

Form **990**

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2010

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2010 calendar year, or tax year beginning **06/01/10** and ending **05/31/11**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization BENEVOLENT HEALTHCARE FOUNDATION		D Employer identification number 84-1568566
	Doing Business As		E Telephone number 303-792-0729
	Number and street (or P O box if mail is not delivered to street address)	Room/suite	
	10377 E GEDDES AVE	200	
City or town, state or country, and ZIP + 4 CENTENNIAL CO 80112		G Gross receipts \$ 50,469,881	
F Name and address of principal officer W DOUGLAS JACKSON 10377 E GEDDES AVE CENTENNIAL CO 80112		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	

I Tax-exempt status 501(c)(3) 501(c) () ◀ (insert no) 4947(a)(1) or 527

J Website: ▶ **WWW.PROJECTCURE.ORG**

H(c) Group exemption number ▶

K Form of organization Corporation Trust Association Other ▶

L Year of formation **1987**

M State of legal domicile **CO**

Part I - Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities PROJECT C.U.R.E.'S MISSION IS TO IDENTIFY, SOLICIT, COLLECT, SORT AND DISTRIBUTE MEDICAL SUPPLIES AND SERVICES ACCORDING TO THE IMPERATIVE NEEDS OF THE WORLD.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	7
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	6
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	25
	6 Total number of volunteers (estimate if necessary)	6	12000
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	51,073,984	50,010,969
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	20,535	11,443
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	149,744	222,105
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	51,244,263	50,244,517
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,113,912	1,369,733
	16a Professional fundraising fees (Part IX, column (A), line 11e)		8,031
	b Total fundraising expenses (Part IX, column (D), line 25) ▶	509,627	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	42,958,935	48,995,732
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	44,072,847	50,373,496	
19 Revenue less expenses Subtract line 18 from line 12	7,171,416	-128,979	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	65,480,588	65,136,527
	22 Net assets or fund balances Subtract line 21 from line 20	9,662,720	9,442,372
		55,817,868	55,694,155

Part II - Signature Block

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

Sign Here	Signature of officer <i>William Douglas Jackson</i>		Date 15 Dec 2011
	Type or print name and title WILLIAM DOUGLAS JACKSON, PRESIDENT / CEO		
Paid Preparer Use Only	Pnn/Type preparer's name CHARLES W. POYSTI, CPA	Preparer's signature <i>Charles W. Poysti</i>	Date 12/13/11
	Firm's name ▶ POYSTI & ADAMS, LLC	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's address ▶ 400 S COLORADO BLVD STE 690 DENVER, CO 80246	Firm's EIN ▶	Phone no 303-733-3796

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2010)

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

PROJECT C.U.R.E.'S MISSION IS TO IDENTIFY, SOLICIT, COLLECT, SORT AND DISTRIBUTE MEDICAL SUPPLIES AND SERVICES ACCORDING TO THE IMPERATIVE NEEDS OF THE WORLD.

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ **49,698,900** including grants of \$) (Revenue \$)

TO PROVIDE MEDICAL EQUIPMENT AND SUPPLIES TO THOSE WHO NEED THEM, IN MORE THAN 87 COUNTRIES. AN AVERAGE OF TWO FORTY FOOT CARGO CONTAINERS ARE SHIPPED WEEKLY.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses **49,698,900**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Part IV Checklist of Required Schedules (continued)

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

Yes No

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 10		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 25		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
d	If "Yes," indicate the number of Forms 8282 filed during the year. 7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12. 10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders. 11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year. 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. 13b		
c	Enter the amount of reserves on hand. 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O. 14b		

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

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed AZ, CO, TN
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ORGANIZATION 10377 E GEDDES AVE, SUITE 200 CO 80112 303-792-0729

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

Check if Schedule O contains a response to any question in this Part VII

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) W DOUGLAS JACKSON CEO & PRESIDENT	50.00	X		X			160,000	0	11,831	
(2) JAMES W JACKSON FNDR EMRTS	1.00	X		X			0	0	0	
(3) BILL PAULS CHAIRMAN	1.00	X		X			0	0	0	
(4) RICHARD CAMPBELL SECRETARY	1.00	X					0	0	0	
(5) BRUCE SCHROFFEL DIRECTOR	1.00	X					0	0	0	
(6) BRAD LIDGE DIRECTOR	1.00	X					0	0	0	
(7) CHARLIE FOTE DIRECTOR	1.00	X					0	0	0	
(8) GEORGE ROBERGE VP OF OPERATIONS	50.00			X			150,000	0	14,142	
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										
(15)										
(16)										

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
(26)										
(27)										
(28)										
1b Sub-total							310,000		25,973	
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							310,000		25,973	

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

- 3** Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶ 0**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	467,259				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	49,543,710				
	g Noncash contributions included in lines 1a-1f		\$ 46,741,245				
	h Total. Add lines 1a-1f		50,010,969				
Program Service Revenue		Busn. Code					
	2a						
	b						
	c						
	d						
	e						
	f All other program service revenue						
g Total. Add lines 2a-2f							
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		11,443			11,443	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6a Gross Rents	(i) Real	201,931				
		(ii) Personal					
		b Less rental exps	225,364				
	c Rental inc or (loss)	-23,433					
	d Net rental income or (loss)		-23,433			-23,433	
	7a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		b Less cost or other basis & sales exps					
	c Gain or (loss)						
	d Net gain or (loss)						
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a					
		b Less direct expenses	b				
		c Net income or (loss) from fundraising events					
	9a Gross income from gaming activities See Part IV, line 19	a					
b Less direct expenses		b					
c Net income or (loss) from gaming activities							
10a Gross sales of inventory, less returns and allowances	a						
	b Less cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Busn. Code					
11a 1ST LADIES		900099	129,524			129,524	
b SANCTUARY GOLF TOURNAMENT		900099	75,507			75,507	
c OTHER EVENTS		900099	35,617			35,617	
d All other revenue		900099	4,890			4,890	
e Total. Add lines 11a-11d			245,538				
12 Total revenue. See instructions			50,244,517	0	0	233,548	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	336,773	237,911	47,313	51,549
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	889,946	573,655	40,477	275,814
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	69,564	45,397	742	23,425
10 Payroll taxes	73,450	42,508	5,868	25,074
11 Fees for services (non-employees)				
a Management				
b Legal	42,704		42,704	
c Accounting	11,374		11,374	
d Lobbying				
e Professional fundraising services See Part IV, line 17	8,031			8,031
f Investment management fees				
g Other	44,444	1,752	6,692	36,000
12 Advertising and promotion				
13 Office expenses	932,470	859,381	4,051	69,038
14 Information technology	12,278	12,278		
15 Royalties				
16 Occupancy	591,453	590,625	414	414
17 Travel	304,123	296,933	1,056	6,134
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	50,246	50,205	41	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	243,985	243,985		
23 Insurance	26,550	22,931	3,619	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a DONATIONS-MEDICAL SUPPLY	45,951,580	45,951,580		
b DONATED CURE KITS	586,500	586,500		
c VOLUNTEER DEVELOPMENT	62,781	62,781		
d OPERATING SUPPLIES	25,893	25,450	443	
e DONOR RELATIONS	23,789	23,649		140
f All other expenses	85,562	71,379	175	14,008
25 Total functional expenses. Add lines 1 through 24f	50,373,496	49,698,900	164,969	509,627
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash—non-interest bearing	47,262	1	11,332
	2	Savings and temporary cash investments	2,572,202	2	2,059,036
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	6,625	4	151,602
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	52,901,600	8	53,018,654
	9	Prepaid expenses and deferred charges	64,248	9	58,594
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 10,856,402		
	b	Less accumulated depreciation	10b 1,268,781	10c	9,587,621
	11	Investments—publicly traded securities		11	55,466
	12	Investments—other securities See Part IV, line 11		12	
	13	Investments—program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	207,187	15	194,222
16	Total assets. Add lines 1 through 15 (must equal line 34)	65,480,588	16	65,136,527	
Liabilities	17	Accounts payable and accrued expenses	430,125	17	440,835
	18	Grants payable		18	
	19	Deferred revenue	398,860	19	75,210
	20	Tax-exempt bond liabilities	7,905,000	20	7,905,000
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	909,617	23	1,005,409
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities Complete Part X of Schedule D	19,118	25	15,918
	26	Total liabilities. Add lines 17 through 25	9,662,720	26	9,442,372
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	55,685,201	27	55,610,925
	28	Temporarily restricted net assets	132,667	28	83,230
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	55,817,868	33	55,694,155	
34	Total liabilities and net assets/fund balances	65,480,588	34	65,136,527	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	50,244,517
2	Total expenses (must equal Part IX, column (A), line 25)	2	50,373,496
3	Revenue less expenses Subtract line 2 from line 1	3	-128,979
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	55,817,868
5	Other changes in net assets or fund balances (explain in Schedule O)	5	5,266
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	55,694,155

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

1 Accounting method used to prepare the Form 990 Cash Accrual Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both

Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization

BENEVOLENT HEALTHCARE FOUNDATION

Employer identification number

84-1568566

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

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

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

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

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

h Provide the following information about the supported organization(s)

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2010

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33 1/3% support test—2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
 If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	38,084,475	40,582,123	49,573,090	51,073,984	50,010,969	229,324,641
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513				517,419	648,141	1,165,560
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	38,084,475	40,582,123	49,573,090	51,591,403	50,659,110	230,490,201
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6)						230,490,201

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	38,084,475	40,582,123	49,573,090	51,591,403	50,659,110	230,490,201
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	14,205	28,613	24,876	219,380	213,374	500,448
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	14,205	28,613	24,876	219,380	213,374	500,448
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on					0	
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12)	38,098,680	40,610,736	49,597,966	51,810,783	50,872,484	230,990,649

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	99.78%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	99.72%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

Employer identification number

BENEVOLENT HEALTHCARE FOUNDATION

84-1568566

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$
- (ii) Assets included in Form 990, Part X ▶ \$
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$
- b Assets included in Form 990, Part X ▶ \$

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIV and complete the following table
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	132,667	265,585	89,382		
b Contributions	84,700	116,000	390,192		
c Net investment earnings, gains, and losses					
d Grants or scholarships	58,137	56,918	55,800		
e Other expenditures for facilities and programs	76,000	192,000	158,192		
f Administrative expenses					
g End of year balance	83,230	132,667	265,582		

- 2 Provide the estimated percentage of the year end balance held as
- a Board designated or quasi-endowment %
 - b Permanent endowment %
 - c Term endowment 100.00 %
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- | | Yes | No |
|-----------------------------|-----|----------|
| (i) unrelated organizations | | X |
| (ii) related organizations | | X |
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
- 4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,178,000		1,178,000
b Buildings		9,336,786	1,103,403	8,233,383
c Leasehold improvements				
d Equipment		151,804	106,543	45,261
e Other		189,812	58,835	130,977
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				9,587,621

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15)	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) TENANT SECURITY DEPOSITS	15,918
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	15,918

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	50,244,517
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	50,373,496
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-128,979
4	Net unrealized gains (losses) on investments	4	5,266
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 through 8	9	5,266
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	-123,713

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	50,586,020
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	5,266
b	Donated services and use of facilities	2b	336,237
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	341,503
3	Subtract line 2e from line 1	3	50,244,517
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	50,244,517

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	50,709,733
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	336,237
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	336,237
3	Subtract line 2e from line 1	3	50,373,496
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	50,373,496

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Part XIV Supplemental Information (continued)

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2010

Open to Public Inspection

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization

BENEVOLENT HEALTHCARE FOUNDATION

Employer identification number

84-1568566

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
SOUTH ASIA			PROGRAM SERVICES	SHIP MED CONTAINERS	5,026,626
(1) CENTRAL AMERICA			PROGRAM SERVICES	SHIP MED CONTAINERS	10,356,415
(2) EUROPE			PROGRAM SERVICES	SHIP MED CONTAINERS	1,813,632
(3) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	SHIP MED CONTAINERS	834,307
(4) SOUTH AMERICA			PROGRAM SERVICES	SHIP MED CONTAINERS	1,635,292
(5) CENTRAL AFRICA			PROGRAM SERVICES	SHIP MED CONTAINERS	9,601,255
(6) EASTERN AFRICA			PROGRAM SERVICES	SHIP MED CONTAINERS	5,012,436
(7) SOUTH AFRICA			PROGRAM SERVICES	SHIP MED CONTAINERS	1,211,768
(8) WESTERN AFRICA			PROGRAM SERVICES	SHIP MED CONTAINERS	6,246,831
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					41,738,562
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					41,738,562

Part IV Foreign Forms

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926) Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A) Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons with respect to Certain Foreign Corporations (see Instructions for Form 5471) Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621) Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U S Persons with respect to Certain Foreign Partnerships (see Instructions for Form 8865) Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713) Yes No

Part V **Supplemental Information**

Complete this part to provide the information required in Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method); Part II, line 1 (accounting method), Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open To Public Inspection

BENEVOLENT HEALTHCARE FOUNDATION

Employer identification number
84-1568566

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

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

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

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

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

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

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

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

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

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

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

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

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

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

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

	Yes	No
1a		
1b		
2		
3		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

	(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1	W DOUGLAS JACKSON	160,000	0	0	0	11,831	171,831	0
2	GEORGE ROBERGE	150,000	0	0	0	14,142	164,142	0
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								

Schedule J (Form 990) 2010 **BENEVOLENT HEALTHCARE FOUNDATION 84-1568566**

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

SCHEDULE K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization

BENEVOLENT HEALTHCARE FOUNDATION

Employer identification number
84-1568566

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A COLORADO HEALTH FACILITIES AUTHORITY			02/15/08	7,905,000			X				X
B											
C											
D											

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired								
2 Amount of bonds legally defeased								
3 Total proceeds of issue								
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds			228,881					
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds								
11 Other spent proceeds								
12 Other unspent proceeds								
13 Year of substantial completion								

14 Were the bonds issued as part of a current refunding issue?											
15 Were the bonds issued as part of an advance refunding issue?											
16 Has the final allocation of proceeds been made?											
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?											

Part III Private Business Use

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

For Paperwork Reduction Act Notice, see the instructions for Form 990.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No 1545-0047

2010

Open To Public Inspection

Name of the organization

BENEVOLENT HEALTHCARE FOUNDATION

Employer identification number

84-1568566

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	1	50,200	MARKET VALUE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (MEDICAL EQUIP)	X	5000	46,691,045	MARKET VALUE
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

	Yes	No
30a		X
31		X
32a		X

b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010Open to Public
Inspection

Name of the organization

BENEVOLENT HEALTHCARE FOUNDATION

Employer identification number

84-1568566**FORM 990, PART VI, LINE 2 - RELATED PARTY INFORMATION AMONG OFFICERS****W DOUGLAS JACKSON****JAMES W JACKSON****CEO****FOUNDER****SON/FATHER****FORM 990, PART VI, LINE 4 - SIGNIFICANT CHANGES TO ORGANIZATIONAL DOCUMENTS
UPDATED BYLAWS****FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990
THE BOARD REVIEWS THE 990 BEFORE IT IS FILED.****FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY
BOARD ENFORCED****FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL
REVIEWED BY BOARD AS PART OF ANNUAL BUDGET PROCESS****FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS
REVIEWED BY BOARD AS PART OF ANNUAL BUDGET PROCESS****FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION
UPON REQUEST****FORM 990, PART XI, LINE 5 - OTHER CHANGES IN NET ASSETS EXPLANATION
UNREALIZED GAIN ON INVESTMENT**

Name of the organization

BENEVOLENT HEALTHCARE FOUNDATION

Employer identification number

84-1568566

DONATED FACILITY SPACE

Forms 990 / 990-PF	Mortgages and Other Notes Payable	2010
For calendar year 2010, or tax year beginning 06/01/10 , and ending 05/31/11		

Name BENEVOLENT HEALTHCARE FOUNDATION	Employer Identification Number 84-1568566
---	---

FORM 990, PART X, LINE 23 - ADDITIONAL INFORMATION

Name of lender	Relationship to disqualified person
(1) GUARANTY BANK AND TRUST	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1) 1,179,000	02/02/05	02/02/10		7.500
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower	Purpose of loan
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year
(1)	909,617	1,005,409
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Totals	909,617	1,005,409

Tax-Exempt Bond Liabilities

Form **990**

2010

For calendar year 2010, or tax year beginning **06/01/10**, and ending **05/31/11**

Name BENEVOLENT HEALTHCARE FOUNDATION	Employer Identification Number 84-1568566
---	---

FORM 990, PART X, LINE 20 - ADDITIONAL INFORMATION

Name of lender	Purpose of issue
(1) COLORADO HEALTH FACILITIES AUTHORITY	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Issue date	Original amount of issue	Form 8038 filed Y/N	Date filed	Date retired	Completion date of project	Unexpended bond proceeds
(1) 02/15/08	7,905,000	N		02/15/28		
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						

Third party use percent	Maturity date	Repayment terms	Interest rate
(1)	02/15/28		7.375
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			

Security provided by borrower	Amount outstanding at beginning of year	Amount outstanding at end of year
(1)	7,905,000	7,905,000
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Totals	7,905,000	7,905,000

BYLAWS

BENEVOLENT HEALTHCARE FOUNDATION

ARTICLE I: OFFICES

Section 1. Principal and other offices. The place of the principal office of the FOUNDATION shall be:

10377 E. Geddes Ave., Centennial, CO 80012

The FOUNDATION may also have offices at such other places as the Board of Directors may, from time to time, appoint or the business of the FOUNDATION requires: provided, however, that the registered office shall be located at the same address as the registered agent.

ARTICLE II: BOARD OF DIRECTORS

Section 1. General Powers. The property, affairs, and business of the FOUNDATION shall be managed by a Board of Directors. In addition to the powers expressly conferred herein, the Board may exercise all such other powers as are expressed or implied by statute, by the Articles of Association or by these Bylaws.

Section 2. Organization. The Board of Directors of the FOUNDATION shall select, from its members, a Chair. The FOUNDATION Secretary, or in the absence of a Secretary any person appointed by the Chair, shall act as Secretary of the Board. In the absence of the Chair, or in the event of the Chair's death, inability or refusal to act, the President/Chief Executive Officer of the FOUNDATION shall act as Chair.

Section 3. Number, Tenure and Qualifications. The number of directors of the FOUNDATION shall be one or more, who shall be elected at the annual meeting of the Board of Directors. Each director shall hold office for two years or until his successor has been elected and qualified. The directorship terms shall alternate, e.g., if five, two directorships would come up for election on the even number years and the remaining three on odd numbered years. The purpose for the alternating elections is to attempt to establish and maintain some continuity of leadership and direction of the FOUNDATION. The number of directors may be increased, from time to time, and may be decreased, from time to time, to any number not less than one; but no decrease shall have the effect of shortening the term of any incumbent directors. In the event of increase or decrease of directorships, the alternating elections shall be split equally as possible. The directors need not be residents of Colorado. In the event an election of directors shall not be held on the date fixed for the annual meeting of the Board of Director, such directors may be elected at a special meeting of directors to be called for the purpose. Such special meeting may be called by the directors then in office upon notice of such meeting in the

manner provided for calling the annual meeting of the Board of Directors. A director shall not be limited to the number of terms that he may be elected to a directorship.

Section 4. Resignations. Any director of the Board may resign at any time by giving written notice to the Board of Directors, to the Chair, to the President/Chief Executive Officer or to the Secretary of the FOUNDATION. Such resignations shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. Any director may be removed with or without cause at any time by the affirmative vote of the majority of the directors present and entitled to vote, cast at a special meeting called for that purpose, which purpose must be so stated in the written notice of said special meeting. The director being so removed shall not be entitled to vote thereon. The vacancy in the Board caused by such removal may be filled by such directors at such meeting, or in the absence of such action, by a majority vote of the remaining directors, though less than a quorum of the Board of Directors.

Section 6. Vacancies. In the event any vacancy shall occur in the Board of Directors because of death, resignation, disqualification or other cause, the Board of Directors may at any special or regular meeting thereof, by vote of a majority of the directors in office at the time of such meeting, though less than a quorum is present, elect a director to fill such vacancy for the unexpired portion of the term. The director or directors so elected shall hold office until the next annual election of said directorship and until his or their successor or successors shall be duly elected and qualified. Any directorship to be filled by election at an annual meeting or at a special meeting of the Board of Directors called for that purpose. Should the Board of Directors cease to exist due to resignations or catastrophe, the last major beneficiary of the FOUNDATION, shall be empowered to fill the vacancies on the Board of Directors.

Section 7. Place of Meetings. The Board of Directors may hold its meetings at such place or places within or without the State of Colorado as the Board may, from time to time, determine.

Section 8. Annual and Regular Meetings. The annual meeting of the Board of Directors of the FOUNDATION shall be held at ten o'clock a.m. on the first Friday each February, at Evergreen, CO, or other designated place. Regular meetings shall be held without further notice at such time and place as set by the Board of Directors at the annual meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors may be held whenever called by the Chair, or by two of the directors, at such time and place as the person or persons calling the meeting shall designate. Notice of such meeting shall be given personally or mailed to each director, addressed to him at his residence or his usual

place of business at least seven days before the day on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Every such notice shall state the time and place, but need not state the purposes of the meeting, except statement of the purpose of removal of a director. A director may waive notice by attending or by signing a waiver of notice. Any meeting of the Board of Directors shall be a legal meeting; without any notice, provided, however, that attendance by a director for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, shall not waive notice nor constitute presence at the meeting so as to make the meeting a legal meeting.

Section 10. Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws, a majority of the directors in office at the time of any regular or special meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting. The act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum a majority of the directors present may, without notice other than announcement at the meeting, adjourn the meeting, from time to time, until a quorum can be had. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 11. Executive Committee. The Board of Directors, by resolution adopted by majority vote of the directors, may designate two or more directors to constitute an executive committee. Such executive committee may exercise all authority of the Board of Directors or such lesser authority as the resolution shall set forth.

Section 12. Informal Action by Directors. Any action required or allowed to be taken at a meeting of the directors may be taken without a meeting if a consent is in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. The same shall have the force and effect of a resolution, as though, the same had been made by motion and passed at a meeting of the Board of Directors.

Section 13. Compensation. By resolution of the Board of Directors the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as a director. No such payment shall preclude any director from serving the FOUNDATION in any other capacity and receiving compensation therefor.

Section 14. Presumption of Assent. A director of the FOUNDATION who is present at a meeting of the Board of Directors, at which action on any FOUNDATION matter is taken, shall be presumed to have assented to the action taken, unless dissent shall be entered in the minutes of the meeting or unless shall be file written dissent to such action

with the person acting as the Secretary of the meeting, before the adjournment thereof, or shall forward such dissent by certified mail to the Secretary of the Council immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director in favor of such action.

Section 15. Adjournment. Any meeting of directors may adjourn until its business is complete.

Section 16. Powers and Duties. The Board of Directors shall have and exercise all such general powers as are usually exercised by the Board of Directors, and shall have power to do all lawful acts and things allowed by statute, by the Articles of Association or by these Bylaws; all of the powers to elect, appoint or employ officers, agents and other representatives; to determine their duties and salaries; to determine who shall sign notes, checks, drafts, contracts, deeds, reports and other documents; to receive and pass upon reports of officers and agents; and to delegate all or a portion of the powers of the Board from time to time to an executive committee, or other standing or special committees.

Section 17. Associate Directors. The Board of Directors may, upon majority vote at any meeting, authorize any number of Associate Directorships and fill the same by the same voting procedure for electing directors. Associate Directors may be invited as special guests at the Board of Directors meetings, but shall not be a voting participant in said Board meeting. The Associate Director shall act as an advisory board to the Board of Directors, but shall have not vested authority, save and except that which may be specifically granted by written resolution of the Board of Directors. The selection and election of associate directors shall be made in such a manner to assure that their respective philosophies are aligned with and not in conflict with the purpose and intent of this FOUNDATION.

ARTICLE III: OFFICERS

Section 1. Number. The officers of the FOUNDATION shall be a President/Chief Executive Officer, a First Vice President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be appointed in accordance with the other provisions hereof. One person cannot be President/Chief Executive Officer and Secretary at the same time. The President/Chief Executive Officer shall be one of the Board of Directors.

Section 2. Election, Term of Office and Qualifications. The officers of the FOUNDATION shall be elected at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall continue in office until his successor shall have been duly elected and qualified in his stead, until he shall have resigned and his resignation shall have become effective or until he shall have been removed in the manner herein provided.

Section 3. Subordinate Officers, Committees and Agents. The Board of Directors may appoint such other officers, committees and agents as it may deem necessary, including, additional Vice Presidents, Assistant Treasurers and Assistant Secretaries, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may, from time to time, determine. The Board of Directors may delegate to any officer or committee the power to appoint and to prescribe the authority and duties of any such subordinate officers, committees, or agents.

Section 4. Removal. Any officer or agent may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof, or by any committee or superior officer upon whom such power of removal may be conferred by the Board of Directors.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, to the President/Chief Executive Officer or to the Secretary of the FOUNDATION. Such resignations shall take effect at the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in office may be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular appointments or election to such office.

Section 7. Salaries. The salaries of the officers shall be fixed, from time to time, by the majority vote of the Board of Directors. No officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the FOUNDATION.

Section 8. Powers and Duties. The officers of the FOUNDATION shall have such powers and duties as usually pertain to their office, except as modified by the Board of Directors, and shall also have such powers and duties as may, from time to time, be conferred upon them by the Board of Directors. The general powers and duties of the primary officers are as follows:

- a. President/Chief Executive Officer. The President/Chief Executive Officer may sign, with the Secretary or any other authorized officer of the FOUNDATION any deeds, mortgages, bonds, contracts, or other instruments authorized to be executed, except where the signing and execution thereof shall be expressly delegated to some other officer or agent of the FOUNDATION, or shall be required by law to be otherwise signed or executed: and shall perform all duties incident to the office of President/Chief Executive Officer and such other duties as may be prescribed by the Board of Directors, from time to time. He shall be a salaried officer, who shall actively operate and manage the activities and control the employees of the FOUNDATION, subject to the overriding control of the Board of Directors. He shall see that all orders and resolutions of the Board are carried into effect. He

shall have discretionary powers and authority in the management of the affairs of the FOUNDATION. He shall submit a written report to the Board of Directors at the regular meetings, an annual report at the annual meeting, and such other reports as may be required, from time to time.

- b. First Vice President. In the absence of the President/Chief Executive Officer or in the event of his death, inability or refusal to act, the First Vice President shall perform the duties of the President/Chief Executive Officer and when so acting, shall have all the powers of and be subject to all the restrictions upon the President/Chief Executive Officer. The First Vice President shall perform such other duties as, from time to time, may be assigned to him by the President/Chief Executive Officer or by the Board of Directors.
- c. Vice Presidents. There may be one or more Vice Presidents who shall be given specific areas of duties and responsibilities as, from time to time, may be designated and assigned to him by the Board of Directors, from the President/Chief Executive Officer or the First Vice President.
- d. Secretary. The Secretary shall keep the minutes of the Board of Directors' meetings in the Minute Book of the FOUNDATION; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the FOUNDATION records and Seal; see that the Seal is affixed to all documents, the execution of which is duly authorized; keep a register of the address of each director, which shall be furnished to the Secretary by such directors; have charge of the books of the FOUNDATION; and perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to him by the President/Chief Executive Officer or by the Board of Directors. In the absence of the Secretary or his inability to perform his duties, such duties may be performed by an assistant secretary or by a secretary pro tempore appointed at any meeting by the Chairman of the meeting.
- e. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have custody of the FOUNDATION funds and assets, and shall keep or cause to be kept full and accurate accounts of all receipts and disbursements, and of the financial and business transactions of the FOUNDATION in books belonging to the FOUNDATION; shall deposit all monies and other valuable effects of the FOUNDATION in such banks and depositories as the Board may direct; shall, either alone or in conjunction with others named by Resolution of the Board, have power to withdraw by check or draft or other order, the funds of the FOUNDATION on deposit in any bank or safe deposit box. When so requested by the President/Chief Executive Officer or the Board of Directors, he shall, from time to time, make written reports showing the financial condition of the

FOUNDATION, and shall perform such other duties as the Board may designate. In the absence of the Treasurer or the inability to perform the duties of the office, such duties may be performed by an assistant treasurer or other person designated by the Board. In the event a contribution is designated for a particular purpose by the donor or by the Board of Directors, the same shall be placed in trust in a separately identified fund or account so established by the Treasurer, who shall be responsible therefor. In the event it is necessary for the continued operation and management of the FOUNDATION, the Board of Directors may designate a given percentage of any contribution, even though specifically designated, for the cost of administration of the FOUNDATION. The Treasurer shall be responsible for the administration of annuities granted by the Board of Directors, which funds accepted shall be placed in trust and administered upon an approved actuarial basis.

Section 9. Indemnification of Officers and Directors. The FOUNDATION shall indemnify each director or officer of the FOUNDATION his heirs, executors and administrators, against all cost, expense and liability, including settlements approved by the Board of Directors, reasonably incurred or imposed upon him in connection with or resulting from any action, suit, or proceeding or the settlement or compromise thereof, prior to final adjudication, to which he is, or may be, made a party by reason of his being, or having been, a director or officer of the FOUNDATION, except in relation to matters as to which he is finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which such officer or director may be entitled as a matter of law.

ARTICLE IV: CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 1. Contracts, Etc. How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers or agent or agents of the FOUNDATION to enter into any contract.

Section 2. Loans. No loans shall be contracted on behalf of the FOUNDATION and no negotiable papers shall be issued in its name, unless authorized by the Board of Directors. When so authorized, any officer for the FOUNDATION may effect loans and advances at any time for the FOUNDATION or individual, and for such loans and advances, may make execute and deliver promissory notes or other evidences of indebtedness of the FOUNDATION.

Section 3. Checks, drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the FOUNDATION shall be signed by such person or persons, and in such manner as shall, from time to time, be determined by the Board of Directors.

Section 4. Deposits. All funds of the FOUNDATION shall be deposited to the credit of the FOUNDATION under such conditions and in such banks, trust companies or other depositories as the Board of Directors may designate or as may be designated by any officer or officers or agent or agents of the FOUNDATION to whom such power, from time to time, be delegated by the Board of Directors, and for the purpose of such deposit any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts, and other orders for the payment of money which are payable to the order of the FOUNDATION. Limited funds may be deposited into a petty cash account for the convenience and benefit of the FOUNDATION.

ARTICLE V: AMENDMENTS

The power to modify, alter, amend, repeal, or adopt new Bylaws is vested in the Board of Directors, but it shall take the affirmative vote of the majority of the directors to effect any such action, provided that no amendment may be made which would change the purposes of this non-profit entity/public foundation, as defined in Section 501 (c) (3) of the Internal Revenue Code.

WITNESSETH the execution of this document by the President/Chief Executive Officer of the BENEVOLENT HEALTHCARE FOUNDATION this _____ day of _____, 2011.

APPROVED BY THE PRESIDENT/CHIEF EXECUTIVE OFFICER:

_____ DATE:_____