILY LIVES OF APPROXIMATELY 900 RESIDENTS AS WELL AS THE ELDERLY COMMUNITY AT LARGE THESE INCLUDE RESIDENTS AND FULLY ACTIVE SENIORS THE PROGRAMS ARE ENHANCED BY APPROXIMATELY 20,000 HOURS CONTRIBUTED BY VOLUNTEERS FROM THE COMMUNITY

Return Reference**Explanation**

FORM 990, PAGE 6, PART VI, LINE 11B

FORM 990 WAS REVIEWED BY THE BOARD OF DIRECTORS

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 12C	EACH YEAR, NEW BOARD MEMBERS SIGN A CONFLICT OF INTEREST STATEMENT WE HAVE SUCH STATEMENTS SIGNED BY EVERY MEMBER OF THE BOARD A NEW STATEMENT IS SIGNED EACH YEAR BY EVERY BOARD MEMBER THE PRESIDENT AND CEO'S OFFICE MONITORS THESE IF THERE IS A CONFLICT OF INTEREST, THE BOARD IS MADE AWARE OF THIS AND THE BOARD MEMBER INVOLVED DOES NOT SPEAK OR VOTE ON THOSE RELATED ISSUES

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 15A	THE PRESIDENT AND CEO'S COMPENSATION IS REVIEWED AND APPROVED ON AN ANNUAL BASIS BY THE EXECUTIVE COMMITTEE. DURING THIS REVIEW THE EXECUTIVE COMMITTEE UTILIZES COMPARABILITY DATA OF OTHER ORGANIZATIONS OF THIS NATURE AND THE RESULTS OF THEIR REVIEW AND DECISIONS ARE FORWARDED TO HUMAN RESOURCES

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC BY REQUEST (WRITTEN OR ORAL) ALSO, THE CONSOLIDATED AUDIT REPORT IS POSTED ON ITS WEBSITE

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

Open to Public Inspection

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
- ▶ Attach to Form 990. ▶ See separate instructions.
- ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization
MORNINGSIDE MINISTRIES

Employer identification number

74-1388420

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) THE MORNINGSIDE MINISTRIES FD INC THE MORNINGSIDE MINISTRIES FD INC 700 BABCOCK ROAD SAN ANTONIO, TX 782012600 74-2927605	FOOTNOTE	TX	501C3	9	NA		No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

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

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

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

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c		No
1d	Yes	
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k	Yes	
1l	Yes	
1m	Yes	
1n	Yes	
1o		No
1p	Yes	
1q	Yes	
1r	Yes	
1s	Yes	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) THE MORNINGSIDE MINISTRIES FD INC THE MORNINGSIDE MINISTRIES FOUNDATION INC	D	54,330,000	AMOUNT GUARANTEED
(2) THE MORNINGSIDE MINISTRIES FD INC THE MORNINGSIDE MINISTRIES FOUNDATION INC	J	1,188,748	CASH PAID
(3) THE MORNINGSIDE MINISTRIES FD INC THE MORNINGSIDE MINISTRIES FOUNDATION INC	P	102,000	CASH RECEIVED

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference**Explanation**

Form **4562**
 Department of the Treasury
 Internal Revenue Service (99)

Depreciation and Amortization
 (Including Information on Listed Property)

OMB No 1545-0172
2013
 Attachment
 Sequence No **179**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return MORNINGSIDE MINISTRIES	Business or activity to which this form relates	Identifying number 74-1388420
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Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	534,411

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	534,411
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A-Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? 24b If "Yes," is the evidence written? 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 26 Property used more than 50% in a qualified business use 27 Property used 50% or less in a qualified business use 28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 29 Add amounts in column (i), line 26 Enter here and on line 7, page 1

Section B-Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles) 31 Total commuting miles driven during the year 32 Total other personal(noncommuting) miles driven 33 Total miles driven during the year Add lines 30 through 32 34 Was the vehicle available for personal use during off-duty hours? 35 Was the vehicle used primarily by a more than 5% owner or related person? 36 Is another vehicle available for personal use?

Section C-Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners 39 Do you treat all use of vehicles by employees as personal use? 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received? 41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs (b) Date amortization begins (c) Amortizable amount (d) Code section (e) Amortization period or percentage (f) Amortization for this year 42 Amortization of costs that begins during your 2013 tax year (see instructions) BOND CLOSINGS COSTS 2013-09-19 2,198,021 149 34 3 17,000 43 Amortization of costs that began before your 2013 tax year 44 Total. Add amounts in column (f) See the instructions for where to report

TY 2013 GeneralDependencySmall**Name:** MORNINGSIDE MINISTRIES**EIN:** 74-1388420**Business Name or Person Name:****Taxpayer Identification Number:****Form, Line or Instruction
Reference:****Regulations Reference:****Description:** GENERAL FOOTNOTE**Attachment Information:** SCHEDULE R, PART II, COLUMN (B) - THE PRIMARY ACTIVITY OF THE MORNINGSIDE MINISTRIES FOUNDATION, INC., A 501(C)(3) ORGANIZATION, IS TO OPERATE ACTIVITIES AND PROGRAMS OF MORNINGSIDE MINISTRIES.