EXTENDED TO AUGUST 15, 2016

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning OCT 1, 2014 , and ending SEP 30, 2015

Name of foundation: VERSACARE, INC.

A Employer identification number: 33-0052434

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

Room/suite:

B Telephone number: 951-343-5800

City or town, state or province, country, and ZIP or foreign postal code: RIVERSIDE, CA 92505

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 33,921,645.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

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

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	162,946.	162,946.		STATEMENT 1
4	Dividends and interest from securities	370,956.	370,956.		STATEMENT 2
5a	Gross rents	1,521,552.	1,521,552.		STATEMENT 3
b	Net rental income or (loss) 1,521,552.				
6a	Net gain or (loss) from sale of assets not on line 10	799,816.			
b	Gross sales price for all assets on line 6a 6,411,987.				
7	Capital gain net income (from Part IV, line 2)		799,816.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	205,014.	205,014.		STATEMENT 4
12	**Total** Add lines 1 through 11	3,060,284.	3,060,284.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	25,000.	8,250.		16,750.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 5	21,457.	7,081.		14,376.
b	Accounting fees STMT 6	50,973.	16,821.		34,152.
c	Other professional fees STMT 7	100,811.	33,268.		68,043.
17	Interest				
18	Taxes STMT 8	55,177.	18,209.		36,968.
19	Depreciation and depletion	2,242.	0.		
20	Occupancy	23,400.	7,722.		15,678.
21	Travel, conferences, and meetings	33,413.	11,026.		22,387.
22	Printing and publications	218.	72.		146.
23	Other expenses STMT 9	172,136.	56,804.		115,331.
24	**Total operating and administrative expenses** Add lines 13 through 23	484,827.	159,253.		323,831.
25	Contributions, gifts, grants paid	1,522,400.			1,522,400.
26	**Total expenses and disbursements.** Add lines 24 and 25	2,007,227.	159,253.		1,846,231.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,053,057.			
b	**Net investment income** (if negative, enter -0-)		2,901,031.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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11-24-14 LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2014)

628

Part II Balance Sheets

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

				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		2,765,814.	1,047,185.	1,047,185.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶	2,546,278.			
		Less: allowance for doubtful accounts ▶	0.	0.	2,546,278.	2,546,278.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 10		400,041.	510,032.	514,323.
	b	Investments - corporate stock STMT 11		9,547,702.	9,305,568.	10,374,679.
	c	Investments - corporate bonds STMT 12		849,018.	250,183.	254,400.
	11	Investments - land, buildings, and equipment basis ▶	7,281,721.			
		Less accumulated depreciation STMT 13▶	7,023,588.	258,133.	258,133.	14,729,000.
	12	Investments - mortgage loans				
	13	Investments - other STMT 14		3,182,757.	4,421,411.	4,247,617.
	14	Land, buildings, and equipment: basis ▶	145,915.			
		Less accumulated depreciation STMT 15▶	141,141.	5,313.	4,774.	4,774.
	15	Other assets (describe ▶ STATEMENT 16)		66,352.	66,039.	203,389.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)		17,075,130.	18,409,603.	33,921,645.
Liabilities	17	Accounts payable and accrued expenses		16,998.	17,204.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 17)		5,680.	286,890.	
	23	**Total liabilities** (add lines 17 through 22)		22,678.	304,094.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31** ▶ ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ ☒				
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		17,052,452.	18,105,509.	
	30	**Total net assets or fund balances**		17,052,452.	18,105,509.	
	31	**Total liabilities and net assets/fund balances**		17,075,130.	18,409,603.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	17,052,452.
2	Enter amount from Part I, line 27a	2	1,053,057.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	18,105,509.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,105,509.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHMENT #2	P		
b	SEE ATTACHMENT #2	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,724,518.		2,799,828.	924,690.
b	2,687,469.		2,812,343.	-124,874.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				924,690.
b				-124,874.
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	799,816.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1,749,906.	33,527,451.	.052193
2012	1,567,311.	27,433,634.	.057131
2011	1,535,022.	29,406,358.	.052200
2010	1,436,659.	27,433,583.	.052369
2009	1,401,246.	25,455,457.	.055047

2	**Total** of line 1, column (d)	2	.268940
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.053788
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	39,781,772.
5	Multiply line 4 by line 3	5	2,139,782.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	29,010.
7	Add lines 5 and 6	7	2,168,792.
8	Enter qualifying distributions from Part XII, line 4	8	1,846,231.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ **(attach copy of letter if necessary-see instructions)** b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			1	58,021.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	58,021.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	58,021.
6 Credits/Payments:				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	54,357.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	47,600.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	101,957.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	43,936.
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 43,936. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, FL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Form **990-PF** (2014)

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.VERSACARE.ORG

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b		X

Form **990-PF** (2014)

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | **7b** | | |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 18		25,000.	0.	0.

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

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

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

Form **990-PF** (2014)

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
CAPITAL ADVISORS INC - 2200 S. UTICA PLACE, STE. 150, TULSA, OK 74110	INVESTMENT FEES	104,015.
REC MANAGEMENT & CONSULTING LLC 201 LEASON COVE DRIVE, LUSBY, MD 20657	MANAGEMENT FEES	62,325.

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 MANAGES ONE SENIOR CITIZEN HOUSING UNIT, LOCATED IN CORONA, CALIFORNIA UNDER HUD AUTHORITY. THE HOUSING UNIT HAS A TOTAL OF 75 UNITS.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	19,067,346.
b	Average of monthly cash balances			1b	1,003,145.
c	Fair market value of all other assets			1c	20,317,095.
d	**Total** (add lines 1a, b, and c)			1d	40,387,586.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	40,387,586.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	605,814.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	39,781,772.
6	**Minimum investment return** Enter 5% of line 5			6	1,989,089.

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

1	Minimum investment return from Part X, line 6			1	1,989,089.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	58,021.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	58,021.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,931,068.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,931,068.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,931,068.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,846,231.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,846,231.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	1,846,231.

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

Form **990-PF** (2014)

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					1,931,068.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				0.	
b Total for prior years: ______, ______, ______			0.		
3 Excess distributions carryover, if any, to 2014:					
a From 2009					
b From 2010	59,681.				
c From 2011	14,979.				
d From 2012	241,483.				
e From 2013	127,056.				
f **Total** of lines 3a through e		443,199.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $	1,846,231.				
a Applied to 2013, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2014 distributable amount					1,846,231.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)		84,837.			84,837.
6 **Enter the net total of each column as indicated below.**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		358,362.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2013. Subtract line 4a from line 2a Taxable amount - see instr.				0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2015** Subtract lines 7 and 8 from line 6a		358,362.			
10 Analysis of line 9:					
a Excess from 2010					
b Excess from 2011					
c Excess from 2012	231,306.				
d Excess from 2013	127,056.				
e Excess from 2014					

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 19

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT #1 FOR DETAIL OF GRANTS AND CONTRIBUTIONS PAID	NONE	OTHER PUBLIC CHARITY	VARIOUS	1,522,400.
Total			▶ 3a	1,522,400.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2014)

423611
11-24-14

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	162,946.	
4 Dividends and interest from securities			14	370,956.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	1,521,552.	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	205,014.	
8 Gain or (loss) from sales of assets other than inventory			18	799,816.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,060,284.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,060,284.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date 8/15/16 — Title PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
ANNE LESSARD	A Lessard ANNE LESSARD	08/12/16		P00532878

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

Firm's address ▶ 1650 IOWA AVENUE, SUITE 200
RIVERSIDE, CA 92507-2406 — Phone no. (951) 683-0672

Form 990-PF (2014)

423622
11-24-14

EIN: 33-0052434

Attachment #2

Realized Gain and Losses
Versacare Inc
September 30, 2015
C00807

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS	PROCEEDS	SHORT TERM	LONG TERM
05/27/10	09/30/15	90,000	Lismed 4.250% Due 09/30/15 4 250% 09/30/15	90,010	90.000		(10)
03/14/14	09/22/15	600	Glaxosmithkline Plc	32,641	23.067		(9,574)
05/28/13	09/22/15	380	Glaxosmithkline Plc	20,391	14,609		(5,782)
06/05/14	09/10/15	570	Hcp Inc	24,170	20,555		(3,615)
08/07/13	09/10/15	630	Hcp Inc	26,489	22,718		(3,771)
08/07/13	09/10/15	450	Hcp Inc	18,919	16,227		(2,692)
10/31/14	09/03/15	866.796	Receivable - Corona Villas	8,668	8,668		
02/27/15	09/02/15	1,910	Exelon Corp	64,701	57,105	(7,596)	
02/26/13	08/27/15	3,790	Capital One Financial	194,935	290.672		95,737
06/04/15	08/24/15	570	Continental Resources Inc	25,749	16.003	(9,746)	
12/03/14	08/24/15	3,200	Continental Resources Inc	131,388	89,841	(41,547)	
04/21/15	08/24/15	5,190	Emerson Elec Co	301,250	239,102	(62,149)	
11/13/14	08/07/15	9,590	Discovery Communications	306,310	263.659	(42.651)	
05/25/10	08/04/15	490	Qualcomm	17,263	31,106		13,843
07/01/10	08/04/15	2,410	Qualcomm	77,621	152,992		75,371
10/31/14	08/04/15	8,617 690	Receivable - Corona Villas	86	86		
10/31/14	08/04/15	853,151 310	Receivable - Corona Villas	8,532	8,532		
09/13/11	07/17/15	4,352.570	Contemporary Healthcare	4,353	4,353		
08/28/13	07/08/15	6,080	Abbott Labs	205,804	301,015		95,211
10/31/14	07/02/15	856,771	Receivable - Corona Villas	8,568	8,568		
10/31/14	06/03/15	851,802	Receivable - Corona Villas	8,518	8.518		
07/10/14	06/02/15	630	Federated Invs Inc	19,006	21,772	2,767	
05/29/14	06/02/15	3,470	Federated Invs Inc	98,501	119,919		21,419
10/16/14	05/21/15	3,150	Altera Corp	100,373	148,070	47,697	
04/10/14	05/20/15	2,750	Pattern Energy Group Inc Cl	78,421	77,400		(1,021)
10/31/14	05/07/15	846,862	Receivable - Corona Villas	8,469	8,469		
11/01/05	05/05/15	0 275	Google Inc Cl C	52	153		101

EIN: 33-0052434

Attachment #2

Realized Gain and Losses
Versacare Inc
September 30, 2015
C00807

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS	PROCEEDS	SHORT TERM	LONG TERM
03/11/08	05/05/15	0 577	Google Inc Cl C	123	321		198
06/22/10	05/05/15	0 132	Google Inc Cl C	32	73		41
04/25/14	04/29/15	250	Amazon	76,580	107,773		31,193
11/21/11	04/29/15	110	Amazon	20,744	47,420		26,676
12/03/12	04/14/15	3,470	Eaton Corp Plc	180,112	237,070		56,958
05/25/10	04/06/15	980	Qualcomm	34,527	66,036		31,509
10/31/14	04/01/15	841,951	Receivable - Corona Villas	8,420	8,420		
06/05/14	03/25/15	810	Paychex	32,832	40,362	7,530	
05/07/13	03/25/15	330	Paychex	12,224	16,444		4,220
04/01/13	03/25/15	370	Paychex	13,386	18,437		5,051
04/09/12	03/25/15	630	Paychex	19,606	31,392		11,786
04/11/14	03/20/15	2,045	Gilead Sciences Inc	137,291	209,235	71,944	
12/05/13	03/20/15	2,460	McDonalds	234,660	239,694		5,034
09/11/09	03/20/15	5,192 442	Tcw Total Return Bond I	52,080	54,001		1,921
07/31/12	03/20/15	229 300	Tcw Total Return Bond I	2,300	2,385		85
08/31/12	03/20/15	228 847	Tcw Total Return Bond I	2,311	2,380		69
09/28/12	03/20/15	226 614	Tcw Total Return Bond I	2,323	2,357		34
10/31/12	03/20/15	227 276	Tcw Total Return Bond I	2,334	2,364		30
11/30/12	03/20/15	205 145	Tcw Total Return Bond I	2,111	2,134		23
12/28/12	03/20/15	206.042	Tcw Total Return Bond I	2,120	2,143		23
01/31/13	03/20/15	195.256	Tcw Total Return Bond I	2,011	2,031		20
02/28/13	03/20/15	196 253	Tcw Total Return Bond I	2,019	2,041		22
03/28/13	03/20/15	185 652	Tcw Total Return Bond I	1,909	1,931		22
04/30/13	03/20/15	173.209	Tcw Total Return Bond I	1,796	1,801		5
05/31/13	03/20/15	176 042	Tcw Total Return Bond I	1,803	1,831		28
10/31/13	03/20/15	169.097	Tcw Total Return Bond I	1,713	1,759		46
11/01/13	03/20/15	169.431	Tcw Total Return Bond I	1,713	1,762		49
11/29/13	03/20/15	145.873	Tcw Total Return Bond I	1,473	1.517		44

EIN: 33-0052434

Attachment #2

Realized Gain and Losses
Versacare Inc
September 30, 2015

C00807

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS	PROCEEDS	SHORT TERM	LONG TERM
12/30/13	03/20/15	147 328	Tcw Total Return Bond I	1,478	1,532		55
01/31/14	03/20/15	133.985	Tcw Total Return Bond I	1,359	1,393		35
02/28/14	03/20/15	107 372	Tcw Total Return Bond I	1,090	1,117		27
03/31/14	03/20/15	108 139	Tcw Total Return Bond I	1,092	1,125	32	
04/30/14	03/20/15	102.735	Tcw Total Return Bond I	1,045	1,068	24	
05/30/14	03/20/15	97 091	Tcw Total Return Bond I	997	1,010	13	
06/30/14	03/20/15	94 848	Tcw Total Return Bond I	974	986	12	
07/31/14	03/20/15	92 681	Tcw Total Return Bond I	951	964	13	
08/29/14	03/20/15	92 492	Tcw Total Return Bond I	953	962	9	
09/30/14	03/20/15	93.024	Tcw Total Return Bond I	954	967	13	
10/31/14	03/20/15	92 745	Tcw Total Return Bond I	956	965	8	
11/28/14	03/20/15	92 467	Tcw Total Return Bond I	958	962	4	
12/30/14	03/20/15	152.025	Tcw Total Return Bond I	1,566	1,581	15	
12/30/14	03/20/15	44 136	Tcw Total Return Bond I	455	459	4	
12/30/14	03/20/15	93 177	Tcw Total Return Bond I	960	969	9	
01/30/15	03/20/15	85.236	Tcw Total Return Bond I	889	886	(3)	
02/27/15	03/20/15	86 040	Tcw Total Return Bond I	891	895	4	
11/18/11	03/20/15	4.000	Wells Fargo	99,324	224,428		125,104
10/31/14	03/03/15	837.068	Receivable - Corona Villas	8,371	8,371		
02/06/14	02/19/15	1.160	Kraft Foods Group Inc	59,747	74.704		14,957
07/10/14	02/11/15	250	B P Plc ADR	12,903	9,989	(2,914)	
06/05/14	02/11/15	280	B P Plc ADR	14,109	11,187	(2,922)	
04/01/14	02/11/15	350	B P Plc ADR	16,930	13,984	(2,947)	
04/11/14	02/11/15	360	B P Plc ADR	17,220	14,383	(2,836)	
03/14/14	02/11/15	1,000	B P Plc ADR	47,648	39,954	(7,694)	
11/15/13	02/11/15	720	B P Plc ADR	33,963	28,767		(5,196)
10/31/14	02/03/15	832.213	Receivable - Corona Villas	8,322	8,322		
01/05/15	01/30/15	8,680	Whiting Petroleum Corp	256,922	262,385	5,463	

EIN: 33-005

Attachment #2

Realized Gain and Losses
Versacare Inc
September 30, 2015
C00807

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS	PROCEEDS	SHORT TERM	LONG TERM
06/05/14	01/21/15	250	Pattern Energy Group Inc Cl	7,571	6,875	(697)	
04/10/14	01/21/15	640	Pattern Energy Group Inc Cl	18,251	17,599	(651)	
05/07/13	01/20/15	360	Biomed Realty Trust	8,183	8,643		460
06/05/14	01/20/15	450	Biomed Realty Trust	10,042	10,804	762	
04/01/13	01/20/15	1,660	Biomed Realty Trust	33,912	39,854		5,942
03/14/14	01/20/15	340	Biomed Realty Trust	6,886	8,163	1,277	
04/01/14	01/20/15	520	Kraft Foods Group Inc	29,084	34,195	5,111	
03/14/14	01/20/15	300	Kraft Foods Group Inc	16,678	19,728	3,050	
02/06/14	01/20/15	140	Kraft Foods Group Inc	7,211	9,206	1,995	
06/05/14	01/08/15	1,750	Bgc Partners	12,444	15,427	2,983	
04/01/14	01/08/15	1,000	Bgc Partners	6,993	8,815	1,823	
04/11/14	01/08/15	1,780	Bgc Partners	12,172	15,692	3,519	
03/14/14	01/08/15	1,200	Bgc Partners	8,000	10,579	2,579	
11/04/13	01/08/15	3,020	Bgc Partners	16,244	26,623		10,378
10/31/14	01/06/15	827,387	Receivable - Corona Villas	8,274	8,274		
08/27/14	01/05/15	750	Paychex	31,385	35,040	3,655	
06/05/14	01/05/15	90	Paychex	3,648	4,205	557	
04/22/14	12/23/14	4,210	General Electric	112,531	108,875	(3,657)	
08/02/11	12/23/14	620	General Electric	10,847	16,034		5,186
07/10/14	12/18/14	1,260	Alerian Mlp Etf	23,581	21,964	(1,617)	
06/05/14	12/18/14	1,330	Alerian Mlp Etf	24,500	23,185	(1,315)	
04/01/14	12/18/14	1,000	Alerian Mlp Etf	17,784	17,432	(352)	
04/01/13	12/18/14	1,520	Alerian Mlp Etf	26,879	26,497		(382)
05/07/13	12/18/14	570	Alerian Mlp Etf	9,978	9,936		(41)
03/14/14	12/18/14	1,000	Alerian Mlp Etf	17,458	17,432	(26)	
04/09/12	12/18/14	1,580	Alerian Mlp Etf	26,124	27,543		1,418
11/21/14	12/18/14	12,600	Denbury Res Inc New	126,960	96,931	(30,029)	
02/21/13	12/11/14	1,935	Costco Wholesale	195,071	273,926		78,855

EIN : 33-0052434

Attachment #2

Realized Gain and Losses
Versacare Inc
September 30, 2015
C00807

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS	PROCEEDS	SHORT TERM	LONG TERM
09/22/11	12/11/14	1,365	Fedex Corp	90,154	242,898		152,744
06/02/11	12/02/14	200,000	Cit Bank 1 5500% Due 1.550% 12/02/14	199,600	200,000		400
12/27/11	12/01/14	810	National Oilwell Varco	49,620	53.562		3,943
02/07/13	12/01/14	220	National Oilwell Varco	13,305	14,548		1,242
04/18/13	12/01/14	2.380	National Oilwell Varco	138,102	157,381		19,279
02/12/14	11/25/14	4.210	AT&T	138,769	146,123	7,354	
08/09/10	11/25/14	1.910	AT&T	51,343	66,294		14,951
10/13/08	11/25/14	3,990	AT&T	95,701	138,488		42,787
04/01/14	11/21/14	730	Meridian Bioscience Inc	15,827	11,612	(4.215)	
03/14/14	11/21/14	500	Meridian Bioscience Inc	10,741	7,953	(2,788)	
03/05/14	11/21/14	2,040	Meridian Bioscience Inc	42,378	32,450	(9,928)	
06/05/14	11/21/14	2,100	Meridian Bioscience Inc	43,037	33.404	(9.633)	
07/10/14	11/21/14	2,190	Meridian Bioscience Inc	44,596	34,836	(9.760)	
01/06/14	11/07/14	3,360	Generac Holdings	187,630	139,884	(47.745)	
01/06/14	10/21/14	5.900	Coca Cola	237,619	239,460	1,840	
02/04/14	10/21/14	2,680	Coca Cola	100,294	108,772	8.477	
			Cash in Lieu		2245		2245
			TOTAL GAINS			180,543	956,773
			TOTAL LOSSES			(305,417)	(32,084)
			GRAND TOTAL	5,612,171	6411,987	(124,874)	924,689
			S/T	2,812,343	2,687,469		
			L/T	2,799,828	3724,518		

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	162,946.	162,946.	
TOTAL TO PART I, LINE 3	162,946.	162,946.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	370,956.	0.	370,956.	370,956.	
TO PART I, LINE 4	370,956.	0.	370,956.	370,956.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
2600 SOUTH MAIN STREET, CORONA, CA	1	1,521,552.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,521,552.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CONTEMPORARY HEALTH CARE - K-1	203,636.	203,636.	
ROYALTY INCOME	1,378.	1,378.	
TOTAL TO FORM 990-PF, PART I, LINE 11	205,014.	205,014.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	21,457.	7,081.		14,376.
TO FM 990-PF, PG 1, LN 16A	21,457.	7,081.		14,376.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	50,973.	16,821.		34,152.
TO FORM 990-PF, PG 1, LN 16B	50,973.	16,821.		34,152.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	27,232.	8,987.		18,745.
MANAGEMENT & EXEC DIRECTOR FEES	62,479.	20,618.		41,861.
CONSULTING FEES - TECH	11,100.	3,663.		7,437.
TO FORM 990-PF, PG 1, LN 16C	100,811.	33,268.		68,043.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES & LICENSE	360.	119.		241.
EXCISE TAX	54,160.	17,873.		36,287.
OTHER TAXES	657.	217.		440.
TO FORM 990-PF, PG 1, LN 18	55,177.	18,209.		36,968.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONTRACT LABOR	41,238.	13,608.		27,629.
GIFTS & PROMOTION	3,560.	1,175.		2,385.
INSURANCE	4,172.	1,377.		2,795.
DUES AND SUBSCRIPTION	210.	69.		141.
POSTAGE	1,506.	497.		1,009.
TECHNOLOGY	5,275.	1,740.		3,534.
CLEANING SERVICE	1,671.	551.		1,120.
REPAIRS AND MAINTENANCE	312.	103.		209.
INVESTMENT EXPENSE	104,015.	34,325.		69,690.
TELEPHONE	5,290.	1,746.		3,544.
BANK CHARGES	90.	30.		60.
UTILITIES	446.	147.		299.
SUPPLIES	2,738.	904.		1,835.
BOARD MEETINGS & MEALS	1,613.	532.		1,081.
TO FORM 990-PF, PG 1, LN 23	172,136.	56,804.		115,331.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US OBLIGATIONS	X		510,032.	514,323.
TOTAL U.S. GOVERNMENT OBLIGATIONS			510,032.	514,323.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			510,032.	514,323.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	9,305,568.	10,374,679.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,305,568.	10,374,679.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	250,183.	254,400.
TOTAL TO FORM 990-PF, PART II, LINE 10C	250,183.	254,400.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 13

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

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	4,421,411.	4,247,617.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,421,411.	4,247,617.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 15

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
START UP COST	93,432.	93,432.	0.
ORGANIZATIONAL COST	18,609.	18,609.	0.
FILE CABINETS	1,641.	1,641.	0.
CONFERENCE TABLE	530.	530.	0.
CHAIRS	1,905.	1,905.	0.
2 CHAIRS	951.	951.	0.
XEROX COPIER	14,279.	14,279.	0.
PROJECTOR	1,029.	1,029.	0.
CABINETS (5) & DESKS (2)	3,500.	2,836.	664.
GLASS FOR 2 DESKS	836.	655.	181.
COMPUTER	1,007.	1,007.	0.
CONFERENCE PHONE	491.	350.	141.
DELL COMPUTER	1,129.	697.	432.
DELL COMPUTER	1,129.	753.	376.
DELL COMPUTER	1,128.	753.	375.
LAPTOP	1,408.	893.	515.
IPAD	593.	317.	276.
FRONT-DOOR LOCK	615.	220.	395.
COMPUTER SYSTEM FOR R. COY	1,703.	284.	1,419.
TOTAL TO FM 990-PF, PART II, LN 14	145,915.	141,141.	4,774.

FORM 990-PF OTHER ASSETS STATEMENT 16

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PAINTINGS	62,650.	62,650.	200,000.
INTEREST RECEIVABLE	3,702.	3,389.	3,389.
TO FORM 990-PF, PART II, LINE 15	66,352.	66,039.	203,389.

FORM 990-PF OTHER LIABILITIES STATEMENT 17

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
EXCISE TAX PAYABLE	5,680.	0.
REPLACEMENT FUND RESERVE	0.	286,890.
TOTAL TO FORM 990-PF, PART II, LINE 22	5,680.	286,890.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DEBRA BRILL 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 2.00	2,500.	0.	0.
ELLEN H BRODERSEN, CPA 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	TREASURER 4.20	2,500.	0.	0.
GEORGE W. BROWN 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 2.30	2,500.	0.	0.
ROBERT E. COY, J.D. 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	PRESIDENT/VICE CHAIRMAN 20.00	2,500.	0.	0.
CHARLES C. SANDEFUR 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	CHAIRMAN 2.00	2,500.	0.	0.
RON M. WISBEY 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	VICE PRESIDENT 12.30	2,500.	0.	0.
MYRNA COSTA 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 2.00	2,500.	0.	0.
RICHARD W.S.PERSHING 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 2.00	2,500.	0.	0.

ROSCOE J. HOWARD, III 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 2.40	2,500.	0.	0.
TOM MACOMBER 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	SECRETARY 3.00	2,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		25,000.	0.	0.

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

951-343-5800

FORM AND CONTENT OF APPLICATIONS

CALL OR WRITE FOR APPLICATION FORM.

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

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

Asset Number	Description of property	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
6	START UP COST	102792		.000	16	93,432.		93,432.	0.
7	ORGANIZATIONAL COST	102792		.000	16	18,609.		18,609.	0.
8	FILE CABINETS	070193	200DB	7.00	17	1,641.		1,641.	0.
9	CONFERENCE TABLE	100187	SL	5.00	16	530.		530.	0.
12	CHAIRS	070190	SL	10.00	16	1,905.		1,905.	0.
17	2 CHAIRS	100190	SL	15.00	16	951.		951.	0.
19	XEROX COPIER	101508	SL	5.00	16	14,279.		14,279.	0.
21	PROJECTOR	090209	SL	5.00	16	1,029.		1,029.	0.
22	CABINETS (5) & DESKS (2)	020210	SL	7.00	16	3,500.		2,336.	500.
23	GLASS FOR 2 DESKS	032310	SL	7.00	16	836.		536.	119.
24	COMPUTER	032510	SL	5.00	16	1,007.		905.	102.
26	CONFERENCE PHONE	020110	SL	7.00	16	491.		280.	70.
27	DELL COMPUTER	083112	SL	5.00	16	1,129.		471.	226.
28	DELL COMPUTER	053112	SL	5.00	16	1,129.		527.	226.
29	DELL COMPUTER	053112	SL	5.00	16	1,128.		527.	226.
30	LAPTOP	073012	SL	5.00	16	1,408.		611.	282.
31	IPAD	020113	SL	5.00	16	593.		198.	119.
32	FRONT-DOOR LOCK	040513	SL	7.00	16	615.		132.	88.
34	COMPUTER SYSTEM FOR R. COY	120114	SL	5.00	16	1,703.			284.
	* TOTAL 990-PF PG 1 DEPR					145,915.	0.	138,899.	2,242.

416261
05-01-14

\# - Current year section 179 (D) - Asset disposed