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

Return of Organization Exempt From Income Tax

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning JUL 1, 2012 and ending JUN 30, 2013

B Check if applicable: [ ] Address change [ ] Name change [ ] Initial return [ ] Terminated [ ] Amended return [ ] Application pending

C Name of organization: HEALTHCORPS, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 505 EIGHTH AVENUE — Room/suite: 1101

City, town, or post office, state, and ZIP code: NEW YORK, NY 10018

D Employer identification number: 26-1269358

E Telephone number: (212)742-2875

G Gross receipts $ 7,875,543.

F Name and address of principal officer: MICHELLE BOUCHARD SAME AS C ABOVE

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no.) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ WWW.HEALTHCORPS.ORG

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation: 2007 **M** State of legal domicile: NY

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: HEALTHCORPS IS A PROACTIVE HEALTH MOVEMENT WHICH IS FIGHTING THE OBESITY AND MENTAL RESILIENCE

2 Check this box ▶ [ ] 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	8
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	8
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	115
6	Total number of volunteers (estimate if necessary)	6	50
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	6,432,161.	7,770,538.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2.	5.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,857.	-255,592.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,434,020.	7,514,951.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,177,251.	3,966,028.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 394,093.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,660,301.	2,417,392.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	5,837,552.	6,383,420.
	19	Revenue less expenses. Subtract line 18 from line 12	596,468.	1,131,531.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	5,426,832.	4,260,273.
	21	Total liabilities (Part X, line 26)	336,117.	298,239.
	22	Net assets or fund balances. Subtract line 21 from line 20	5,090,715.	3,962,034.

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 — Date 5/15/14

▶ MICHELLE BOUCHARD, CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
MARTIN GREIF		5-15-14		P00029738

Firm's name ▶ MCGLADREY LLP — Firm's EIN ▶ 42-0714325

Firm's address ▶ 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036-2602 — Phone no. 212-372-1000

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

232001 12-10-12 LHA **For Paperwork Reduction Act Notice, see the separate instructions.** Form **990** (2012)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

Part III | Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III .... [X]

1 Briefly describe the organization's mission:
HEALTHCORPS IS A PROACTIVE HEALTH MOVEMENT WHICH IS FIGHTING THE OBESITY AND MENTAL RESILIENCE CRISIS BY EMPOWERING AMERICAN STUDENTS AND THEIR FAMILIES TO BECOME HEALTH AGENTS OF CHANGE FOR THEIR COMMUNITIES. HEALTHCORPS IS HELPING THE COUNTRY REACH THE TIPPING

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 [X] 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 [X] No
If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses $ 5,264,915. including grants of $) (Revenue $)
LIKE A PEACE CORPS FOR HEALTH, HEALTHCORPS ENGAGES RECENT COLLEGE GRADUATES, WHO DEFER ENTRY INTO MEDICAL SCHOOL OR GRADUATE HEALTH PROGRAMS, TO PARTICIPATE IN PUBLIC SERVICE THROUGH A TWO-YEAR FULL TIME ASSIGNMENT AT A DESIGNATED PUBLIC HIGH SCHOOL. THE PROVEN HEALTH EDUCATIONAL AND PEER MENTORING PROGRAM SPANS A NETWORK OF 42 HIGH SCHOOLS IN 12 STATES (AZ, CA, DC, DE, FL, MS, NJ, NY, OH, OR, PA, TX) AND HAS FUTURE PLANS TO IMPLEMENT THE INITIATIVE IN ALL FIFTY STATES IN THE NEXT DECADE. THIS YEAR THE PROGRAM WILL IMPACT OVER 21,000 STUDENTS AND AN ADDITIONAL 40,000 COMMUNITY MEMBERS.

FOCUSED ON THREE PRIORITIES, HEALTHCORPS EDUCATES THE STUDENT BODY, ACHIEVES COMMUNITY OUTREACH THROUGH "FIT-TOWN" (AN INITIATIVE TO

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** ▶ 5,264,915.

SEE SCHEDULE O FOR CONTINUATION(S)

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*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2	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*	3		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*	4	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*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		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*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		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*	11a	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*	11b		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*	11c		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*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	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*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	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 and XII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		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*	15		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*	16		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*	17		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*	18	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*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		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*	22		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*	23	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*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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*	25a		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*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		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*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		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*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		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*	32		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*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		
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*	36		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*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Form **990** (2012)

232004
12-10-12

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	19		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		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	2a	115		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	3a			X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b			
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)?	4a			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?	5a			X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a			X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
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?	7a		X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			X
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?	7e			X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
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?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
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?	12a			
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?	13a			
	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?	14a			X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*	14b			

Form **990** (2012)

232005
12-10-12

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 [X]

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 — 1a: 8 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent — 1b: 8			
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?	2		X
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?	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
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*	9		X

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
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	15a	X	
b	Other officers or key employees of the organization	15b	X	
	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?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ CA,DC,DE,FL,LA,MD,NC,NJ,NY,OH,OK,OR

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[X] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

FERNANDO PACHECO - (212)742-2875

505 EIGHTH AVENUE, NO. 1101, NEW YORK, NY 10018

SEE SCHEDULE O FOR FULL LIST OF STATES

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 organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(1) MR. JORDAN DAVIS BOARD DIRECTOR	0.10	X						0.	0.	0.
(2) MR. T. J. HIGGINS BOARD DIRECTOR	0.10	X						0.	0.	0.
(3) MR. ANTHONY E. MEYER BOARD DIRECTOR	0.10	X						0.	0.	0.
(4) MR. SEAN HEYNIGER BOARD DIRECTOR	0.10	X						0.	0.	0.
(5) DR. BEN LEWIS BOARD DIRECTOR	0.10	X						0.	0.	0.
(6) MR. ALEX C. MARKOWITS TREASURER	0.10	X		X				0.	0.	0.
(7) DR. MEHMET OZ CHAIRMAN	0.10	X		X				0.	0.	0.
(8) MS. JILL PLATT SECRETARY	0.10	X		X				0.	0.	0.
(9) MICHELLE BOUCHARD CEO	60.00			X				163,362.	0.	11,182.
(10) FERNANDO PACHECO VICE PRESIDENT OF FINANCE	50.00			X				91,254.	0.	6,698.
(11) JUAN BREA CHIEF OF OPERATIONS	60.00					X		115,243.	0.	12,725.
(12) SHAWN HAYES DIRECTOR OF EDUCATION	50.00					X		151,054.	0.	13,648.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
1b Sub-total ▶								520,913.	0.	44,253.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								520,913.	0.	44,253.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 3

		Yes	No
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*	3		X
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*	4	X	
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*	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. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
INSPERITY, 19001 CRESCENT SPRINGS DRIVE, KINGWOOD, TX 77339	HR/PAYROLL SERVICES	164,529.

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 1

Part VIII Statement of Revenue

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

				(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	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	1,018,634.				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	6,751,904.				
	g Noncash contributions included in lines 1a-1f: $						
	h **Total.** Add lines 1a-1f ▶			7,770,538.			
Program Service Revenue		Business Code					
	2 a						
	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) ▶			5.			5.
	4 Income from investment of tax-exempt bond proceeds ▶						
	5 Royalties ▶						
		(i) Real	(ii) Personal				
	6 a Gross rents						
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss) ▶						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss) ▶						
	8 a Gross income from fundraising events (not including $ 1,018,634. of contributions reported on line 1c). See Part IV, line 18	a	105,000.				
	b Less: direct expenses	b	360,592.				
	c Net income or (loss) from fundraising events ▶			-255,592.			-255,592.
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities ▶						
	10 a 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	Business Code					
	11 a						
	b						
	c						
	d All other revenue						
	e **Total.** Add lines 11a-11d ▶						
	12 **Total revenue.** See instructions. ▶			7,514,951.	0.	0.	-255,587.

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	294,868.	262,138.	22,410.	10,320.
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	3,105,871.	2,761,120.	236,046.	108,705.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	188,195.	167,305.	14,303.	6,587.
10 Payroll taxes	377,094.	335,237.	28,659.	13,198.
11 Fees for services (non-employees):				
a Management				
b Legal	92,263.		92,263.	
c Accounting	7,014.		7,014.	
d Lobbying	900.	900.		
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	563,845.	302,221.	114,461.	147,163.
12 Advertising and promotion	55,071.		27,536.	27,535.
13 Office expenses	210,469.	147,675.	43,121.	19,673.
14 Information technology	55,632.	49,467.	4,232.	1,933.
15 Royalties				
16 Occupancy	149,761.	105,282.	30,551.	13,928.
17 Travel	388,752.	273,208.	79,318.	36,226.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	5,207.		5,207.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	52,076.	46,296.	3,958.	1,822.
23 Insurance	15,925.	14,160.	1,211.	554.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a CURRICULUM & ED MATERIA	634,850.	634,850.		
b PAYROLL ADMIN FEE	185,627.	165,056.	14,122.	6,449.
c				
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	6,383,420.	5,264,915.	724,412.	394,093.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X | Balance Sheet

Check if Schedule O contains a response to any question in this Part X [ ]

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	869,224.	1	1,268,388.
	2	Savings and temporary cash investments	11,001.	2	11,007.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	4,348,463.	4	2,828,794.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	74,594.	9	45,360.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a: 197,942.			
	b	Less: accumulated depreciation — 10b: 121,639.	96,823.	10c	76,303.
	11	Investments - publicly traded securities		11	1,200.
	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	26,727.	15	29,221.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	5,426,832.	16	4,260,273.
Liabilities	17	Accounts payable and accrued expenses	113,589.	17	250,499.
	18	Grants payable	82,452.	18	
	19	Deferred revenue	84,830.	19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	55,246.	25	47,740.
	26	**Total liabilities.** Add lines 17 through 25	336,117.	26	298,239.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	2,036,196.	27	2,744,005.
	28	Temporarily restricted net assets	3,054,519.	28	1,218,029.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ [ ] 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	5,090,715.	33	3,962,034.
	34	Total liabilities and net assets/fund balances	5,426,832.	34	4,260,273.

Form **990** (2012)

232011
12-10-12

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7,514,951.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,383,420.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,131,531.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	5,090,715.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-2,260,212.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	3,962,034.

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] 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?	2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: [ ] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: [X] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
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?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
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?	3a		X
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	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: HEALTHCORPS, INC.

Employer identification number: 26-1269358

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 [X] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 [ ] A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 [ ] An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 [ ] An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 [ ] An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a [ ] Type I b [ ] Type II c [ ] Type III - Functionally integrated d [ ] Type III - Non-functionally integrated

e [ ] By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box [ ]

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(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?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	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? Yes	No	(v) Did you notify the organization in col. (i) of your support? Yes	No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	No	(vii) Amount of monetary support
Total									

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

Schedule A (Form 990 or 990-EZ) 2012

232021 12-04-12

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2869902.	3965944.	4063946.	6432161.	7770538.	25102491.
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	2869902.	3965944.	4063946.	6432161.	7770538.	25102491.
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)						2236508.
6 **Public support.** Subtract line 5 from line 4.						22865983.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	2869902.	3965944.	4063946.	6432161.	7770538.	25102491.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources		35,933.	31,697.	1,859.	5.	69,494.
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						25171985.

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 2012 (line 6, column (f) divided by line 11, column (f)) ..... 14 90.84 %

15 Public support percentage from 2011 Schedule A, Part II, line 14 ..... 15 90.36 %

16a **33 1/3% support test - 2012.** 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 ▶ [X]

b **33 1/3% support test - 2011.** 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 ▶ ☐

17a **10% -facts-and-circumstances test - 2012.** 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 ▶ ☐

b **10% -facts-and-circumstances test - 2011.** 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 ▶ ☐

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 ▶ ☐

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
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.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12.)						

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 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2011** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2012.** 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 - 2011.** 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 ▶ ☐

Name of organization	Employer identification number
HEALTHCORPS, INC.	26-1269358

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
HEALTHCORPS, INC.	26-1269358

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization	Employer identification number
HEALTHCORPS, INC.	26-1269358

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures ▶ $

3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ $

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ $

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check ▶ ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e.
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000.
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000.
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000.
Over $17,000,000	$1,000,000.

	(a) Filing organization's totals	(b) Affiliated group totals
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a. If zero or less, enter -0-		
i Subtract line 1f from line 1c. If zero or less, enter -0-		

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a) Yes	(a) No	(b) Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		600.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	X		200.
i Other activities?	X		100.
j Total. Add lines 1c through 1i			900.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

		Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1		
2 Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B, LINE 1, LOBBYING ACTIVITIES:

HEALTHCORPS' COORDINATOR FROM CLEVELAND, OHIO SPOKE AT A CONGRESSIONAL BRIEFING ON THE STATE OF PHYSICAL EDUCATION IN AMERICA'S SCHOOLS. THIS BRIEFING WAS SPONSORED BY US REPRESENTATIVE MARCIA FUDGE OF OHIO AND US SENATOR KRISTEN GILLIBRAND OF NEW YORK. THIS BRIEFING WAS ATTENDED BY CONGRESSIONAL STAFF.

Part IV **Supplemental Information** *(continued)*

HEALTHCORPS' CHIEF ACADEMIC OFFICER ENCOURAGED THE SUPPORT OF THE PHYSICAL ACT IN REMARKS DELIVERED AT THE GREEN SCHOOLS CONFERENCE.

MEMBERS OF HEALTHCORPS' COMMUNICATIONS STAFF MET WITH CONGRESSIONAL STAFF TO EDUCATE THEM ON OUR ORGANIZATION AND TO ENCOURAGE SUPPORT OF THE PHYSICAL ACT.

HEALTHCORPS' CHIEF ACADEMIC OFFICER ENCOURAGED THE SUPPORT OF THE PHYSICAL ACT IN REMARKS DELIVERED AT THE GREEN SCHOOLS CONFERENCE.

HEALTHCORPS COMMUNICATES SUPPORT OF THE PHYSICAL ACT THROUGH SOCIAL MEDIA AND INTERNAL COMMUNICATIONS, WHICH INCLUDES A MONTHLY ONLINE NEWSLETTER.

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, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047
2012
Open to Public Inspection

Name of the organization: HEALTHCORPS, INC.
Employer identification number: 26-1269358

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? ☐ Yes ☐ 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? ☐ Yes ☐ 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 XIII, 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 XIII, 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 XIII.

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

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

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

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

		Amount
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 XIII. Check here if the explanation has been provided in Part XIII ☐

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ▶ ________ %
b Permanent endowment ▶ ________ %
c Temporarily restricted endowment ▶ ________ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		94,363.	58,300.	36,063.
e Other		103,579.	63,339.	40,240.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				76,303.

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. (Col. (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. (Col. (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) Book value
(1) Federal income taxes	
(2) CAPITAL LEASE PAYABLE	36,916.
(3) DEFERRED RENT	10,824.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶	47,740.

2. FIN 48 (ASC 740) Footnote. In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII [X]

Part XI | Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	7,788,647.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines **2a** through **2d**			2e	0.
3	Subtract line **2e** from line **1**			3	7,788,647.
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII.)	4b	-273,696.		
c	Add lines **4a** and **4b**			4c	-273,696.
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	7,514,951.

Part XII | Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	6,657,116.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d	273,696.		
e	Add lines **2a** through **2d**			2e	273,696.
3	Subtract line **2e** from line **1**			3	6,383,420.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	0.
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	6,383,420.

Part XIII | 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, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: THE ORGANIZATION QUALIFIES AS A CHARITABLE ORGANIZATION AS DEFINED BY INTERNAL REVENUE CODE SECTION 501(C)(3) AND, ACCORDINGLY, IS EXEMPT FROM FEDERAL INCOME TAXES UNDER INTERNAL REVENUE CODE SECTION 501(A). THE ORGANIZATION IS ALSO EXEMPT FROM NEW YORK STATE AND NEW YORK CITY INCOME TAXES. THE ORGANIZATION IS NOT CLASSIFIED AS A PRIVATE FOUNDATION. AS A NOT-FOR-PROFIT ORGANIZATION, THE ORGANIZATION IS SUBJECT TO UNRELATED BUSINESS INCOME TAX ("UBIT"), IF APPLICABLE. FOR THE TAX YEARS ENDED JUNE 30, 2013 AND 2012, THE ORGANIZATION DID NOT OWE ANY

Part XIII Supplemental Information *(continued)*

UBIT.

MANAGEMENT HAS EVALUATED THE ORGANIZATION'S TAX POSITIONS AND HAS CONCLUDED THAT THE ORGANIZATION HAD TAKEN NO UNCERTAIN INCOME TAX POSITIONS THAT REQUIRE ADJUSTMENTS TO THE FINANCIAL STATEMENTS. GENERALLY, THE ORGANIZATION IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY U.S. FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2010, WHICH IS THE STANDARD STATUTE OF LIMITATIONS LOOK-BACK PERIOD.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

SPECIAL EVENTS EXPENSES NETTED AGAINST SPECIAL EVENTS REVENUE	-360,592.
RECOVERIES OF PRIOR YEARS GRANTS	86,896.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	-273,696.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENTS EXPENSES NETTED AGAINST SPECIAL EVENTS REVENUE	360,592.
RECOVERIES OF PRIOR YEARS GRANTS	-86,896.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	273,696.

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open To Public Inspection

Name of the organization: HEALTHCORPS, INC.

Employer identification number: 26-1269358

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☐ Mail solicitations
- b ☐ Internet and email solicitations
- c ☐ Phone solicitations
- d ☐ In-person solicitations
- e ☐ Solicitation of non-government grants
- f ☐ Solicitation of government grants
- g ☐ Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
Total ▶						

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 GALA (event type)	(b) Event #2 (event type)	(c) Other events NONE (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	1,123,634.			1,123,634.
	2 Less: Contributions	1,018,634.			1,018,634.
	3 Gross income (line 1 minus line 2)	105,000.			105,000.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	360,592.			360,592.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(360,592.)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				-255,592.

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				( )
	8 Net gaming income summary. Combine line 1, column d, and line 7 ▶				

9 Enter the state(s) in which the organization operates gaming activities: ____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: ____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: ____

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility | 13a | %

b An outside facility | 13b | %

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ ______ and the amount of gaming revenue retained by the third party ▶ $ ______ .

c If "Yes," enter name and address of the third party:

Name ▶

Address ▶

16 Gaming manager information:

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

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

2012

Open to Public Inspection

Name of the organization: HEALTHCORPS, INC.

Employer identification number: 26-1269358

Part I Questions Regarding Compensation

			Yes	No
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. ☐ First-class or charter travel ☒ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ 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	1b	X	
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?	2	X	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. ☐ Compensation committee ☐ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☒ Form 990 of other organizations ☒ 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?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	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?	5a		X
b	Any related organization?	5b		X
	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?	6a		X
b	Any related organization?	6b		X
	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	7	X	
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	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) MICHELLE BOUCHARD	(i)	156,631.	6,731.	0.	0.	11,182.	174,544.	0.
CEO	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) SHAWN HAYES	(i)	145,285.	5,769.	0.	0.	13,648.	164,702.	0.
DIRECTOR OF EDUCATION	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 1A: PURSUANT TO A NEW FUNDING CONTRACT RECEIVED, THE ORGANIZATION TEMPORARILY RELOCATED ITS CEO TO CALIFORNIA TO ASSIST IN EXPANDING THE ORGANIZATION'S ACTIVITIES THERE. DURING THE YEAR, THE ORGANIZATION PAID $55,537 IN HOUSING AND RELATED EXPENSES ON BEHALF OF THE CEO.

PART I, LINE 7: DURING THE YEAR, THE FOLLOWING INDIVIDUALS RECEIVED NON-FIXED PAYMENTS IN THE FORM OF A BONUS:

MICHELLE BOUCHARD - $6,731

JUAN BREA - $4,808

SHAWN HAYES - $5,769

FERNANDO PACHECO - $3,846

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

2012

Open to Public Inspection

Name of the organization: HEALTHCORPS, INC.

Employer identification number: 26-1269358

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

CRISIS BY EMPOWERING AMERICAN STUDENTS AND THEIR FAMILIES TO BECOME HEALTH AGENTS OF CHANGE FOR THEIR COMMUNITIES. HEALTHCORPS IS HELPING THE COUNTRY REACH THE TIPPING POINT TOWARDS WELLNESS NOW AND FOR THE FUTURE OF OUR CHILDREN.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

POINT TOWARDS WELLNESS NOW AND FOR THE FUTURE OF OUR CHILDREN.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

CONNECT AND EMPOWER CITIZENS AND ORGANIZATIONS TO BRING ABOUT AWARENESS AND AFFECT CHANGE THROUGH LOCAL PROJECTS AND INITIATIVES) AND ADVOCATES FOR POLICY SHIFTS ACROSS ALL LEVELS OF GOVERNMENT THAT PUT HEALTH AND PHYSICAL EDUCATION BACK INTO THE CORE CURRICULUM OF THE AMERICAN EDUCATION SYSTEM.

FORM 990, PART V, LINE 2B

FEDERAL EMPLOYMENT TAX FILINGS

THE ORGANIZATION USES THE SERVICES OF A PROFESSIONAL EMPLOYER ORGANIZATION (PEO). THE PEO LEASES EMPLOYEES TO HEALTHCORPS AND COVERS ALL HUMAN RESOURCE AND PAYROLL FUNCTIONS. THE W-2S AND ALL REQUIRED EMPLOYMENT TAX RETURNS ARE FILED BY THE PEO,

FORM 990, PART VI, SECTION B, LINE 11: THE ORGANIZATION'S VICE PRESIDENT OF FINANCE, CHIEF OF OPERATIONS & CEO REVIEW THE FORM 990. DURING THE

Name of the organization: HEALTHCORPS, INC. | Employer identification number: 26-1269358

REVIEW PROCESS, THE VICE PRESIDENT OF FINANCE WILL DISCUSS ANY QUESTIONS AND CHANGES REGARDING THE RETURN WITH THE BOARD TREASURER. THE RETURN IS THEN REVIEWED BY THE FINANCE COMMITTEE AND DISTRIBUTED TO THE BOARD OF DIRECTORS BEFORE FILING.

FORM 990, PART VI, SECTION B, LINE 12C: ON AN ANNUAL BASIS, THE ORGANIZATION'S DIRECTORS, OFFICERS AND KEY EMPLOYEES (IF APPLICABLE) ARE REQUIRED TO DISCLOSE TO THE ORGANIZATION'S BOARD OF DIRECTORS THE EXISTENCE OF ANY ACTUAL OR POTENTIAL CONFLICTS OF INTEREST AND ALL MATERIAL FACTS RELATED TO IT. FURTHERMORE, ON AN ANNUAL BASIS, THE BOARD OF DIRECTORS WILL REVIEW THESE DISCLOSURES. ANY AFFECTED INDIVIDUAL WILL BE NOTIFIED AND ADVISED OF HIS/HER RESPONSIBILITIES RELATED TO THE CONFLICT.

FORM 990, PART VI, SECTION B, LINE 15: THE ORGANIZATION HIRED AN OUTSIDE COMPENSATION CONSULTANT TO PERFORM A FULL ORGANIZATIONAL COMPENSATION REVIEW. THE CONSULTANT USED VARIOUS COMPARABILITY DATA AND REPORTED ON SALARY BANDS FOR EACH POSITION WITHIN THE ORGANIZATION. THE BOARD OF DIRECTORS RELIED ON THE SALARY SURVEY TO DETERMINE THE COMPENSATION OF THE CEO. THE CEO AND CHIEF OF OPERATIONS PRESENTED THE DETERMINED SALARIES OF THE OTHER OFFICERS TO THE BOARD OF DIRECTORS FOR THEIR APPROVAL. IN FISCAL YEAR ENDED 2013, THE ORGANIZATION HAD NO KEY EMPLOYEES. THE COMPENSATION DELIBERATIONS AND DECISIONS ARE DOCUMENTED IN E-MAILS BETWEEN THE CEO, CHIEF OF OPERATIONS AND THE COMPENSATION CONSULTANT.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990: CA,DC,DE,FL,LA,MD,NC,NJ,NY,OH,OK,OR,TX

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION POSTS ITS ANNUAL

Name of the organization: HEALTHCORPS, INC.

Employer identification number: 26-1269358

REPORT AND FORM 990 ON ITS WEBSITE.

FORM 990, PART XI, LINE 8

PRIOR PERIOD ADJUSTMENT

THE ORGANIZATION HAD A RESTATEMENT OF THE BEGINNING NET ASSETS OF APPROXIMATELY $2,200,000 TO CORRECT A PREVIOUSLY RECORDED PLEDGE AND CONTRIBUTION INCOME. THE PLEDGE WAS NOT AN UNCONDITIONAL PLEDGE, AS THE DONOR HAD THE RIGHT TO CANCEL.

HealthCorps, Inc.

Financial Report

June 30, 2013

Contents

McGladrey

Independent Auditor's Report

To the Board of Directors
HealthCorps, Inc.
New York, New York

Report on the Financial Statements

We have audited the accompanying financial statements of HealthCorps, Inc. (the "Organization"), which comprise the statement of financial position as of June 30, 2013, and the related statements of activities, functional expenses and cash flows for the year then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Organization's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Organization as of June 30, 2013, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 11 to the financial statements, the 2012 financial statements have been restated to correct certain accounting misstatements. We also audited the adjustments described in Note 11 that were applied to restate the 2012 financial statements. In our opinion, such adjustments are appropriate and have been properly applied.

Other Matter and Summarized Comparative Information

The financial statements of the Organization as of and for the year ended June 30, 2012, before they were restated for the matter discussed in Note 11 to the financial statements, were audited by other auditors whose report, dated March 18, 2013, expressed an unmodified opinion on those statements. The summarized comparative information presented herein as of and for the year ended June 30, 2012 was derived from those financial statements.

McGladrey LLP

New York, New York
May 15, 2014

HealthCorps, Inc.

Statement of Financial Position
June 30, 2013
(with summarized financial information for the year ended June 30, 2012)

	2013	2012 (Restated)
ASSETS		
Cash and Cash Equivalents	$ 1,279,395	$ 880,225
Grants, Contracts and Contributions Receivable, net	2,828,794	2,013,633
Prepaid Expenses	45,360	74,594
Property and Equipment, net	76,303	95,583
Security Deposits and Other Assets	30,421	26,727
Total assets	$ 4,260,273	$ 3,090,762
LIABILITIES AND NET ASSETS		
Liabilities:		
Accounts payable and accrued expenses	$ 250,499	$ 113,801
Grant payable	-	82,452
Deferred rent obligation	10,824	8,760
Capital lease obligation	36,916	55,246
Total liabilities	298,239	260,259
Commitments and Contingencies		
Net Assets:		
Unrestricted	2,744,005	2,025,984
Temporarily restricted	1,218,029	804,519
Total net assets	3,962,034	2,830,503
Total liabilities and net assets	$ 4,260,273	$ 3,090,762

See Notes to Financial Statements.

HealthCorps, Inc.

Statement of Activities
Year Ended June 30, 2013
(with summarized financial information for the year ended June 30, 2012)

	Unrestricted	Temporarily Restricted	Total 2013	2012 (Restated)
Support and Revenue:				
Grants and contracts	$ 1,780,243	$ 1,257,500	$ 3,037,743	$ 1,743,908
Contributions	2,804,412	821,291	3,625,703	3,773,931
Special events	1,048,634	75,000	1,123,634	1,207,922
Rental income and other income	1,567	-	1,567	2,712
Net assets released from restrictions used for programs	1,740,281	(1,740,281)	-	-
Total support and revenue	7,375,137	413,510	7,788,647	6,728,473
Functional Expenses:				
Program services	5,182,463	-	5,182,463	4,213,277
General and administrative	719,967	-	719,967	690,219
Fund-raising	754,686	-	754,686	944,909
		-		
Total functional expenses	6,657,116	-	6,657,116	5,848,405
Change in net assets	718,021	413,510	1,131,531	880,068
Net Assets, Beginning of Year Prior to Restatements	2,036,196	3,054,519	5,090,715	1,791,684
Restatements	(10,212)	(2,250,000)	(2,260,212)	158,751
Net assets, beginning of year - as restated	2,025,984	804,519	2,830,503	1,950,435
Net assets - end of year	$ 2,744,005	$ 1,218,029	$ 3,962,034	$ 2,830,503

See Notes to Financial Statements.

HealthCorps, Inc.

Statement of Functional Expenses
Year Ended June 30, 2013
(with summarized financial information for the year ended June 30, 2012)

	Program Services	General and Administrative	Fund-raising	2013	2012 (Restated)
Salaries and related fringe benefits	$ 3,525,801	$ 301,418	$ 138,811	**$ 3,966,030**	$ 3,177,251
Curriculum and educational material	634,850	-	-	**634,850**	407,318
Outside service contracts	302,221	114,461	147,163	**563,845**	487,925
Travel and meetings	273,208	79,318	36,226	**388,752**	312,444
Payroll administrative fee	165,056	14,122	6,449	**185,627**	141,113
Professional fees	-	99,277	-	**99,277**	79,958
Marketing and promotion	-	27,536	27,535	**55,071**	11,377
Rent, parking and utilities	105,282	30,551	13,928	**149,761**	137,842
Office expense	90,831	26,358	12,016	**129,205**	85,946
Telecommunications	40,836	11,855	5,415	**58,106**	36,037
Technical support	49,467	4,232	1,933	**55,632**	102,840
Bad debt	-	(4,445)	-	**(4,445)**	65,000
Insurance	14,160	1,211	554	**15,925**	10,053
Postage	16,907	4,908	2,242	**24,057**	51,309
Depreciation and amortization	46,296	3,958	1,822	**52,076**	23,782
Interest expense	-	5,207	-	**5,207**	1,601
Donations	-	-	-	**-**	3,500
Grant expense	(82,452)	-	-	**(82,452)**	-
Subtotal	5,182,463	719,967	394,094	**6,296,524**	5,135,296
Direct cost of special events	-	-	360,592	**360,592**	713,109
Total expenses	$ 5,182,463	$ 719,967	$ 754,686	**$ 6,657,116**	$ 5,848,405

See Notes to Financial Statements.

HealthCorps, Inc.

Statement of Cash Flows
Year Ended June 30, 2013
(with summarized financial information for the year ended June 30, 2012)

	2013	2012 (Restated)
Cash Flows From Operating Activities:		
Change in net assets	**$ 1,131,531**	$ 880,068
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization	**52,076**	23,782
Write-off of grant payable	**(82,452)**	-
Bad debt (recovery) expense	**(4,445)**	65,000
Increase in deferred rent obligation	**2,064**	8,760
Change in operating assets and liabilities:		
Increase in grants, contracts and contributions receivable	**(810,716)**	(320,714)
Decrease in prepaid expenses	**29,234**	1,736
Increase in security deposits and other assets	**(3,694)**	(990)
Increase (decrease) in accounts payable and accrued expenses	**136,698**	(27,971)
Net cash provided by operating activities	**450,296**	629,671
Cash Flows From Investing Activities:		
Purchase of equipment	**(32,796)**	(33,705)
Net cash used in investing activities	**(32,796)**	(33,705)
Cash Flows From Financing Activities:		
Principal payments on line of credit	**(469,000)**	-
Proceeds from line of credit	**469,000**	-
Principal payments on capital lease obligations	**(18,330)**	(7,905)
Net cash used in financing activities	**(18,330)**	(7,905)
Net change in cash and cash equivalents	**399,170**	588,061
Cash and Cash Equivalents:		
Beginning	**880,225**	292,164
Ending	**$ 1,279,395**	$ 880,225
Supplemental Disclosure of Cash Flow Information:		
Interest paid	**$ 5,207**	$ 1,601
Supplemental Disclosure of Noncash Investing and Financing Activities:		
Equipment purchased under capital lease obligations	**$ -**	$ 63,151

See Notes to Financial Statements.

Note 1. Organization

HealthCorps, Inc. (the "Organization") is a corporation exempt from income taxes under section 501(c)(3) of the Internal Revenue Code. The Organization was co-founded by Dr. Mehmet Oz and his wife, Lisa Oz. Dr. Oz is a world-renowned cardiac surgeon and two-time Daytime Emmy Award-winning host of the three-time Daytime Emmy Award-winning "The Dr. Oz Show". The Organization was organized to combat the childhood obesity crisis. The Organization is building a nationwide movement to shape a new generation. The Organization's "Coordinators" carry out unique in-school and community programming targeting high-need populations. Using peer-mentoring to deliver a progressive curriculum in nutrition, fitness and mental strength, the Coordinators give teens purpose, help develop human character and inspire an interest in health and culinary arts careers. The Organization also serves as a unique research laboratory – exploring the complex, underlying causes of the obesity crisis and discovering and communicating solutions.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting: The accompanying financial statements have been prepared on the accrual basis of accounting.

Net Asset Classifications: Net assets are classified based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of the Organization and changes therein are classified and reported as follows:

Unrestricted Net Assets: Net assets that are not subject to donor-imposed stipulations.

Temporarily Restricted Net Assets: Net assets subject to donor-imposed stipulations that will be met either by actions of the Organization or the passage of time. When donor-imposed restrictions are satisfied (that is, when a stipulated time restriction expires or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Permanently Restricted Net Assets: Net assets subject to donor-imposed stipulations that must be permanently maintained by the Organization. Generally, the donors permit the Organization to use or expend all or part of the income earned on those assets to support current operations and, accordingly, income would be recorded as temporarily restricted until the purpose is satisfied. The Organization did not have any permanently restricted net assets as of June 30, 2013 and 2012.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingencies at the date of the financial statements, and revenue and expenses recognized during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents: Cash and cash equivalents on the statement of financial position include highly liquid investments with initial maturities of three months or less.

Support and Revenue: Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions. All donor-restricted revenue is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported on the statement of activities as net assets released from restrictions.

Note 2. Summary of Significant Accounting Policies (Continued)

Unconditional promises to give are recognized as revenue or gains in the period acknowledged. Conditional promises to give are recognized when the conditions on which they depend are substantially met. Unconditional promises to give are carried at net present value less an estimate made for doubtful promises based on a review of all outstanding promises on a monthly basis. Management determines the allowance for doubtful accounts by using the historical experience applied to an aging of promises. Promises are written off when deemed uncollectible.

The Organization receives grants from governmental agencies and other sources for various purposes. Grant awards earned but not yet received are accrued to the extent unreimbursed expenses have been incurred for the purposes specified by the approved grants. The Organization defers grant revenues received under approved awards to the extent they exceed expenses incurred for the purposes specified under the grant purposes. These funds are reported as refundable advances. There were no refundable advances as of June 30, 2013 and 2012.

Grants, Contracts and Contributions Receivable: Grants, contracts and contributions receivable are comprised primarily of amounts due to the Organization from grantor agencies. Receivable balances are reported at their outstanding balances discounted to their net present value based on a borrowing rate that the Organization could secure when the support and revenue is initially received.

Property and Equipment: Property and equipment are recorded at cost or, if donated, at fair value on the date of donation. Property and equipment are depreciated on the straight-line method over the estimated useful lives of the assets, which range from three to seven years.

Expenses: Expenses are reported as decreases in unrestricted net assets. The cost of providing the various program and supporting services of the Organization have been summarized on a functional basis in the accompanying financial statements. Certain costs and expenses have been allocated between program services and supporting services on a reasonable basis as determined by management.

Advertising Costs: Advertising costs are charged to operations when incurred. For the years ended June 30, 2013 and 2012, advertising costs were $55,071 and $11,377, respectively.

Income Taxes: The Organization qualifies as a charitable organization as defined by Internal Revenue Code Section 501(c)(3) and, accordingly, is exempt from federal income taxes under Internal Revenue Code Section 501(a). The Organization is also exempt from New York State and New York City income taxes. The Organization is not classified as a private foundation. As a not-for-profit organization, the Organization is subject to unrelated business income tax ("UBIT"), if applicable. For the tax years ended June 30, 2013 and 2012, the Organization did not owe any UBIT.

Management has evaluated the Organization's tax positions and has concluded that the Organization had taken no uncertain income tax positions that require adjustments to the financial statements. Generally, the Organization is no longer subject to income tax examinations by U.S. federal, state or local tax authorities for years before 2010, which is the standard statute of limitations look-back period.

Comparative Information: The financial statements include certain prior-year summarized comparative information in total but not by net asset or by functional expense classifications. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended June 30, 2012, from which the summarized information was derived.

Note 2. Summary of Significant Accounting Policies (Continued)

Reclassifications: Certain 2012 amounts have been reclassified to conform to the 2013 financial statement presentation. The reclassifications have no effect on the reported 2012 total assets, liabilities, net assets and change in net assets.

Recently Issued Accounting Pronouncement: In October 2012, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2012-04, *Technical Corrections and Improvements*. The amendments in this update cover a wide range of topics including technical corrections and improvements to the Accounting Standards Codification ("ASC") and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013 for nonpublic entities, except for amendments in this update where there was no transition guidance and which were immediately effective upon issuance. The impact of adopting ASU 2012-04 on the Organization's financial statements for subsequent periods has not yet been determined.

Note 3. Grants, Contracts and Contributions Receivable

Grants, contracts and contributions receivable at June 30, 2013 and 2012 are due to be collected as follows:

	2013	2012
Less than one year	**$ 2,785,311**	$ 2,064,744
One to five years	**97,222**	13,889
	2,882,533	2,078,633
Allowance for doubtful accounts	**(50,000)**	(65,000)
Discount to present value at 4%	**(3,739)**	-
	$ 2,828,794	$ 2,013,633

At June 30, 2013 and 2012, grants, contracts and contributions receivable totaling $1,283,846 and $1,227,359, respectively, were due from one governmental agency.

Note 4. Property and Equipment

As of June 30, 2013 and 2012, property and equipment are comprised of the following:

		2013		2012	Estimated Useful Life
Furniture and fixtures	$	**35,070**	$	27,697	5 to 7 Years
Equipment		**94,363**		101,736	5 to 7 Years
Computer software		**68,509**		35,713	3 Years
		197,942		165,146	
Less accumulated depreciation and amortization		**(121,639)**		(69,563)	
Total property and equipment	**$**	**76,303**	$	95,583	

For the year ended June 30, 2013 and 2012, depreciation and amortization expense amounted to $52,076 and $23,782, respectively.

Note 5. Line of Credit

The Organization entered into an agreement with a financial institution for a business line of credit that allows borrowings up to $500,000. The interest rate is equal to the LIBOR plus 4.281%. The line of credit is secured by all assets of the Organization. The line of credit expired on May 23, 2013. The Organization renewed the line of credit with a maximum borrowing of $1,000,000. Interest is payable at a variable interest rate equal to the LIBOR plus 3.045%, which was 3.24% as of June 30, 2013. The line of credit was scheduled to expire on February 1, 2014 but was extended to expire on August 30, 2014. As of June 30, 2013 and 2012, there were no borrowings against the line of credit.

Note 6. Research Grants

Requests for grants are made by the Organization to various entities, mostly other not-for-profits, such as universities and other research facilities. The Board and the Executive Director carefully review all grant requests and make the grants that best further the goals of the Organization. All grants require final reports and an accounting as all unused funds are to be returned to the Organization. Grants may be for a term of up to four years. The Organization recognizes grant expense and any related payable balance in the year the grant is approved.

During fiscal year 2013, the Organization rescinded the remaining grant payable amount of $82,452 for noncompliance with the terms of the grant agreement with a grantee, which was originally approved in fiscal year 2007.

Note 7. Professional Employer Organization

The Organization has an agreement with a professional employer organization to provide off-site human resources services. All employees of the Organization are employed by the professional employer organization. The professional employer organization administers payroll, employee benefits and other related expenses and assists in personnel and related compliance requirements. For the years ended June 30, 2013 and 2012, the fees for services under this agreement were $185,627 and $141,113, respectively.

Note 8. Commitments and Contingencies

Operating Lease Commitments: The Organization entered into two operating lease agreements for its offices in New York and California, which expire on June 30, 2014 and April 30, 2015, respectively. In addition to the base rate, the Organization is required to pay additional rent escalation based on real estate tax and other costs. For the years ended June 30, 2013 and 2012, rent expense amounted to $139,744 and $116,298, respectively.

As of June 30, 2013, future minimum lease payments under these leases are as follows:

Years ending June 30,	
2014	$ 95,651
2015	24,940
	$ 120,591

Deferred rent consists of the excess of the rental expenses on a straight-line basis over the payments required by the lease. As of June 30, 2013 and 2012, there was $10,824 and $8,760, respectively, of deferred rent obligation included on the statement of financial position.

In March 2014, the Organization entered into a new 88-month operating lease agreement for office space in New York. In addition to the base rate, the Organization is required to pay additional rent escalation based on real estate tax and other costs. The commencement date of the new lease agreement is approximately May 15, 2014 in accordance with the terms of the lease agreement.

The expected future minimum lease payments under the new lease agreement are as follows:

Years ending June 30,	
2014	$ -
2015	142,200
2016	127,421
2017	155,873
2018	161,442
Thereafter	584,573
	$ 1,171,509

Capital Lease Commitment: In February 2012, the Organization entered into a thirty-six month non-cancellable capital lease agreement for computer and office equipment. The assets and liabilities under the capital lease are recorded at the lower of present value of the minimum lease payments or the fair value of the assets.

The assets are amortized over the lower of the related lease term or their estimated productive lives. Amortization of assets under capital lease is included in depreciation and amortization expense at June 30, 2013.

Note 8. Commitments and Contingencies (Continued)

The following is a summary of equipment held under the capital lease at June 30, 2013:

Equipment	$	63,151
Less accumulated amortization		(27,365)
	$	35,786

Present value of minimum capital lease payments as of June 30, 2013 is as follows:

Years ending June 30,		
2014	$	23,712
2015		15,808
		39,520
Less interest portion		(2,604)
	$	36,916

The interest rate on the capitalized lease is 4.2% and is imputed based on the lower of the Organization's incremental borrowing rate at the inception of the lease or the lessor's implicit rate of return. Interest expense on the capital lease amounted to $3,405 and $1,601 for the year ended June 30, 2013 and 2012, respectively.

The Organization is subject to various audits from various funding organizations that support its programs. The grants are subject to adjustments for disallowed costs, if any, based upon the results of the audits.

The Organization operates programs funded by state grants that are renewed annually depending on the availability of funds and the Organization's compliance with requirements of the contracts and grants. Therefore, annual funding under these grants is not guaranteed.

Note 9. Temporarily Restricted Net Assets

Temporarily restricted net assets are available for the following purposes as of June 30:

	2013	2012
Various school and educational programs	**$ 941,639**	$ 623,963
Time restriction	**276,390**	180,556
	$ 1,218,029	$ 804,519

Note 9. Temporarily Restricted Net Assets (Continued)

The release of temporarily restricted net assets consists of the following for the year ended June 30, 2013:

Various school and educational programs	**$ 1,573,614**
Time restriction	**166,667**
	$ 1,740,281

Note 10. Concentrations

Concentration of Credit Risk: The Organization maintains its cash balances in two financial institutions. The balances are insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000 at each financial institution. At times, such cash balances may exceed the FDIC limit. As of June 30, 2013 and 2012, the Organization maintained cash balances of $1,039,887 and $650,266, respectively, in excess of the FDIC limit at one of the financial institutions. The Organization has not experienced any losses in such accounts in the past.

Note 11. Restatements

The beginning net assets as of July 1, 2011 have been restated to include $158,751 of an unconditional contribution received in fiscal year 2011 that was not previously recognized as temporarily restricted revenue.

	As Previously Stated	As Restated	Effect on Net Assets
Net Assets at July 1, 2011:			
Temporarily restricted	$ 351,956	$ 510,707	$ 158,751
Unrestricted	1,439,728	1,439,728	-
	$ 1,791,684	$ 1,950,435	$ 158,751

The net assets as of July 1, 2012 have been restated to correct a previously recorded contribution revenue and receivable of $2,250,000 that was not unconditional as had been recorded. The Organization properly recognized $1,000,000 of revenue related to this conditional contribution in fiscal year 2013. The remaining $1,250,000 is expected to be recognized in the future.

As of June 30, 2012, the Organization incorrectly recognized $84,830 in grants, contracts and contributions receivable and deferred income on a cost-reimbursement grant. There were no reimbursable expenditures incurred or amounts received from this grant during 2012. This misstatement did not have an effect on the net asset balances.

The Organization did not properly recognize the deferred rent obligation for one of its rental properties, resulting in a misstatement of $8,760 in the reported liability as of June 30, 2012. Also during 2012, the Organization recorded direct cost of special events of $713,109 as program services expenses. Such expenses should have been appropriately reported as fund-raising services in accordance with accounting principles generally accepted in the United States of America. These errors and some other miscellaneous errors in other revenue and expense accounts resulted in a misstatement of $10,212 in unrestricted net assets as of July 1, 2012.

Note 11. Restatements (Continued)

These corrections resulted in the following restatements of the financial statements as of and for the year ended June 30, 2012:

	As Previously Stated	As Restated	Net Effect
Total Assets	$ 5,426,832	$ 3,090,762	$ (2,336,070)
Total Liabilities	$ 336,117	$ 260,259	$ (75,858)
Net Assets:			
Temporarily restricted	3,054,519	804,519	(2,250,000)
Unrestricted	2,036,196	2,025,984	(10,212)
Total net assets	5,090,715	2,830,503	(2,260,212)
Total liabilities and net assets	$ 5,426,832	$ 3,090,762	$ (2,336,070)

	As Previously Stated	As Restated	Net Effect
Total Support and Revenue	$ 9,136,583	$ 6,728,473	$ (2,408,110)
Functional Expenses:			
Program services	4,926,386	4,213,277	(713,109)
General and administrative	679,366	690,219	10,853
Fund-raising	231,800	944,909	713,109
Total functional expenses	5,837,552	5,848,405	10,853
Change in net assets	$ 3,299,031	$ 880,068	$ (2,418,963)

The cumulative effect of these corrections on the net assets of $(2,260,212) at July 1, 2012 is comprised of the 2012 and 2011 corrections to the changes in net assets of $(2,418,963) and $158,751, respectively.

Note 12. Subsequent Events

The Organization evaluates events occurring after the date of the financial statements to consider whether or not the impact of such events needs to be reflected and/or disclosed in the financial statements. Such evaluation is performed through May 15, 2014, the date the financial statements were available for issuance.

Form **CHAR500**	**Annual Filing for Charitable Organizations** New York State Department of Law (Office of the Attorney General) Charities Bureau - Registration Section 120 Broadway New York, NY 10271 http://www.charitiesnys.com	**2012**
This form used for Article 7-A, EPTL and dual filers (replaces forms CHAR 497, CHAR 010 and CHAR 006)		**Open to Public Inspection**

1. General Information

a. For the fiscal year beginning (mm/dd/yyyy) 07/01/2012 and ending (mm/dd/yyyy) 06/30/2013

b. Check if applicable for NYS:	c. Name of organization		d. Fed. employer ID no. (EIN)
☐ Address change ☐ Name change ☐ Initial filing	HEALTHCORPS, INC.		26-1269358 e. NY State registration no. 40-89-76
☐ Final filing ☐ Amended filing	Number and street (or P.O. box if mail not delivered to street address) 505 EIGHTH AVENUE	Room/suite 1101	f. Telephone number 212 742-2875
☐ NY registration pending	City or town, state or country and ZIP + 4 NEW YORK, NY 10018		g. Email FPACHECO@HEALTHCORP

2. Certification - Two Signatures Required

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

	Signature	Printed Name	Title	Date
a. President or Authorized Officer	[signature]	MICHELLE BOUCHARD	CEO	5/15/2014
b. Chief Financial Officer or Treas.	[signature]	FERNANDO PACHECO	VICE PRESIDENT O	5/15/14

3. Annual Report Exemption Information

a. **Article 7-A** annual report exemption (Article 7-A registrants and dual registrants)

Check ➡ ☐ if total contributions from NY State (including residents, foundations, corporations, government agencies, etc.) did not exceed $25,000 **and** the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year.

NOTE: An organization may claim this exemption if no PFR or FRC was used **and** either: 1) it received an allocation from a federated fund, United Way or incorporated community appeal **and** contributions from other sources did not exceed $25,000 **or** 2) it received all or substantially all of its contributions from one government agency to which it submitted an annual report similar to that required by Article 7-A.

b. **EPTL** annual report exemption (EPTL registrants and dual registrants)

Check ➡ ☐ if gross receipts did not exceed $25,000 **and** assets (market value) did not exceed $25,000 at any time during this fiscal year.

For EPTL or Article 7-A registrants claiming the annual report exemption under the one law under which they are registered and for dual registrants claiming the annual report exemptions under both laws, simply complete part 1 (General Information), part 2 (Certification) and part 3 (Annual Report Exemption Information) above. *Do not submit a fee, do not complete the following schedules and do not submit any attachments to this form.*

4. Article 7-A Schedules

If you did **not** check the Article 7-A annual report exemption above, complete the following for this fiscal year:

a. Did the organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? ☐ Yes* [X] No
*** If "Yes", complete Schedule 4a.**

b. Did the organization receive government contributions (grants)? ☐ Yes* [X] No
*** If "Yes", complete Schedule 4b.**

5. Fee Submitted: See last page for **summary of fee requirements.**

Indicate the filing fee(s) you are submitting along with this form:

a. Article 7-A filing fee	$ 25.	**Submit only one check or money order for the total fee, payable to "NYS Department of Law"**
b. EPTL filing fee	$ 250.	
c. **Total fee**	$ 275.	

6. Attachments - For organizations that are not claiming annual report exemptions under both laws, see last page for required attachments ➡➡➡