EXTENDED TO MAY 15, 2017

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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning OCT 1, 2015 , and ending SEP 30, 2016

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 36,237,367.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	203,410.	203,410.		STATEMENT 1
	4 Dividends and interest from securities	354,350.	354,350.		STATEMENT 2
	5a Gross rents	1,567,124.	1,567,124.		STATEMENT 3
	b Net rental income or (loss) 1,567,124.				
	6a Net gain or (loss) from sale of assets not on line 10	-310,677.			
	b Gross sales price for all assets on line 6a 5,704,107.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	278,993.	278,993.		STATEMENT 4
	12 **Total**. Add lines 1 through 11	2,093,200.	2,403,877.		
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	34,577.	11,410.		23,167.
	b Accounting fees STMT 6	21,222.	7,003.		14,219.
	c Other professional fees STMT 7	93,722.	30,929.		62,794.
	17 Interest				
	18 Taxes STMT 8	83,069.	27,413.		55,656.
	19 Depreciation and depletion	2,197.	0.		
	20 Occupancy	25,200.	8,316.		16,884.
	21 Travel, conferences, and meetings	43,004.	14,191.		28,813.
	22 Printing and publications				
	23 Other expenses STMT 9	203,590.	67,184.		136,405.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	531,581.	174,696.		354,688.
	25 Contributions, gifts, grants paid	1,455,200.			1,455,200.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,986,781.	174,696.		1,809,888.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	106,419.			
	b **Net investment income** (if negative, enter -0-)		2,229,181.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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523501 11-24-15 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2015)

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	1,047,185.	2,028,156.	2,028,156.
	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 ▶ 2,443,771.			
	Less: allowance for doubtful accounts ▶ 0.	2,546,278.	2,443,771.	2,443,771.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 10	510,032.	662,682.	668,148.
	b Investments - corporate stock STMT 11	9,305,568.	8,443,130.	11,484,187.
	c Investments - corporate bonds STMT 12	250,183.	250,121.	253,588.
	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	4,421,411.	4,350,104.	4,402,247.
	14 Land, buildings, and equipment: basis ▶ 145,915.			
	Less accumulated depreciation STMT 15▶ 143,338.	4,774.	2,577.	2,577.
	15 Other assets (describe ▶ STATEMENT 16)	66,039.	88,343.	225,693.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	18,409,603.	18,527,017.	36,237,367.
Liabilities	17 Accounts payable and accrued expenses	17,204.	27,137.	
	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)	286,890.	287,952.	
	23 **Total liabilities** (add lines 17 through 22)	304,094.	315,089.	
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 ▶ X 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	18,105,509.	18,211,928.	
	30 **Total net assets or fund balances**	18,105,509.	18,211,928.	
	31 **Total liabilities and net assets/fund balances**	18,409,603.	18,527,017.	

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	18,105,509.
2	Enter amount from Part I, line 27a	2	106,419.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	18,211,928.
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	18,211,928.

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 SCHEDULE ATTACHMENT #2	P		
b	SEE SCHEDULE 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	2,646,297.		2,616,002.	30,295.
b	3,057,810.		3,398,782.	-340,972.
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				30,295.
b				-340,972.
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 -310,677.

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))
2014	1,846,231.	39,781,772.	.046409
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

2	**Total** of line 1, column (d)	2	.260302
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	.052060
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	37,282,425.
5	Multiply line 4 by line 3	5	1,940,923.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22,292.
7	Add lines 5 and 6	7	1,963,215.
8	Enter qualifying distributions from Part XII, line 4	8	1,809,888.

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		1	44,584.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	44,584.
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	44,584.
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 58,936.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	58,936.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	1.
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	14,351.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 14,351. **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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ WWW.VERSACARE.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 951-343-5800
Located at ▶ 4097 TRAIL CREEK ROAD, STE. B, RIVERSIDE, CA ZIP+4 ▶ 92505

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2015, 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. 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.

			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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015.)* 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 2015?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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** No: X

If "Yes" to 6b, file Form 8870.

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

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

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CAPITAL ADVISORS INC - 2200 S. UTICA PLACE, STE. 150, TULSA, OK 74110	INVESTMENT FEES	117,113.
REC MANAGEMENT & CONSULTING LLC 201 LEASON COVE DRIVE, LUSBY, MD 20657	MANAGEMENT FEES	64,195.
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.

Form **990-PF** (2015)

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	18,456,911.
b	Average of monthly cash balances		1b	1,704,274.
c	Fair market value of all other assets		1c	17,688,993.
d	**Total** (add lines 1a, b, and c)		1d	37,850,178.
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	37,850,178.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	567,753.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	37,282,425.
6	**Minimum investment return.** Enter 5% of line 5		6	1,864,121.

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	1,864,121.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 44,584.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	44,584.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,819,537.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,819,537.
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	1,819,537.

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	1,809,888.
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	1,809,888.
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	1,809,888.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					1,819,537.
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2015:					
a From 2010					
b From 2011					
c From 2012	231,306.				
d From 2013	127,056.				
e From 2014					
f **Total** of lines 3a through e		358,362.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 1,809,888.					
a Applied to 2014, 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 2015 distributable amount					1,809,888.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)		9,649.			9,649.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		348,713.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016					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 2010 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		348,713.			
10 Analysis of line 9:					
a Excess from 2011					
b Excess from 2012	221,657.				
c Excess from 2013	127,056.				
d Excess from 2014					
e Excess from 2015					

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(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	1,455,200.
Total			▶ 3a	1,455,200.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	203,410.	
4 Dividends and interest from securities			14	354,350.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	1,567,124.	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	278,993.	
8 Gain or (loss) from sales of assets other than inventory			18	-310,677.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,093,200.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,093,200.

(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

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

Signature of officer or trustee | Date 3/14/17 | Title PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LINDA DEVLIN	LINDA DEVLIN	03/10/17		P00074170

Firm's name ▶ SINGERLEWAK LLP — Firm's EIN ▶ 95-2302617

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

VERSACARE, INC FEIN 33-0052434 -- Grants Paid FYE 09-30-2016		Attachment #1
ORGANIZATION	PURPOSE OF GRANT	AMOUNT GRANTED
ACTION, INC.	The funds received would allow the radio station to operate in 2016 and bring the good news of Jesus to our local community through the following programming: RELIGIOUS PROGRAMMING:	5,000.00
AdventSource	Create an interactive app where pastors can 'assign' the child to discover what the Bible says about the subject they are going to talk about next by going to the Baptismal preparation app (working name). This app will include video, educational games and other learning activities that will encourage kids to dig deeper. The app will also give the pastor tools he/she can use the next time they meet with the child.	16,500.00
Adventist Health International (AHI)	Chalala project in Zambia, renovating the dental unit in Blantyre, Malawi, and for equipment at HAVA in Honduras.	$100,000.00
Alumni Awards Foundation	AAF works with the school, implementing sound business principles, while simultaneously meeting objectives for spiritual and academic excellence. A "School Enhancement Plan" focusing on the greatest needs of the institution is developed	50,000.00
AMISTAD INTERNATIONAL	an orphanage in Zimbabwe caring for orphaned, dumped, sexually abused and HIV children brought by government social service agencies.	20,000.00
ARMONA UNION ACADEMY	Buy and install smart boards in the elementary classrooms and some high school classrooms	10,000.00
ASAP MINISTRIES, INC.	a facility 3x's larger, to accommodate all applicable graduates, 2) tools and library resources to teach four vocations instead of two, and 3) clean water and recycling systems (currently, drinking water is bought and trash is burned).	15,000.00
ASI	Promotes small business organizations in maintaining integrity and the respect of God in the marketplace.	1,000.00

ATLANTA NORTH SCHOOL OF SDA'S	convert three more classrooms where Chromebook technology will be part of all aspects of the daily curriculum	10,000.00
BETHEL ELEMENTARY SDA SCHOOL	present library and convert it into a research lab • Install 15 Computers • Install a central computer command for the instructor to control all student computers. • Install printing facility for students complete work • Install computer virus prevention/ system clear and reboot after each session.	10,000.00
BIG LAKE YOUTH CAMP	to empower and equip youth who have experienced great loss to succeed in their lives. Our goal is to provide grieving children with needed support in the midst of their loss and give them needed tools and resources to continue processing their grief.	10,000.00
BOYS & GIRLS CLUBS OF GREATER REDLANDS-RIVERSIDE	teaches youth habits that prevent and counteract major health problems, such as obesity, poor nutrition, and juvenile diabetes. It uses a holistic approach -- Body, Mind and Soul -- to teach kids how to live healthy. - "Body" addresses lack of exercise	10,000.00
BRIDGE THE GAP, INC.	Versafund monies would be used to construct the facility. BTG funds would be used to staff the first year of operation. The cost of operating the school is sustainable after the first year with monies generated from operation	5,000.00
CALEXICO MISSION SCHOOL	Upgrade computer lab and instal Dell server with windows to connect 34 stations	10,000.00
CAMP IDA-HAVEN	The time and program is slated for special needs campers and the family. It gives these families a much needed time away to play together, have respite, get spiritual time, and network with people of like circumstance.	10,000.00

CAROLINA ADVENTIST ACADEMY	tablets for each child in attendance. We see this a cost effective means of delivering instruction. Each device would be equipped with electronic textbooks, and educational apps, cutting the cost of instructional materials by 25 percent.	5,000.00
CHICAGO SDA ELEMENTARY SCHOOL	for innovative technology with the IPEVO Interactive Whiteboard System IS – 01 for all classrooms as well as projectors, laptops for teachers and wireless headset systems for use in drama presentations put on by the students throughout the year.	10,000.00
CHINOOK WINDS ADVENTIST ACADEMY	purchase an iPad cart for our elementary school so we can have one-to-one access inside the classroom. We would also like to purchase enough laptops to fill two laptop carts in the upper elementary school to be shared between classes.	10,000.00
COLUMBIA ADVENTIST ACADEMY	The project will include laptops and robotics equipment for the pre-engineering class, supplies for our 3D printer, tablets, cameras, camcorders, microphones, and light boxes for photography and videography	10,000.00
CORONA REGIONAL MEDICAL CENTER HOSPICE AUXILLARY	to provide Adolescent Grief Counseling to students in Corona and Norco who are identified by the school counselors as those so adversely affected by losses in their lives that their school work and home lives are negatively impacted	7,000.00
CREATION ILLUSTRATED MINISTRIES	the 2015 GC Session where the World Church adopted more complete and precise language on the Creation doctrine, Creation Illustrated stands out as the ONLY ministry that provides SDA teachers.	2,000.00
CUBA ADVENTIST SEMINARY	to purchase a diesel, 45KW electrical generator. Given the unstable supply of electricity provided by the govt., the generator will guarantee water for 250 people	70,000.00

DINUBA JUNIOR ACADEMY	Purchase of two new desktop units for grades 1-4; Purchase of an iPad for the music department; Purchase of 3 new laptops for grades 5-8; Purchase of software for music department and productivity software for grades 5-8.	5,000.00
DOWNERS GROVE ADVENTIST SCHOOL	our inadequate science, social studies, foreign language studies (Spanish), would be heavily utilized, while individual student and to enhance the academic program.	5,000.00
EXTREME MOBILTY CAMPS, INC.	camps for blind/visually impaired young people for 30+ years. During this time we have seen God do miraculous things, whether it is freeing someone from drug abuse/alcoholism, or from demon possession	15,000.00
F H JENKINS PREPARATORY SCHOOL	the goal of F. H. Jenkins Preparatory School to have a strong STEM (Science, Technology, Engineering),	5,000.00
FAIRHAVEN SDA SCHOOL	Our school, which is a one teacher K - 8 facility, is in desperate need of an upgrade for our computer lab. The Versafund monies would be used to replace old computers in our lab,	5,000.00
FLORIDA HOSPITAL FOUNDATION	To construct a library/pedagogy center for the new high school being constructed at the Kalala Learning Village in Addis Ababa, Ethiopia. This self-supporting Adventist school has grown to over 900 children in pre-school through the 8th grade.	25,000.00
GREENEVILLE ADVENTIST ACADEMY	purchasing Dell Chromebook 11 units. Currently, grades 7-10 have dedicated computer/tablet units	10,000.00
HIGHLAND SDA ELEMENTARY SCHOOL	The Versafund monies will be used to purchase 15 tablets for the 7th and 8th grade classroom, a 3 year warranty, a cart to keep the tablets stored in, screen protectors, cases, and educational apps.	10,000.00

HINSDALE ADVENTIST ACADEMY	To install ten new Dell Optiplex computers in our computer lab. These computers are used for elementary teacher's to be used for classroom research and instruction. The new computers will enhance technology instruction. They are especially important for our digital photography and art classes.	10,000.00
HOLLISTER SDA CHRISTIAN SCHOOL	To have iPads, laptops in every classroom K-8	5,000.00
HOPE CHANNEL	first season of thirteen Breathe Free television episodes, launch the show website, and partner with churches and institutions providing related clinical and support services. The thirteen episode Breathe Free television series to be produced in 2016.	25,000.00
HUNTINGDON VALLEY CHRISTIAN ACADEMY	This project is to whiteboards will afford students opportunities for multisensory learning experiences and greater access to online resources.	10,000.00
INLAND TEMPORARY HOMES	This project still includes short/medium term rental assistance with wrap-around supportive services including: housing navigation, case management, employment services, life skills, outreach and engagement, and mental health services	20.000.00
INTERNATIONAL CHILDREN'S CARE	We are needing remodeling, New illumination, vehicles for children's transport safety, and new greenhouse construction in order to provide food for the children in a greater way that has been proven through inexpensive modes at first, and now that this is a proven supplier of goods, we now need to construct a full-sized, all steel model for storm protection.	100,000.00
LSU - ARCHAEOLOGY	To develop further the scientific and archaeological capacity to understand ancient Ammonites and Moabites through 1) broad-based research (historical, biblical, scientific), 2) the use of enhanced technology, and 3) continued, more focused excavations at Tall al-`Umayri (Ammonite) and Khirbat Balu`a (Moabite) in Jordan.	40,000.00
LSU/ ENACTUS (SIFE)	expanded our model from an annual weeklong experience reaching twenty-five students at a time, to direct implementation of educational experiences in schools and youth centers. In 2014, we further expanded our reach, adding free supplementary materials and experiences for schools. In 2015 we created sustainable opportunities for	10,000.00

LSU/CTR FOR CONFLICT RESOLUTION	The Olweus Program is a research/evidence-based program that has been shown to reduce and prevent bullying problems among schoolchildren, improve the social climate of classrooms, and reduce related antisocial behaviors, such as vandalism and truancy.	100,000.00
LEONI MEADOWS CAMP AND RETREAT CENTER	a summer camp program specifically designed for developmentally disabled campers ages 10-75. These campers have physical and emotional needs requiring a customized, highly supervised summer camp program.	7,200.00
LOMA LINDA UNIVERSITY	This is an unprecedented opportunity to reach out to the Nation's population on the University's and the Church's health care ministry, and the role that spirituality plays in healing and whole person care.	37,000.00
MAMAWI ATOSKETAN NATIVE SCHOOL	for a high school building with labs, a home economics/food service facility, and an industrial arts centre. This will allow MANS to annually accommodate 280 K-12 reserve youth.	30,000.00
MILLS RIVER SDA SCHOOL	Robotics learning will assist students in preparing for the ever changing and increasingly complex world of technology, by connecting them to "real-world" situations. They will gain knowledge of science, engineering, technology, problem solving, and mathematics in this hands on experience, helping them to better retain the information.	5,000.00
NAD - ADVENTIST CHRISTIAN FELLOWSHIP - YOUNG ADULT MINISTRIES	CRAVE TOUR begins a conversation with students on non-Adventist universities about their life cravings for relationships, career, success, meaning, etc., and how all those cravings are leading to their ultimate craving for a relationship with God and Christian community.	10,000.00
NAD - DEPT. OF EDUC (REACH) -	Funds would support the development of a REACH Leadership Kit to be provided to every union education director, conference superintendent, and principal. The REACH Leadership kit will provide all the necessary resources needed to train teachers on the use of the newly revised REACH manual and give guidance on creating an inclusive environment with the end result being more children with disabilities being provided with quality education with our schools	50,000.00
NORTH DALLAS ADVENTIST ACADEMY	Campus Technology Transition. This includes moving Upper School students (100 in grades 9-12) and Middle School students (55 in grades 7-8) to 1:1 iPads, e-textbooks and electronic homework management; the purchase of two SMART boards for classroom use (one Upper School and one Lower School) as well as two mobile technology labs	10,000.00
NORTHEASTERN ACADEMY	IPad for each student and faculty member. We have purchased digital textbooks for all students in addition to teacher resources and supplemental material for students	10,000.00

NORWEGIAN PUBLISHING HOUSE	Improving and keeping up-to-date the website www.sunnhetsbladet.no as an opening contact to new readers and to give information about our health philosophy to non-subscribers through the site as well as through a newsletter that can be subscribed to for free.	5,000.00
OCEANSIDE ADVENTIST ELEMENTARY	purchasing Twenty IPad at 68 $500 apiece. These I pads are used on a daily basis for both science and math in a number of our classrooms.	10,000.00
OLNEY ADVENTIST PREPARATORY SCHOOL	To purchase a set of iPads for use in our grades 3-5 classrooms. This would help provide the prerequisite skills needed to transition easily and succeed in our middle school and their futures to come.	10,000.00
ORLANDO JUNIOR ACADEMY	upgrade the iMacs in the Computer Lab and to boost our middle school math program via an innovative smart board.	10,000.00
PACIFIC UNION CHURCH - Ethiopia Project	Priests and monks who read what we gave them came to our church in droves and wanted to join us. To date, 528 of them have joined us. So, I am now shifting gear to focus on evangelism by giving out Bibles and Spirit of Prophecy books in the vernacular	30,000.00
PACIFIC UNION CONFERENCE OFFICE OF EDUCATION	Increasing the number of teachers who implement the philosophy of differentiated instruction provides ongoing benefit to the students The Versafund has provided the resources to allow this training program to be successful	15,000.00
PALM BAY SDA ELEMENTARY SCHOOL	Improvements to the technology lab	5,000.00
PENN VALLEY SDA CHURCH	The Penn Valley SDA Church believes our calling is to offer hope to caregivers of dependent adults through Adult Day Respite Care. For eight years we have been a lighthouse of support for those in need, serving over thirty families annually. Take Bob for instance. Diagnosed with Alzheimer's disease, his wife was heartbroken at the thought	15,000 00
PINE TREE ACADEMY	Update our computers and help our students excel in a world that is becoming increasingly advanced in technology	10,000 00

PROJECT PATCH	Funding of this project in combination with generosity of a local business, will allow us to raise the overall level of the road by an additional base layer of rock as well as improve the driving surface by adding road mix.	10,000.00
REACH PHILADELPHIA	seeks funding for health outreach in our community. With healthy cooking classes, a partnership with a local mobile health clinic, and a health fair driven by health professionals in our church, we expect children and adults to achieve greater health and wholeness - physically, spiritually, mentally, and emotionally.	20,000.00
RED RIVER VALLEY JUNIOR ACADEMY	We currently serve 140 students many of whom are either recent immigrants or refugees to our City. This year Ipads were introduced to the school and the students. Our goal for the Versafund Special Grant is to continue introducing iPads and other software instructional material to our students.	10,000.00
RESTORE A CHILD	to partly build a multi-purpose building in Bohoc, Haiti. The building is being used for storage, sleeping at night, and workshop in the day for training young people	40,000.00
RIVERVIEW CHRISTIAN ACADEMY	To purchase Google Chromebooks, a hybrid between a laptop and a tablet, to fill the students' current because they are easy to share between students.	5,000.00
ROCKY MOUNTAIN ADVENTIST HEALTHCARE FOUNDATION	two devastating earthquakes struck the tiny mountain country of Nepal killing 9,000 people and leaving 500,000 homeless. Already one of the poorest countries in the world, Nepal was further impoverished by these recent disasters	20,000.00
SAVANNAH ADVENTIST CHRISTIAN SCHOOL	This particular projector provides much greater interaction for teacher and students compared with the InFocus projectors we are currently using. This grant will enable us to purchase and install 4 new projectors	10,000.00
SDA CHURCH IN CANADA	for Native Christian Radio. It will also help with promotion of the station and to develop programming for Native Christian TV	5,000.00

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	4,350,104.	4,402,247.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,350,104.	4,402,247.

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.	3,336.	164.
GLASS FOR 2 DESKS	836.	774.	62.
COMPUTER	1,007.	1,007.	0.
CONFERENCE PHONE	491.	420.	71.
DELL COMPUTER	1,129.	923.	206.
DELL COMPUTER	1,129.	979.	150.
DELL COMPUTER	1,128.	979.	149.
LAPTOP	1,408.	1,175.	233.
IPAD	593.	436.	157.
FRONT-DOOR LOCK	615.	308.	307.
COMPUTER SYSTEM FOR R. COY	1,703.	625.	1,078.
TOTAL TO FM 990-PF, PART II, LN 14	145,915.	143,338.	2,577.

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	3,389.	18,013.	18,013.
DUE FROM EMPLOYEE	0.	7,680.	7,680.
TO FORM 990-PF, PART II, LINE 15	66,039.	88,343.	225,693.

FORM 990-PF OTHER LIABILITIES STATEMENT 17

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
REPLACEMENT FUND RESERVE	286,890.	287,952.
TOTAL TO FORM 990-PF, PART II, LINE 22	286,890.	287,952.

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 2.00	2,500.	0.	0.
ROBERT E. COY, J.D. 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	PRESIDENT/VICE CHAIRMAN 20.00	2,500.	0.	0.
CHARLES C. SANDEFUR 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	CHAIRMAN 4.00	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 2.10	2,500.	0.	0.

ROSCOE J. HOWARD, III 4097 TRAIL CREEK ROAD, STE B RIVERSIDE, CA 92505	DIRECTOR 2.10	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 31ST.

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.		2,836.	500.
23	GLASS FOR 2 DESKS							
	032310	SL	7.00	16	836.		655.	119.
24	COMPUTER							
	032510	SL	5.00	16	1,007.		1,007.	0.
26	CONFERENCE PHONE							
	020110	SL	7.00	16	491.		350.	70.
27	DELL COMPUTER							
	083112	SL	5.00	16	1,129.		697.	226.
28	DELL COMPUTER							
	053112	SL	5.00	16	1,129.		753.	226.
29	DELL COMPUTER							
	053112	SL	5.00	16	1,128.		753.	226.
30	LAPTOP							
	073012	SL	5.00	16	1,408.		893.	282.
31	IPAD							
	020113	SL	5.00	16	593.		317.	119.
32	FRONT-DOOR LOCK							
	040513	SL	7.00	16	615.		220.	88.
34	COMPUTER SYSTEM FOR R. COY							
	120114	SL	5.00	16	1,703.		284.	341.
	* TOTAL 990-PF PG 1 DEPR							
					145,915.	0.	141,141.	2,197.

516261
04-01-15

- Current year section 179 (D) - Asset disposed

SIMPLICITY URBAN OUTREACH	additional space to be rented and modified for the school's exclusive use and also allow us to have a permanent and professional school set up. Also, Opportunity Scholarship Tax Credit Program (OSTC) which allows for students from our neighborhood to be eligible for up to $8,500 for private school education.	15,000.00
SOLUSI UNIVERSITY	The farm needs to procure a towable Center Pivot irrigation system. Present Problem: To set up and resettling of the present old piping and sprinklers are so time consuming and at the same time means so much underutilization of available land. Acquisition of a towable center pivot irrigation system would be a significantly huge improvement to the University´s farming industry!	25,000.00
SOUTHEASTRN CALIFORNIA CONFERENCE	For Drayson Center - Health & Fitness program	10,000.00
SOUTHWESTERN ADVENTIST UNIVERSITY	To help initiate supports to the campus-wide CREATION Health initiative. Course curriculum Will have a community service project component ($8,400), student clubs will incorporate the CREATION Health philosophy ($1,500), and campus additions will be made support healthy choices (nature trail enhancement -$3,000; 0-station outdoor fitness course -$17,200).	15,000.00
Tappahannock Junior Academy	To purchase 10 chrome book computers to be used by students on a daily basis to enrich their curriculum in Vocabulary development, Reading and comprehension skills, Math fluency and computation skills, keyboarding, and reseach skills.	5,000.00
Tappahannock Junior Academy	To purchase 10 chrome book computers for the students and to inservice or training sessions for the teachers to learn the chrome book computer.	5,000.00
Tappahannock Junior Academy	The Color Run will require funds to purchase 100 individual color pouches of 6 different colors for all participants, 12 bulk bags of color(2 bags of each of the 6 colors) for the 6 stations along the track, 80 to 100 t-shirts for all participants, 200 water bottles, banners, yard signs, and flyers.	2,000.00
THE HOPE OF SURVIVORS	Four projects: Spanish booklets sexual misconduct; a new documentary about sexual abuse, etc.	10,000.00

UNIVERSIDAD DE MONTEMORELOS	Educational Television Project: This project is to produce a series of 26 programs of 28 minutes, targeted for children between the 5-12 age range	20,000.00
URUGUAY ADVENTIST ACADEMY	To help children study in our SDA schools in Uruguay for Adventist education	10,000.00
UNIVERSIDAD DE MONTEMORELOS	To produce 26 series of 28 minutes for children between 5-12. To guide children in development of habits related to their health and care for our environment.	20,000.00
U.S. DREAM ACADEMY	To educate disadvantaged minority youth in the high poverty and high crime communities of Orlando's Rio Grande and Holden Heights with the integration of healthy lifestyle practices into their daily routines to help reduce obesity, diabetes and heart disease while improving their emotional health.	20,000.00
WATER FOR LIFE INTERNATIONAL	To support and expand our work of delivering clean safe water to remote villages in Guatemala. Water for Life has drilled 79 wells to date. All are in service providing safe water to over 25,000 people each day.	50,000.00
WOMEN'S HEALING AND EMPOWERMENT NETWORK	To provide education and awareness on domestic violence and sexual abuse through conferences, forums, and other educational platforms,	25,000.00
YOUTH AND FAMILY	fight against abuse; assist at-risk women; help disadvantaged youth know that their lives do matter and that they can make a difference in their community.	10,000.00
YOUTH AND FAMILY	To enable us to complete the inner-city Alternative School for the school year and start an aggressive summer collaborative effort to help feed the children	5,000.00
	Total Grants paid for the year ended September 30, 2016	$1,455,200.00

EIN 23-0052434 Attachment #2

Versacare Inc
C00807

Realized Gain/Loss Report

September 30, 2016

Units	Security Description	Cost	Proceeds	Purchase Date	Sale Date	Short Term Gain/Loss	Long Term Gain/Loss
300	Williams Cos Inc	12,398	9,188	03/14/14	09/21/16		(3,209)
300	Williams Cos Inc	12,257	9,188	04/01/14	09/21/16		(3,068)
600	Williams Cos Inc	24,173	18,377	04/11/14	09/21/16		(5,796)
840	Williams Cos Inc	30,119	25,728	09/13/13	09/21/16		(4,392)
360	Williams Cos Inc	12,886	11,026	09/13/13	09/21/16		(1,859)
5,060	Agilent Technologies Inc	177,078	225,945	08/24/15	09/13/16		48,867
929,456	Receivable - Corona Villas	9,295	9,295	10/31/14	09/07/16		
2,580	Perrigo Company	241,544	224,766	05/23/16	08/12/16	(16,778)	
3,680	Express Scripts	200,532	280,530	02/01/13	08/08/16		79,998
924,066	Receivable - Corona Villas	9,241	9,241	10/31/14	08/04/16		
355	Biogen Idec Inc	146,936	97,906	04/06/15	07/21/16		(49,030)
300	Biogen Idec Inc	82,818	82,737	10/23/15	07/21/16	(81)	
206	Blackrock	32,155	74,048	08/08/11	07/21/16		41,892
890	Duke Energy Corporation	59,130	75,496	12/04/15	07/13/16	16,366	
580	Ppl Corp	17,359	21,668	09/02/15	07/13/16	4,309	
153.600	Brookfield Bus Ptnrs	3,239	2,919	01/16/13	07/12/16		(320)
200.400	Brookfield Bus Ptnrs	4,016	3,808	09/05/13	07/12/16		(207)
610	Johnson & Johnson	38,458	75,041	05/06/10	07/12/16		36,584
800	Pepsico	52,323	87,189	07/27/10	07/12/16		34,866
390	Pepsico	25,156	42,505	11/15/10	07/12/16		17,348
918,707	Receivable - Corona Villas	9,187	9,187	10/31/14	07/06/16		
780	Continental Resources Inc	21,213	34,083	12/14/15	06/28/16	12,871	
2,200	Continental Resources Inc	46,656	96,133	01/08/16	06/28/16	49,477	
1,670	Newfield Expl Co	53,787	71,538	03/24/16	06/28/16	17,751	
850	Ventas Inc	45,194	60,599	09/10/15	06/28/16	15,405	
255	Glaxosmithkline Plc	13,623	10,232	06/05/14	06/15/16		(3,391)
500	Glaxosmithkline Plc	26,604	20,062	04/01/14	06/15/16		(6,541)
650	Glaxosmithkline Plc	33,853	26,081	04/11/14	06/15/16		(7,772)

EIN: 33-0052434

Attachment #2

Versacare Inc
C00807

Realized Gain/Loss Report

September 30, 2016

Units	Security Description	Cost	Proceeds	Purchase Date	Sale Date	Short Term Gain/Loss	Long Term Gain/Loss
2,600	Potash Corp	94,000	44,027	04/29/14	06/15/16		(49,973)
430	Potash Corp	15,469	7,281	07/10/14	06/15/16		(8,188)
360	Potash Corp	12,813	6,096	06/05/14	06/15/16		(6,717)
350	Ventas Inc	18,609	24,336	09/10/15	06/15/16	5,727	
913,379	Receivable - Corona Villas	9,134	9,134	10/31/14	06/03/16		
150,000	Claremore Ok Pub Wks 1.200% 1.200% 06/01/16	150,020	150,000	04/26/13	06/01/16		(20)
2,285	Alibaba Group Hldg Ltd	211,827	172,078	09/19/14	05/25/16		(39,749)
1,245	Alibaba Group Hldg Ltd	108,298	93,758	02/06/15	05/25/16		(14,540)
2,900	Procter & Gamble	203,756	234,282	09/23/15	05/17/16	30,526	
700	Continental Resources Inc	28,741	28,337	12/03/14	05/12/16		(405)
3,880	Continental Resources Inc	139,946	157,066	07/20/15	05/12/16	17,120	
3,100	Continental Resources Inc	84,306	125,491	12/14/15	05/12/16	41,184	
908,082	Receivable - Corona Villas	9,081	9,081	10/31/14	05/04/16		
1,110	Occidental Petroleum	88,605	83,357	02/11/15	05/03/16		(5,248)
5,415.970	Contemporary Healthcare LLC	5,416	5,416	04/10/10	04/26/16		
1,960	Oneok Inc	95,366	63,278	12/18/14	04/13/16		(32,088)
450	Hcp Inc	18,919	15,647	08/07/13	04/12/16		(3,273)
1,000	Hcp Inc	38,573	34,770	04/01/14	04/12/16		(3,803)
700	Hcp Inc	26,153	24,339	03/14/14	04/12/16		(1,814)
177	California Res Corp	63	200	02/11/15	04/06/16		137
902,815	Receivable - Corona Villas	9,028	9,028	10/31/14	04/06/16		
0 406	California Res Corp	0	0	02/11/15	03/28/16		
2,890	Range Res Corp	162,574	87,630	12/08/14	03/24/16		(74,945)
3,930	Range Res Corp	176,303	119,164	03/16/15	03/24/16		(57,139)
897,579	Receivable - Corona Villas	8,976	8,976	10/31/14	03/04/16		
27,640	Southwestern Energy Co	302,555	219,496	10/28/15	03/04/16	(83,058)	
1,260	Spectra Energy Corp	44,038	36,784	06/02/15	02/09/16	(7,254)	

Capital Advisors, Inc.

EIN: 33-0052434

Attachment #2

Versacare Inc
_C00807_

Realized Gain/Loss Report

September 30, 2016

Units	Security Description	Cost	Proceeds	Purchase Date	Sale Date	Short Term Gain/Loss	Long Term Gain/Loss
892,374	Receivable - Corona Villas	8,924	8,924	10/31/14	02/03/16		
5,000	Firstmerit Corporation	94,732	92,849	03/25/15	01/27/16	(1,883)	
5,054.850	Contemporary Healthcare LLC	5,055	5,055	04/10/10	01/26/16		
555	Glaxosmithkline Plc	29,777	22,435	05/28/13	01/26/16		(7,342)
75	Glaxosmithkline Plc	4,007	3,032	06/05/14	01/26/16		(975)
6,350	Centerpoint Energy Inc	145,451	112,670	01/05/15	01/22/16		(32,781)
6,780	Bgc Partners	36,469	60,274	11/04/13	01/08/16		23,805
20,010	Chesapeake Energy Corp	131,774	87,218	08/24/15	01/08/16	(44,556)	
8,700	Itc Hldgs Corp	289,602	346,873	07/08/15	01/08/16	57,271	
887,199	Receivable - Corona Villas	8,872	8,872	10/31/14	01/06/16		
3,010	Altera Corp	95,912	162,540	10/16/14	12/29/15		66,628
2,262 610	Contemporary Healthcare LLC	2,263	2,263	04/10/10	12/22/15		
4,400	Calpine Corp	96,139	52,416	02/20/15	12/14/15	(43,723)	
12,500	Calpine Corp	243,450	148,910	03/05/14	12/14/15		(94,540)
3,480	Diamondback Energy	251,611	261,912	07/15/15	12/14/15	10,300	
3,980	Kinder Morgan	152,415	65,599	09/24/14	12/09/15		(86,817)
1,760	Exelon Corp	59,619	47,425	02/27/15	12/04/15	(12,194)	
882,053	Receivable - Corona Villas	8,821	8,821	10/31/14	12/01/15		
1,024	Annaly Capital Mgmt	17,818	9,866	04/11/11	11/30/15		(7,952)
3,600	Annaly Capital Mgmt	62,640	34,684	04/11/11	11/30/15		(27,956)
576	Annaly Capital Mgmt	10,022	5,549	04/11/11	11/30/15		(4,473)
600	Annaly Capital Mgmt	10,440	5,781	04/11/11	11/30/15		(4,659)
860	Annaly Capital Mgmt	12,951	8,286	05/07/13	11/30/15		(4,665)
3,660	Annaly Capital Mgmt	48,246	35,262	04/01/13	11/30/15		(12,983)
680	Annaly Capital Mgmt	7,885	6,551	06/05/14	11/30/15		(1,333)
6,110	Rsp Permian Inc	135,663	178,141	08/24/15	11/17/15	42,478	
1,060	Biomed Realty Trust	21,467	24,685	03/14/14	11/10/15		3,218
1,000	Biomed Realty Trust	20,211	23,288	04/11/14	11/10/15		3,077

EIN: 33-0052434

Attachment #2

Versacare Inc
_C00807_

Realized Gain/Loss Report

September 30, 2016

Units	Security Description	Cost	Proceeds	Purchase Date	Sale Date	Short Term Gain/Loss	Long Term Gain/Loss
1,000	Biomed Realty Trust	20,177	23,288	04/01/14	11/10/15		3,112
680	Biomed Realty Trust	12,777	15,836	08/15/12	11/10/15		3,059
876,938	Receivable - Corona Villas	8,769	8,769	10/31/14	11/03/15		
2,480	Range Res Corp	139,510	73,250	12/08/14	10/28/15	(66,260)	
1,484.380	Contemporary Healthcare	1,484	1,484	09/13/11	10/21/15		
1,160	Oneok Inc	56,441	41,739	12/18/14	10/05/15	(14,702)	
6,650	Whole Foods Mkt Inc	259,589	224,817	07/30/14	10/05/15		(34,772)
	Cash in Lieu		1,173				1,173
	Total Gains					320,784	363,764
	Total Losses					(290,489)	(704,736)
	Grand Total	6,014,784	5,704,107			30,295	(340,972)

S/T	2,616,002	2,646,297
L/T	3,398,782	3,057,810

Capital Advisors, Inc.

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	203,410.	203,410.	
TOTAL TO PART I, LINE 3	203,410.	203,410.	

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	354,350.	0.	354,350.	354,350.	
TO PART I, LINE 4	354,350.	0.	354,350.	354,350.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
2600 SOUTH MAIN STREET, CORONA, CA	1	1,567,124.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,567,124.

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	265,149.	265,149.	
ROYALTY INCOME	1,844.	1,844.	
OTHER INCOME	12,000.	12,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	278,993.	278,993.	

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	34,577.	11,410.		23,167.
TO FM 990-PF, PG 1, LN 16A	34,577.	11,410.		23,167.

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	21,222.	7,003.		14,219.
TO FORM 990-PF, PG 1, LN 16B	21,222.	7,003.		14,219.

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	27,869.	9,197.		18,672.
MANAGEMENT & EXEC DIRECTOR FEES	64,353.	21,237.		43,117.
PROFESSIONAL FEES - OTHER	1,500.	495.		1,005.
TO FORM 990-PF, PG 1, LN 16C	93,722.	30,929.		62,794.

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	219.	72.		147.
EXCISE TAX	77,224.	25,484.		51,740.
OTHER TAXES	5,006.	1,652.		3,354.
NJ TAX	620.	205.		415.
TO FORM 990-PF, PG 1, LN 18	83,069.	27,413.		55,656.

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	36,312.	11,983.		24,329.
GIFTS & PROMOTION	5,345.	1,764.		3,581.
INSURANCE	6,674.	2,202.		4,472.
DUES AND SUBSCRIPTION	389.	128.		261.
POSTAGE	2,779.	917.		1,862.
TECHNOLOGY	10,551.	3,482.		7,069.
CLEANING SERVICE	1,236.	408.		828.
REPAIRS AND MAINTENANCE	2,067.	682.		1,385.
INVESTMENT EXPENSE	117,113.	38,647.		78,466.
TELEPHONE	4,558.	1,504.		3,054.
UTILITIES	557.	184.		373.
SUPPLIES	3,316.	1,094.		2,221.
BOARD MEETINGS & MEALS	7,148.	2,359.		4,789.
MISCELLANEOUS	545.	180.		365.
CONTRIBUTION	5,000.	1,650.		3,350.
TO FORM 990-PF, PG 1, LN 23	203,590.	67,184.		136,405.

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		662,682.	668,148.
TOTAL U.S. GOVERNMENT OBLIGATIONS			662,682.	668,148.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			662,682.	668,148.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	8,443,130.	11,484,187.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,443,130.	11,484,187.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	250,121.	253,588.
TOTAL TO FORM 990-PF, PART II, LINE 10C	250,121.	253,588.

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.