

Form **990**

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)

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

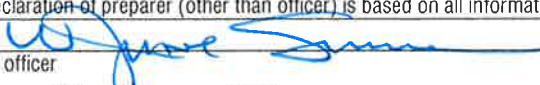

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Partners in Care Foundation, Inc.		D Employer identification number 95-3954057		
	Doing Business As				
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	E Telephone number	
	732 Mott Street		150	(818) 837-3775	
	City, town, or post office, state, and ZIP code San Fernando, CA 91340		G Gross receipts \$ 8,830,402.		
F Name and address of principal officer: W. June Simmons same as C above			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No		
J Website: www.picf.org			H(c) Group exemption number ▶		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1999 M State of legal domicile: CA		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: Assist healthcare providers and community based organizations to create, implement, and evaluate		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	23
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	22
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	114
	6 Total number of volunteers (estimate if necessary)	6	202
	7 a 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.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	7,278,482.	6,907,715.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	969,102.	1,745,626.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	8,596.	14,384.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	22,977.	1,793.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	8,279,157.	8,669,518.
	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)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	4,813,540.	5,296,955.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 251,124.	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,102,424.	3,231,606.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	7,915,964.	8,528,561.
19 Revenue less expenses. Subtract line 18 from line 12	363,193.	140,957.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	7,541,757.	9,222,563.
	22 Net assets or fund balances. Subtract line 21 from line 20	4,344,600.	5,826,000.
		3,197,157.	3,396,563.

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 12-18-2013			
	W. June Simmons, CEO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name Carmen D. Mosley, CPA	Preparer's signature 	Date 12/18/13	Check if self-employed <input type="checkbox"/>	PTIN P00475769
	Firm's name ▶ Harrington Group, CPAs, LLP	Firm's EIN ▶ 95-4557617			
	Firm's address ▶ 234 East Colorado Blvd., Suite M150 Pasadena, CA 91101	Phone no. (626) 403-6801			

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: Partners is a think-tank and a proving ground. Partners changes the shape of health care by creating high-impact, innovative ways of bringing more effective clinical and social services to people and communities. Partners' direct services test, measure, refine and

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 \$ 2,059,516. including grants of \$) (Revenue \$) Multipurpose Senior Services Program (MSSP South # 40) arranges for a variety of services to be provided in the homes of over 423 frail seniors to ensure they can live safely and delay or prevent placement in a nursing home.

4b (Code:) (Expenses \$ 769,319. including grants of \$) (Revenue \$) Los Angeles Caregiver Resource Center (LACRC) is a critical resource which helps families and communities master the challenges of caring for adults with long-term health issues and others with brain impairing conditions, such as Alzheimer's disease, stroke, Parkinson's and traumatic brain injury for over 3,500 caregivers.

4c (Code:) (Expenses \$ 725,509. including grants of \$) (Revenue \$) Multipurpose Senior Services Program (MSSP North # 43) arranges for a variety of services to be provided in the homes of over 166 frail seniors to ensure they can live safely and delay or prevent placement in a nursing home.

4d Other program services (Describe in Schedule O.) (Expenses \$ 3,826,997. including grants of \$) (Revenue \$ 1,745,626.)

4e Total program service expenses 7,381,341.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		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? <i>If "Yes," complete Schedule C, Part II</i>		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? <i>If "Yes," complete Schedule C, Part III</i>		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? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		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? <i>If "Yes," complete Schedule D, Part VI</i>	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? <i>If "Yes," complete Schedule D, Part VII</i>		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? <i>If "Yes," complete Schedule D, Part VIII</i>		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? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		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)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		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? <i>If "Yes," complete Schedule F, Parts II and IV</i>		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? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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? <i>If "Yes," complete Schedule G, Part I</i>		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? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

		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? <i>If "Yes," complete Schedule I, Parts I and II</i>		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? <i>If "Yes," complete Schedule I, Parts I and III</i>		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? <i>If "Yes," complete Schedule J</i>	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		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? <i>If "Yes," complete Schedule L, Part I</i>		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? <i>If "Yes," complete Schedule L, Part II</i>		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? <i>If "Yes," complete Schedule L, Part III</i>		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? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		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? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		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? <i>If "Yes," complete Schedule R, Part I</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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? <i>If "Yes," complete Schedule R, Part VI</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O response

Main table with columns for question number, description, sub-questions (1a-1b, 2a-2b, etc.), and Yes/No columns. Includes questions about Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, and sponsoring organizations.

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

Table with 3 columns: Question, Yes, No. Rows include: 1a (23), 1b (22), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (X), 10b, 11a (X), 11b, 12a (X), 12b (X), 12c (X), 13 (X), 14 (X), 15a (X), 15b (X), 16a (X), 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA
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.
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: Partners in Care Foundation, Inc. - (818) 837-3775
732 Mott Street, Suite 150, San Fernando, CA 91340

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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) W. June Simmons President and CEO	40.00 0.20	X		X				312,132.	0.	22,494.
(2) Eve M. Kurtin Chair	0.20	X		X				0.	0.	0.
(3) Stephen T. O'Dell Vice Chair	0.20	X		X				0.	0.	0.
(4) Cathi Cunningham Treasurer	0.20	X		X				0.	0.	0.
(5) Marta Fernandez, JD Secretary	0.20	X		X				0.	0.	0.
(6) Seth Ellis Past Chair	0.20	X		X				0.	0.	0.
(7) Adrian Stern, CPA Board Member	0.20	X						0.	0.	0.
(8) Maureen Archambault Board Member	0.20	X						0.	0.	0.
(9) Mark Carlin Board Member	0.20	X						0.	0.	0.
(10) Joel L. Freedman Board Member	0.20	X						0.	0.	0.
(11) Frances Hanckel Board Member	0.20	X						0.	0.	0.
(12) Susan Heller, MD Board Member	0.20	X						0.	0.	0.
(13) Gordon M. Johnson Board Member	0.20 0.20	X						0.	0.	0.
(14) Edward Kim Board Member	0.20	X						0.	0.	0.
(15) Randi Lee Lundy Board Member	0.20	X						0.	0.	0.
(16) Robert W. Lundy Board Member	0.20	X						0.	0.	0.
(17) Courtney Lyder Board Member	0.20	X						0.	0.	0.

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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Peter Mackler Board Member	0.20	X						0.	0.	0.
(19) Paul Torrens, MD, MPH Board Member	0.20	X						0.	0.	0.
(20) Diane Wittenberg Board Member	0.20	X						0.	0.	0.
(21) Gideon Young Board Member	0.20	X						0.	0.	0.
(22) Mari Zag Board Member	0.20	X						0.	0.	0.
(23) Allen W. Mathies, MD Ex Officio	0.20	X						0.	0.	0.
(24) Kenneth Kang VP Finance and CFO	40.00			X				160,742.	0.	0.
(25) Sandra Atkins VP Institute for Change	40.00					X		114,934.	0.	0.
(26) Eva Goetz VP of Advancement	40.00					X		123,399.	0.	0.
1b Sub-total								711,207.	0.	22,494.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								711,207.	0.	22,494.

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 **4**

	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		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	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		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
NONE		

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 **0**

Part VIII Statement of Revenue

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

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	316,675.			
	d Related organizations	1d				
	e Government grants (contributions)	1e	4,919,096.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,671,944.			
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f		6,907,715.			
	Program Service Revenue	2 a Direct service income	Business Code			
		b Project contracts	623000	980,526.	980,526.	
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f			1,745,626.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		14,384.		14,384.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real				
		(ii) Personal				
		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 \$ 316,675. of contributions reported on line 1c). See Part IV, line 18	a	160,884.			
		b Less: direct expenses	b	160,884.		
c Net income or (loss) from fundraising events			0.			
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 Miscellaneous income	900099	1,793.			1,793.	
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		1,793.				
12 Total revenue. See instructions.		8,669,518.	1,745,626.	0.	16,177.	

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	479,713.	242,040.	159,886.	77,787.
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	3,852,792.	3,631,882.	114,088.	106,822.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	10,494.	8,357.	1,505.	632.
10 Payroll taxes	953,956.	851,806.	60,877.	41,273.
11 Fees for services (non-employees):				
a Management				
b Legal	72,806.	45,867.	26,939.	
c Accounting	32,300.	20,369.	11,931.	
d Lobbying				
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.)	453,238.	384,006.	69,132.	100.
12 Advertising and promotion	21,584.	15,566.	6,018.	
13 Office expenses	298,263.	196,954.	88,928.	12,381.
14 Information technology	33,868.	22,295.	9,709.	1,864.
15 Royalties				
16 Occupancy	170,558.	165,521.	5,037.	
17 Travel	223,809.	145,672.	75,530.	2,607.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	26,490.	16,517.	9,633.	340.
20 Interest	11,330.		11,330.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	72,296.		72,296.	
23 Insurance	74,876.	34,020.	40,856.	
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 Purchased services	1,041,631.	996,104.	45,326.	201.
b Program oversight	573,831.	565,528.	8,303.	
c Dues, license and subsc	49,816.	27,895.	15,221.	6,700.
d Other expenses	45,000.	2,636.	41,947.	417.
e All other expenses	29,910.	8,306.	21,604.	
25 Total functional expenses. Add lines 1 through 24e	8,528,561.	7,381,341.	896,096.	251,124.
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	684,300.	1	179,974.	
	2 Savings and temporary cash investments	113,419.	2	114,454.	
	3 Pledges and grants receivable, net	3,988,067.	3	5,223,121.	
	4 Accounts receivable, net	866,241.	4	1,706,630.	
	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	500.	9	2,500.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,586,742.			
	b Less: accumulated depreciation	10b 1,013,740.	628,801.	10c	573,002.
	11 Investments - publicly traded securities		11		
	12 Investments - other securities. See Part IV, line 11	415,451.	12	483,447.	
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	844,978.	15	939,435.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	7,541,757.	16	9,222,563.		
Liabilities	17 Accounts payable and accrued expenses	579,044.	17	872,906.	
	18 Grants payable		18		
	19 Deferred revenue	3,444,228.	19	4,040,624.	
	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	121,328.	23	62,470.	
	24 Unsecured notes and loans payable to unrelated third parties	200,000.	24	850,000.	
	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		25		
	26 Total liabilities. Add lines 17 through 25	4,344,600.	26	5,826,000.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	1,962,442.	27	2,114,042.	
	28 Temporarily restricted net assets	1,234,715.	28	1,282,521.	
	29 Permanently restricted net assets		29		
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
33 Total net assets or fund balances	3,197,157.	33	3,396,563.		
34 Total liabilities and net assets/fund balances	7,541,757.	34	9,222,563.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,669,518.
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,528,561.
3	Revenue less expenses. Subtract line 2 from line 1	3	140,957.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,197,157.
5	Net unrealized gains (losses) on investments	5	36,040.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	22,409.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	3,396,563.

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: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
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?	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	X	

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: **Partners in Care Foundation, Inc.** Employer identification number: **95-3954057**

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

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

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

	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?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 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.")	5,706,231.	6,116,999.	7,398,957.	7,278,482.	6,907,715.	33,408,384.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	5,706,231.	6,116,999.	7,398,957.	7,278,482.	6,907,715.	33,408,384.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						33,408,384.

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	5,706,231.	6,116,999.	7,398,957.	7,278,482.	6,907,715.	33,408,384.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	971.	49,366.	6,084.	8,596.	14,384.	79,401.
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.)	56,067.	21,138.	42,747.	22,977.	1,793.	144,722.
11 Total support. Add lines 7 through 10						33,632,507.
12 Gross receipts from related activities, etc. (see instructions)					12	4,591,747.
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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	99.33	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	99.28	%
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	<input checked="" type="checkbox"/>		
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	<input type="checkbox"/>		
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	<input type="checkbox"/>		
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	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 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

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

Partners in Care Foundation, Inc.

95-3954057

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization Partners in Care Foundation, Inc.	Employer identification number 95-3954057
--	---

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
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization Partners in Care Foundation, Inc.	Employer identification number 95-3954057
--	---

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	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

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

Partners in Care Foundation, Inc.

Employer identification number

95-3954057

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

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

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

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

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

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part 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		727,212.	216,325.	510,887.
d Equipment		766,652.	704,537.	62,115.
e Other		92,878.	92,878.	0.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				573,002.

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) Money market funds	48,680.	End-of-Year Market Value
(B) Equities	434,767.	End-of-Year Market Value
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	483,447.	

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) Charitable remainder unitrusts	120,430.
(2) Deposits	14,000.
(3) Due from related entities	805,005.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	939,435.

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

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

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

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

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

Part XIII Supplemental Information

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: Partners is exempt from taxation under Internal Revenue Code Section 501(c)(3) and California Revenue and Taxation Code Section 23701d.

Generally accepted accounting principles provide accounting and disclosure guidance about positions taken by an organization in its tax returns that might be uncertain. Management has considered its tax positions and believes that all of the positions taken by Partners in its federal and

Part XIII Supplemental Information *(continued)*

state exempt organization tax returns are more likely than not to be sustained upon examination. Partners' returns are subject to examination by federal and state taxing authorities, generally for three and four years, respectively, after they are filed.

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	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		Tribute Dinner (event type)	Golf Tournament (event type)	None (total number)	
Revenue	1 Gross receipts	360,086.	117,473.		477,559.
	2 Less: Contributions	235,170.	81,505.		316,675.
	3 Gross income (line 1 minus line 2)	124,916.	35,968.		160,884.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs		12,245.		12,245.
	7 Food and beverages	93,250.	8,546.		101,796.
	8 Entertainment				
	9 Other direct expenses	31,666.	15,177.		46,843.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(160,884)
11 Net income summary. Combine line 3, column (d), and line 10				0.	

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))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> 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: _____

**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

Partners in Care Foundation, Inc.

Employer identification number

95-3954057

Part I Questions Regarding Compensation

	Yes	No								
<p>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.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>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</p>	1b									
<p>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?</p>	2									
<p>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.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>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:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4a	X								
	4b	X								
	4c	X								
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p> <p>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:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5a	X								
	5b	X								
<p>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:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6a	X								
	6b	X								
<p>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</p>	7	X								
<p>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</p>	8	X								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	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) W. June Simmons President and CEO	(i)	312,132.	0.	0.	22,494.	0.	334,626.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) Kenneth Kang VP Finance and CFO	(i)	130,742.	30,000.	0.	0.	0.	160,742.	0.
	(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)							

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

Partners in Care Foundation, Inc.

Employer identification number

95-3954057

Form 990, Part I, Line 1, Description of Organization Mission:

ways of delivering care.

Form 990, Part III, Line 1, Description of Organization Mission:

replace replicate innovative programs and services, and bring needed
care to diverse populations.

Form 990, Part III, Line 4d, Other Program Services:

Multipurpose Senior Services Program (MSSP Kern # 51) arranges for a
variety of services to be provided in the homes of over 158 frail
seniors to ensure they can live safely and delay or prevent placement
in a nursing home.

Expenses \$ 716,476. including grants of \$ 0. Revenue \$ 0.

Chronic Disease Self-Management Program offers vital, evidence-based
health education programs for preventing age and illness-related
decline by managing chronic illness, preventing falls, and reducing
medication errors. Number of participants completing workshops per
year average 584.

Expenses \$ 314,228. including grants of \$ 0. Revenue \$ 0.

Black Infant Health Program serves to reduce African American infant
and maternal mortality through comprehensive community-based efforts by
assuring that at-risk pregnant and parenting women and their children
up to one year of age have access to quality maternal and child health
services. Annual participants completing program per year is 173.

Name of the organization Partners in Care Foundation, Inc.	Employer identification number 95-3954057
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Expenses \$ 303,747. including grants of \$ 0. Revenue \$ 0.

Other program services such as Research, Professional Education, Family Care Network, Adult Day Health Care Program and Fiscal Agent Services.

Expenses \$ 2,492,546. including grants of \$ 0. Revenue \$ 1,745,626.

Form 990, Part VI, Section A, line 2: 1) June Simmons, CEO, has a family relationship with Jody Dunn, VP of Service Integration.

2) Two board members, Randi Lee Lundy and Robert W. Lundy, are married.

Form 990, Part VI, Section B, line 11: Form 990 along with related state tax and regulatory filings are fully reviewed with the Audit and Finance Committee, the CFO, and Auditors prior to their filing, and then presented to the Board of Directors for a general review and discussion, also prior to filing the return with the IRS and other cognizant agencies.

Form 990, Part VI, Section B, Line 12c: Each year, at the annual meeting, members of the Board of Directors of Partners in Care Foundation sign the Conflict of Interest Policy agreement.

Form 990, Part VI, Section B, Line 15: CEO's compensation is surveyed and reviewed by outside compensation consulting firm(s) and approved by the Board of Directors.

Compensation is surveyed and determined for local area (Los Angeles) non-profit agencies with comparable budget size and number of staff by an outside consultant that is a compensation specialist, Valere Consulting, and is approved by the Board Compensation Committee for the CEO, Executive

Name of the organization
Partners in Care Foundation, Inc.

Employer identification number
95-3954057

Team and other key positions.

Form 990, Part VI, Section C, Line 19: The organization makes its governing documents, conflict of interest policy, and financial statements available to the public upon request. The Form 990 is available on this website - www.guidestar.org

Form 990, Part XI, line 9, Changes in Net Assets:

Change in value of split interest trust	22,406.
Rounding off differences	3.
Total to Form 990, Part XI, Line 9	22,409.

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization: **Partners in Care Foundation, Inc.**
Employer identification number: **95-3954057**

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
Visiting Nurses Community Services - 95-3954056, 732 Mott Street, Suite 150, San Fernando, CA 91340	Elderly care	California	501(c)(3)	Line 9			X

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)	X	
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) California Health Innovation Center, Inc.	D	19,955.FMV	
(2)			
(3)			
(4)			
(5)			
(6)			

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Part IV, Identification of Related Organizations Taxable as Corp or Trust:

Name of Related Organization:

California Health Innovation Center, Inc.

Direct Controlling Entity: Partners in Care Foundation, Inc.

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. Partners in Care Foundation, Inc.	Employer identification number (EIN) or 95-3954057
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 732 Mott Street, No. 150	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. San Fernando, CA 91340	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Partners in Care Foundation, Inc.

- The books are in the care of ▶ 732 Mott Street, Suite 150 - San Fernando, CA 91340
 Telephone No. ▶ (818) 837-3775 FAX No. ▶ (818) 837-7227
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until February 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning JUL 1, 2012, and ending JUN 30, 2013.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

TAXABLE YEAR
2012

**California Exempt Organization
Annual Information Return**

228941 12-18-12
FORM
199

Calendar Year 2012 or fiscal year beginning month **JULY** day **1** year **2012**, and ending month **JUNE** day **30** year **2013**.

Corporation/Organization Name PARTNERS IN CARE FOUNDATION, INC.		California corporation number 1326942
Address (suite, room, or PMB no.) 732 MOTT STREET, NO. 150		FEIN 95-3954057
City SAN FERNANDO	State CA	ZIP Code 91340

<p>A First Return <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>B Amended Return <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>C IRC Section 4947(a)(1) trust <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>D Final Return? <input type="checkbox"/> Dissolved <input type="checkbox"/> Surrendered (Withdrawn) <input type="checkbox"/> Merged/Reorganized Enter date: _____</p> <p>E Check accounting method: (1) <input type="checkbox"/> Cash (2) <input checked="" type="checkbox"/> Accrual (3) <input type="checkbox"/> Other</p> <p>F Federal return filed? (1) <input type="checkbox"/> 990T (2) <input type="checkbox"/> 990(PF) (3) <input type="checkbox"/> Sch H (990)</p> <p>G Is this a group filing for the subordinates/affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach a roster. See instructions</p> <p>H Is this organization in a group exemption? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," what is the parent's name? _____</p> <p>I Did the organization have any changes in its activities, governing instrument, articles of incorporation, or bylaws that have not been reported to the Franchise Tax Board? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," explain, and attach copies of revised documents.</p>	<p>J If exempt under R&TC Section 23701d, has the organization during the year: (1) participated in any political campaign, or (2) attempted to influence legislation or any ballot measure, or (3) made an election under R&TC Section 23704.5 (relating to lobbying by public charities)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," complete and attach form FTB 3509.</p> <p>K Is the organization exempt under R&TC Section 23701g? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," enter the gross receipts from nonmember sources \$ _____</p> <p>L If organization is exempt under R&TC Section 23701d and is exclusively religious, educational, or charitable, and is supported primarily (50% or more) by public contributions, check box. No filing fee is required. <input checked="" type="checkbox"/></p> <p>M Is the organization a Limited Liability Company? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>N Did the organization file Form 100 or Form 109 to report taxable income? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>O Is the organization under audit by the IRS or has the IRS audited in a prior year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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Part I Complete Part I unless not required to file this form. See General Instructions B and C.

Receipts and Revenues	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8	1	1,922,687.00
	2	Gross dues and assessments from members and affiliates	2	00
	3	Gross contributions, gifts, grants, and similar amounts received STMT 1	3	6,907,715.00
	4	Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$50,000, see General Instruction B	4	8,830,402.00
	5	Cost of goods sold	5	00
	6	Cost or other basis, and sales expenses of assets sold	6	00
	7	Total costs. Add line 5 and line 6	7	00
	8	Total gross income. Subtract line 7 from line 4	8	8,830,402.00
Expenses	9	Total expenses and disbursements. From Side 2, Part II, line 18	9	8,689,445.00
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	10	140,957.00
Filing Fee	11	Filing fee \$10 or \$25. See General Instruction F	11	N/A
	12	Total payments	12	00
	13	Penalties and Interest. See General Instruction J	13	00
	14	Use tax. See General Instruction K	14	00
	15	Balance due. Add line 11, line 13, and line 14. Then subtract line 12 from the result	15	00

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

Sign Here	Signature of officer CEO	Date	Telephone <input type="checkbox"/>
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/> PTIN P00475769
	Firm's name (or yours, if self-employed) and address HARRINGTON GROUP, CPAS, LLP 234 EAST COLORADO BLVD., SUITE M150 PASADENA, CA 91101		FEIN 95-4557617
			Telephone (626) 403-6801

May the FTB discuss this return with the preparer shown above? See instructions Yes No

Part II Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information.

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	•	1	160,884.00	
	2	Interest	•	2	14,384.00	
	3	Dividends	•	3	00	
	4	Gross rents	•	4	00	
	5	Gross royalties	•	5	00	
	6	Gross amount received from sale of assets (See Instructions)	•	6	00	
	7	Other income	•	7	1,747,419.00	
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	•	8	1,922,687.00	
	9	Contributions, gifts, grants, and similar amounts paid	•	9	00	
	10	Disbursements to or for members	•	10	00	
	11	Compensation of officers, directors, and trustees	•	11	479,713.00	
	12	Other salaries and wages	•	12	3,852,792.00	
	Expenses and Disbursements	13	Interest	•	13	11,330.00
		14	Taxes	•	14	953,956.00
		15	Rents	•	15	170,558.00
		16	Depreciation and depletion (See instructions)	•	16	72,296.00
		17	Other Expenses and Disbursements	•	17	3,148,800.00
		18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	•	18	8,689,445.00

Schedule L Balance Sheets		Beginning of taxable year		End of taxable year	
		(a)	(b)	(c)	(d)
Assets					
1	Cash		797,719.		• 294,428.
2	Net accounts receivable		866,241.		• 1,706,630.
3	Net notes receivable				•
4	Inventories				•
5	Federal and state government obligations				•
6	Investments in other bonds				•
7	Investments in stock				•
8	Mortgage loans				•
9	Other investments	STMT 5	415,451.		• 483,447.
10	a Depreciable assets	1,570,246.		1,586,742.	
	b Less accumulated depreciation	(941,445.)	628,801.	(1,013,740.)	573,002.
11	Land				•
12	Other assets	STMT 6	4,833,545.		• 6,165,056.
13	Total assets		7,541,757.		9,222,563.
Liabilities and net worth					
14	Accounts payable		579,044.		• 872,906.
15	Contributions, gifts, or grants payable				•
16	Bonds and notes payable				•
17	Mortgages payable		121,328.		• 62,470.
18	Other liabilities	STMT 7	3,644,228.		• 4,890,624.
19	Capital stock or principle fund				•
20	Paid-in or capital surplus. Attach reconciliation				•
21	Retained earnings or income fund		3,197,157.		• 3,396,563.
22	Total liabilities and net worth		7,541,757.		9,222,563.

Schedule M-1 Reconciliation of income per books with income per return					
Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$50,000.					
1	Net income per books	• 199,409.	7	Income recorded on books this year not included in this return. STMT 8	• 58,452.
2	Federal income tax	•	8	Deductions in this return not charged against book income this year	•
3	Excess of capital losses over capital gains	•	9	Total. Add line 7 and line 8	58,452.
4	Income not recorded on books this year	•	10	Net income per return.	
5	Expenses recorded on books this year not deducted in this return	•		Subtract line 9 from line 6	140,957.
6	Total. Add line 1 through line 5	199,409.			

Form 199 Cash Contributions of \$5000 or More Statement 1
Included on Part I, Line 3

Contributor's Name	Contributor's Address	Date of Gift	Amount
Annenberg Foundation	2000 Avenue of the Stars, Suite 1000 S. Los Angeles, CA 90067	06/30/13	50,000.
Anthem Blue Cross	1 WellPoint Way Thousand Oaks, CA 91362	06/30/13	10,000.
Arent Fox LLP	555 West 5th St., 48th Fl. Los Angeles, CA 90013	06/30/13	5,000.
Avanti Hospitals, LLC	222 N. Sepulveda Blvd., Ste. 950 El Segundo, CA 90245	06/30/13	5,000.
Barlow Respiratory Hospital	2000 Stadium Way Los Angeles, CA 90026	06/30/13	5,000.
California Community Foundation	221 S. Figueroa St., Ste. 400 Los Angeles, CA 90012	06/30/13	45,000.
California State University, Long Beach	2801 Atlantic Ave. Long Beach, CA 90806	06/30/13	5,000.
California Wellness Foundation	6320 Canoga Ave., Ste. 1700 Woodland Hills, CA 91367	06/30/13	5,000.
Cathi Cunningham	732 Mott St., Suite 150 San Fernando, CA 91340	06/30/13	5,000.
Cedars-Sinai	8711 W. Third St., #1110 Los Angeles, CA 90048	06/30/13	5,000.
Cedars-Sinai Health Systems	8700 Beverly Blvd. Los Angeles, CA 90048	06/30/13	6,000.
Change a Life Foundation	732 Mott St., Suite 150 San Fernando, CA 91340	06/30/13	9,974.
Childrens Hospital of Los Angeles	4650 Sunset Blvd. Los Angeles, CA 90027	06/30/13	5,000.
Chivaroli & Associates	732 Mott St., Suite 150 San Fernando, CA 91340	06/30/13	5,000.
Cigna	25500 N. Norterra Drive Phoenix, AZ 85085	06/30/13	5,000.

Clumeck, Stern, Schenkelberg & Getzoff	17404 Ventura Blvd., 2nd Floor Encino, CA 91316	06/30/13	5,000.
Delta Dental	P.O. Box 3370 Cerritos, CA 90703	06/30/13	5,000.
Dignity Health	185 Berry St., Ste. 300 San Francisco, CA 94107	06/30/13	5,000.
Earl Racine	732 Mott St., Suite 150 San Fernando, CA 91340	06/30/13	5,000.
Eileen Goodis	732 Mott St., Suite 150 San Fernando, CA 91340	06/30/13	5,036.
Elizabeth Lent	732 Mott St., Suite 150 San Fernando, CA 91340	06/30/13	8,500.
Farmers and Merchants Bank	302 Pine Ave. Long Beach, CA 90802	06/30/13	5,000.
Galpin Ford	15505 Roscoe Blvd. North Hills, CA 91343	06/30/13	5,000.
Health Net of California	21650 Oxnard St. Woodland Hills, CA 91367	06/30/13	5,000.
Henry Mayo Newhall Memorial Hospital	23845 McBean Parkway Valencia, CA 91355	06/30/13	35,000.
HFS Consultants Inc.	505 14th St., #500 Oakland, CA 94612	06/30/13	5,000.
Hooper Lundy & Bookman	1875 Century Park East, Ste. 1600 Los Angeles, CA 90067	06/30/13	5,000.
Huron Healthcare	6000 SW Meadows Road, Suite 300 Lake Oswego, OR 97035	06/30/13	10,000.
Jeffer Mangels Butler & Mitchell	1900 Avenue of the Stars, 7th Floor Los Angeles, CA 90067	06/30/13	5,000.
Kaiser Permanente	393 W. Walnut, 7th FL. Pasadena, CA 91188	06/30/13	10,000.
Kaufman, Hall & Associates, Inc.	5202 Old Orchard Road, Ste. N700 Skokie, IL 60077	06/30/13	5,000.
Keenan HealthCare	2355 Crenshaw Blvd. Torrance, CA 90501	06/30/13	5,000.
Linda and Dan Rosenson	732 Mott St., Suite 150 San Fernando, CA 91340	06/30/13	5,000.

Lockton Insurance Brokers	725 S. Figueroa St., 35th Floor Los Angeles, CA 90017	06/30/13	10,000.
Marc Benioff	732 Mott St., Suite 150 San Fernando, CA 91340	06/30/13	10,000.
Marsh Risk & Insurance Services	777 S. Figueroa St. Los Angeles, CA 90017	06/30/13	5,000.
McCarthy Building Companies/Pacific Medical Buildings	20401 S.W. Birch St., Ste. 300 Newport Beach, CA 92660	06/30/13	5,000.
MedAssets, Inc.	100 North Point Center East, Ste. 200 Alpharetta, GA 30022	06/30/13	10,000.
MedPoint Management	6400 Canoga Ave., #163 Woodland Hills, CA 91367	06/30/13	5,000.
Memorial Care Health System	2801 E. Atlantic Ave., Suite 301 Long Beach, CA 90806	06/30/13	25,000.
Molina Healthcare of California	200 Oceangate, Ste. 100 Long Beach, CA 90802	06/30/13	8,000.
Morgan Stanley Smith Barney	55 South Lake Ave., #800 Pasadena, CA 91101	06/30/13	5,000.
Northridge Hospital Medical Center	18300 Roscoe Blvd. Northridge, CA 91328	06/30/13	5,000.
One Legacy	221 S. Figueroa St., Ste. 500 Los Angeles, CA 90012	06/30/13	5,000.
Paul Hastings LLP	515 S. Flower St., 25th Floor Los Angeles, CA 90071	06/30/13	5,000.
Ralph M. Parsons Foundation	888 W. Sixth St., 7th Floor Los Angeles, CA 90017	06/30/13	50,000.
Rose Hills Foundation	225 South Lake Ave., Ste. 1250 Pasadena, CA 91101	06/30/13	50,000.
Rowena Schaber	732 Mott St., Suite 150 San Fernando, CA 91340	06/30/13	7,500.
SCAN Health Plan	3800 Kilroy Airport Way, Suite 100 Long Beach, CA 90806	06/30/13	10,000.
Southern California Edison	1515 Walnut Grove Ave. Rosemead, CA 91770	06/30/13	10,000.
Southern California Safety Institute	24325 Crenshaw Blvd., #226 Torrance, CA 90505	06/30/13	6,400.

St. John's Health Center	2121 Santa Monica Blvd. Santa Monica, CA 90404	06/30/13	5,000.
Steve O'Dell	732 Mott St., Suite 150 San Fernando, CA 91340	06/30/13	5,055.
Steven Fink	732 Mott St., Suite 150 San Fernando, CA 91340	06/30/13	5,000.
Sunair Children's Fund	732 Mott St., Suite 150 San Fernando, CA 91340	06/30/13	10,000.
Sutter Health	2200 River Plaza Drive Sacramento, CA 95833	06/30/13	10,000.
The Roddenberry Foundation	732 Mott St., Suite 150 San Fernando, CA 91340	06/30/13	5,000.
The Sullivan Group	732 Mott St., Suite 150 San Fernando, CA 91340	06/30/13	7,500.
TriNet	1100 San Leandro Blvd., Suite 400 San Leandro, CA 94577	06/30/13	5,000.
UC Irvine Health	101 The City Drive Orange, CA 92868	06/30/13	5,000.
UCLA Health System and David Geffen School of Medicine at UCLA	10833 Le Conte Ave., 17-165 CHS Los Angeles, CA 90095	06/30/13	10,000.
UCLA School of Nursing	700 Tiverton, Factor Bldg., Rm. #2-256 Los Angeles, CA 90095	06/30/13	5,000.
Union Bank	445 S. Figueroa St., 8th Fl Los Angeles, CA 90071	06/30/13	5,000.
University of Southern California	669 W. 34th St., #214 Los Angeles, CA 90089	06/30/13	5,000.
Weingart Foundation	1055 West Seventh St., Suite 3050 Los Angeles, CA 90017	06/30/13	100,000.
California Department of Aging	1300 National Drive, Suite 200 Sacramento, CA 95834	06/30/13	3,363,725.
Black Infant Health, County of Los Angeles, Dept. of Aging	3580 Wilshire Blvd., Suite 300 Los Angeles, CA 90010	06/30/13	303,746.
Disease Prevention Health Promotion, City of Los Angeles Dept. of Aging	3580 Wilshire Blvd., Suite 300 Los Angeles, CA 90010	06/30/13	227,228.

Partners in Care Foundation, Inc.

95-3954057

Family Caregiver Outreach, City of Los Angeles Dept. of Aging	3580 Wilshire Blvd., Suite 300 Los Angeles, CA 90010	06/30/13	143,000.
Americorps	1201 New York Ave., NW Washington, DC 20525	06/30/13	47,246.
Total Included on Line 3			<u>4,803,910.</u>

Form 199	Other Income	Statement	2
Description		Amount	
Miscellaneous income		1,793.	
Project contracts		765,100.	
Direct service income		980,526.	
Total to Form 199, Part II, line 7			<u>1,747,419.</u>

Form 199	Compensation of Officers, Directors and Trustees	Statement	3
Name and Address	Title and Average Hrs Worked/Wk	Compensation	
W. June Simmons 732 Mott Street, Suite 150 San Fernando, CA 91340	President and CEO 40.00	311,352.	
Eve M. Kurtin 732 Mott Street, Suite 150 San Fernando, CA 91340	Chair 0.20	0.	
Stephen T. O'Dell 732 Mott Street, No. 150 San Fernando, CA 91340	Vice Chair 0.20	0.	
Cathi Cunningham 732 Mott Street, Suite 150 San Fernando, CA 91340	Treasurer 0.20	0.	
Marta Fernandez, JD 732 Mott Street, Suite 150 San Fernando, CA 91340	Secretary 0.20	0.	

Seth Ellis 732 Mott Street, No. 150 San Fernando, CA 91340	Past Chair 0.20	0.
Adrian Stern, CPA 732 Mott Street, Suite 150 San Fernando, CA 91340	Board Member 0.20	0.
Maureen Archambault 732 Mott Street, Suite 150 San Fernando, CA 91340	Board Member 0.20	0.
Mark Carlin 732 Mott Street, Suite 150 San Fernando, CA 91340	Board Member 0.20	0.
Joel L. Freedman 732 Mott Street, Suite 150 San Fernando, CA 91340	Board Member 0.20	0.
Frances Hanckel 732 Mott Street, Suite 150 San Fernando, CA 91340	Board Member 0.20	0.
Susan Heller, MD 732 Mott Street, Suite 150 San Fernando, CA 91340	Board Member 0.20	0.
Gordon M. Johnson 732 Mott Street, Suite 150 San Fernando, CA 91340	Board Member 0.20	0.
Edward Kim 732 Mott Street, No. 150 San Fernando, CA 91340	Board Member 0.20	0.
Randi Lee Lundy 732 Mott Street, Suite 150 San Fernando, CA 91340	Board Member 0.20	0.
Robert W. Lundy 732 Mott Street, Suite 150 San Fernando, CA 91340	Board Member 0.20	0.
Courtney Lyder 732 Mott Street, Suite 150 San Fernando, CA 91340	Board Member 0.20	0.
Peter Mackler 732 Mott Street, Suite 150 San Fernando, CA 91340	Board Member 0.20	0.

Paul Torrens, MD, MPH 732 Mott Street, Suite 150 San Fernando, CA 91340	Board Member 0.20	0.
Diane Wittenberg 732 Mott Street, Suite 150 San Fernando, CA 91340	Board Member 0.20	0.
Gideon Young 732 Mott Street, No. 150 San Fernando, CA 91340	Board Member 0.20	0.
Mari Zag 732 Mott Street, No. 150 San Fernando, CA 91340	Board Member 0.20	0.
Allen W. Mathies, MD 732 Mott Street, No. 150 San Fernando, CA 91340	Ex Officio 0.20	0.
Kenneth Kang 732 Mott Street, Suite 150 San Fernando, CA 91340	VP Finance and CFO 40.00	168,361.
Total to Form 199, Part II, line 11		<u>479,713.</u>

Form 199	Other Expenses	Statement	4
Description		Amount	
Purchased services		1,041,631.	
Program oversight		573,831.	
Dues, license and subsc		49,816.	
Other expenses		45,000.	
Direct expenses of fundraising events		160,884.	
Other employee benefits		10,494.	
Legal fees		72,806.	
Accounting fees		32,300.	
Other professional fees		453,238.	
Advertising and promotion		21,584.	
Office expenses		298,263.	
Information technology		33,868.	
Travel		223,809.	
Conferences and conventions		26,490.	
Insurance		74,876.	
All other expenses		29,910.	
Total to Form 199, Part II, line 17		<u>3,148,800.</u>	

Form 199	Other Investments	Statement	5
<u>Description</u>		<u>Beg. of Year</u>	<u>End of Year</u>
Money market funds		32,002.	48,680.
Equities		383,449.	434,767.
Total to Form 199, Schedule L, line 9		415,451.	483,447.

Form 199	Other Assets	Statement	6
<u>Description</u>		<u>Beg. of Year</u>	<u>End of Year</u>
Pledges and Grants Receivable		3,988,067.	5,223,121.
Prepaid Expenses and Deferred Charges		500.	2,500.
Charitable remainder unitrusts		98,024.	120,430.
Deposits		11,600.	14,000.
Due from related entities		735,354.	805,005.
Total to Form 199, Schedule L, line 12		4,833,545.	6,165,056.

Form 199	Other Liabilities	Statement	7
<u>Description</u>		<u>Beg. of Year</u>	<u>End of Year</u>
Deferred Revenue		3,444,228.	4,040,624.
Unsecured Notes and Loans Payable		200,000.	850,000.
Total to Form 199, Schedule L, line 18		3,644,228.	4,890,624.

Form 199	Income Recorded on Books this Year Not Included in this Return	Statement	8
<u>Description</u>		<u>Amount</u>	
Change in value of split interest trust		22,406.	
Unrealized gain on investments		36,040.	
Rounding off difference		6.	
Total to Form 199, Schedule M-1, line 7		58,452.	

MAIL TO:
 Registry of Charitable Trusts
 P.O. Box 903447
 Sacramento, CA 94203-4470
 Telephone: (916) 445-2021

**ANNUAL
 REGISTRATION RENEWAL FEE REPORT
 TO ATTORNEY GENERAL OF CALIFORNIA**

Sections 12586 and 12587, California Government Code
 11 Cal. Code Regs. sections 301-307, 311 and 312

WEB SITE ADDRESS:
<http://ag.ca.gov/charities/>

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties as defined in Government Code section 12586.1. IRS extensions will be honored.

State Charity Registration Number: CT <u>060433</u> PARTNERS IN CARE FOUNDATION, INC. <small>Name of Organization</small> <u>732 MOTT STREET, NO. 150</u> <small>Address (Number and Street)</small> <u>SAN FERNANDO, CA 91340</u> <small>City or Town, State and ZIP Code</small>	Check if: <input type="checkbox"/> Change of address <input type="checkbox"/> Amended report Corporate or Organization No. <u>1326942</u> Federal Employer I.D. No. <u>95-3954057</u>
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ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311 and 312)
 Make Check Payable to Attorney General's Registry of Charitable Trusts

Gross Annual Revenue	Fee	Gross Annual Revenue	Fee	Gross Annual Revenue	Fee
Less than \$25,000	0	Between \$100,001 and \$250,000	\$50	Between \$1,000,001 and \$10 million	\$150
Between \$25,000 and \$100,000	\$25	Between \$250,001 and \$1 million	\$75	Between \$10,000,001 and \$50 million	\$225
				Greater than \$50 million	\$300

PART A - ACTIVITIES

For your most recent full accounting period (beginning 07/01/2012 ending 06/30/2013) list:
 Gross annual revenue \$ 8,669,518. Total assets \$ 9,222,563.

PART B - STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT

Note: If you answer "yes" to any of the questions below, you must attach a separate sheet providing an explanation and details for each "yes" response. Please review RRF-1 instructions for information required.

	Yes	No
1. During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest?		X
2. During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds?		X
3. During this reporting period, did non-program expenditures exceed 50% of gross revenues?		X
4. During this reporting period, were any organization funds used to pay any penalty, fine or judgment? If you filed a Form 4720 with the Internal Revenue Service, attach a copy.		X
5. During this reporting period, were the services of a commercial fundraiser or fundraising counsel for charitable purposes used? If "yes," provide an attachment listing the name, address, and telephone number of the service provider.		X
6. During this reporting period, did the organization receive any governmental funding? If so, provide an attachment listing the name of the agency, mailing address, contact person, and telephone number. SEE STATEMENT 9	X	
7. During this reporting period, did the organization hold a raffle for charitable purposes? If "yes," provide an attachment indicating the number of raffles and the date(s) they occurred.		X
8. Does the organization conduct a vehicle donation program? If "yes," provide an attachment indicating whether the program is operated by the charity or whether the organization contracts with a commercial fundraiser for charitable purposes.		X
9. Did your organization have prepared an audited financial statement in accordance with generally accepted accounting principles for this reporting period?	X	

Organization's area code and telephone number (818) 837-3775

Organization's e-mail address JSIMMONS@PICF.ORG

I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, it is true, correct and complete.

W. JUNE SIMMONS
CEO
Date

Form RRF-1	Information Regarding Government Funding	Statement	9
	Part B, Line 6		

California Department of Aging
1300 National Drive, Suite 200
Sacramento, CA 95834
Contact person: Jennifer Friedrich
Phone: (916) 928-5997

MSSP North
Adult Day Health Care
California Department of Aging
1300 National Drive, Suite 200
Sacramento, CA 95834
Contact person: Lori Beck
Phone: (916) 928-5869

Adult Day Program - West Adams
City of Los Angeles Department of Aging
3580 Wilshire Blvd., Suite 300
Los Angeles, CA 90010
Contact person: Robert Rosenwald
Phone: (213) 252-4075

Family Caregiver Outreach
City of Los Angeles Department of Aging
3580 Wilshire Blvd., Suite 300
Los Angeles, CA 90010
Contact person: Robert Rosenwald
Phone: (213) 252-4075

Disease Prevention Health Promotion
City of Los Angeles Department of Aging
3580 Wilshire Blvd., Suite 300
Los Angeles, CA 90010
Contact person: Robert Rosenwald
Phone: (213) 252-4075

Black Infant Health
County of Los Angeles Department of Aging
3580 Wilshire Blvd., Suite 300
Los Angeles, CA 90010
Phone: (213) 252-4000

Health Innovation Program
California Department of Aging
1300 National Drive, Suite 200
Sacramento, CA 95834
Contact person: Janet Tedesco