

Form **990**Department of the Treasury  
Internal Revenue Service**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung  
benefit trust or private foundation)

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

OMB No. 1545-0047

**2005**Open to Public  
Inspection**A** For the 2005 calendar year, or tax year beginning **6/01/05**, and ending **5/31/06****B** Check if applicable:☐ Address change☐ Name change☐ Initial return☐ Final return☐ Amended return☐ Application pendingPlease  
use IRS  
label or  
print or  
type.  
See  
Specific  
Instruc-  
tions.**C** Name of organization**BENEVOLENT HEALTHCARE FOUNDATION**

Number and street (or P.O. box if mail is not delivered to street address)

**9055 E MINERAL CIR**

Room/suite

**200**

City or town, state or country, and ZIP + 4

**CENTENNIAL****CO 80112****D** Employer identification no.**84-1568566****E** Telephone number**303-792-0729****F** Accounting method: ☐ Cash☒ Accrual ☐ Other (specify)

■ Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

**H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** If "Yes," enter number of affiliates ▶ ☐ Yes ☐ No**H(c)** Are all affiliates included? ☐ Yes ☐ No

(If "No," attach a list. See instr.)

**H(d)** Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No**I** Group Exemption Number ▶**M** Check ☒ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).**G** Website: ▶ **WWW.PROJECTCURE.ORG****J** Organization type(check only one) ▶ ☒ 501(c) ( **3** ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**K** Check here ☐ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization chooses to file a return, be sure to file a complete return. **Some states require a complete return.****L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **29,667,965****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)**

Revenue	1	Contributions, gifts, grants, and similar amounts received:			
	a	Direct public support	1a	29,359,225	
	b	Indirect public support	1b		
	c	Government contributions (grants)	1c		
	d	Total (add lines 1a through 1c) (cash \$ 1,875,973 noncash \$ 27,483,252 )	1d	29,359,225	
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2		
	3	Membership dues and assessments	3		
	4	Interest on savings and temporary cash investments	4	4,221	
	5	Dividends and interest from securities	5		
	6a	Gross rents	6a	252,545	
	b	Less: rental expenses SEE STATEMENT 1	6b	261,605	
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c	-9,060	
7	Other investment income (describe )	7			
	8a	Gross amount from sales of assets other than inventory	(A) Securities	(B) Other	
	b	Less: cost or other basis and sales expenses	8a		
	c	Gain or (loss) (attach schedule)	8b		
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8c		
	8d				
	9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>			
	a	Gross revenue (not including \$ of contributions reported on line 1a)	9a		
	b	Less: direct expenses other than fundraising expenses	9b		
	c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c		
	10a	Gross sales of inventory, less returns and allowances	10a		
b	Less: cost of goods sold	10b			
c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c			
11	Other revenue (from Part VII, line 103)	11	51,974		
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	29,406,360		
Expenses	13	Program services (from line 44, column (B))	13	27,987,249	
	14	Management and general (from line 44, column (C))	14	135,098	
	15	Fundraising (from line 44, column (D))	15	234,188	
	16	Payments to affiliates (attach schedule)	16		
	17	Total expenses (add lines 16 and 44, column (A))	17	28,356,535	
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18	1,049,825	
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	20,267,623	
	20	Other changes in net assets or fund balances (attach explanation)	20		
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	21,317,448	

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.  
DAA

Form 990 (2005)

**Part II Statement of  
Functional Expenses**

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
<b>22</b> Grants and allocations (attach schedule) (cash \$ non-cash \$) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>22</b>			
<b>23</b> Specific assistance to individuals (attach schedule) <input type="checkbox"/>	<b>23</b>			
<b>24</b> Benefits paid to or for members (attach schedule)	<b>24</b>			
<b>25</b> Compensation of officers, directors, etc.	<b>25</b> 125,000	<b>62,500</b>	<b>31,250</b>	<b>31,250</b>
<b>26</b> Other salaries and wages	<b>26</b> 648,518	<b>529,971</b>	<b>46,917</b>	<b>71,630</b>
<b>27</b> Pension plan contributions	<b>27</b>			
<b>28</b> Other employee benefits	<b>28</b> 77,581	<b>56,486</b>	<b>9,160</b>	<b>11,935</b>
<b>29</b> Payroll taxes	<b>29</b> 73,256	<b>59,406</b>	<b>5,980</b>	<b>7,870</b>
<b>30</b> Professional fundraising fees	<b>30</b>			
<b>31</b> Accounting fees	<b>31</b> 19,550		<b>19,550</b>	
<b>32</b> Legal fees	<b>32</b>			
<b>33</b> Supplies	<b>33</b> 15,725	<b>15,676</b>	<b>49</b>	
<b>34</b> Telephone	<b>34</b> 23,368	<b>22,781</b>	<b>587</b>	
<b>35</b> Postage and shipping	<b>35</b> 380,609	<b>377,640</b>	<b>488</b>	<b>2,481</b>
<b>36</b> Occupancy	<b>36</b> 58,221	<b>38,672</b>	<b>13,033</b>	<b>6,516</b>
<b>37</b> Equipment rental and maintenance	<b>37</b> 6,049	<b>6,049</b>		
<b>38</b> Printing and publications	<b>38</b> 32,711	<b>5,165</b>		<b>27,546</b>
<b>39</b> Travel	<b>39</b> 48,516	<b>47,298</b>		<b>1,218</b>
<b>40</b> Conferences, conventions, and meetings	<b>40</b>			
<b>41</b> Interest	<b>41</b> 173,150	<b>173,150</b>		
<b>42</b> Depreciation, depletion, etc. (attach schedule)	<b>42</b> 99,211	<b>99,211</b>		
<b>43</b> Other expenses not covered above (itemize):				
a SEE STATEMENT 2	<b>43a</b> 26,575,070	<b>26,493,244</b>	<b>8,084</b>	<b>73,742</b>
b	<b>43b</b>			
c	<b>43c</b>			
d	<b>43d</b>			
e	<b>43e</b>			
f	<b>43f</b>			
g	<b>43g</b>			
<b>44</b> Total functional expenses. Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	<b>44</b> 28,356,535	<b>27,987,249</b>	<b>135,098</b>	<b>234,188</b>

Joint Costs. Check ☐ if you are following SOP 98-2.Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs\$ ; (ii) the amount allocated to Program services\$ ;

(iii) the amount allocated to Management and general\$ ; and (iv) the amount allocated to Fundraising\$

**Part III Statement of Program Service Accomplishments** (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose?

► **SEE BELOW**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

**Program Service Expenses**  
(Required for 501(c)(3) & (4) orgs., & 4947(a)(1) trusts; but optional for others.)

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

(Grants and allocations \$ ) If this amount includes foreign grants, check here ► ☐ **27,987,249**

**b**

(Grants and allocations \$ ) If this amount includes foreign grants, check here ► ☐

**c**

(Grants and allocations \$ ) If this amount includes foreign grants, check here ► ☐

**d**

(Grants and allocations \$ ) If this amount includes foreign grants, check here ► ☐

**e** Other program services (attach schedule)

(Grants and allocations \$ ) If this amount includes foreign grants, check here ► ☐

**f Total of Program Service Expenses** (should equal line 44, column (B), Program services) ► **27,987,249**

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**Part IV Balance Sheets** (See the instructions.)

		(A) Beginning of year		(B) End of year
<b>Note:</b> Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.				
<b>45</b>	Cash-non-interest-bearing .....	<b>70,559</b>	<b>45</b>	<b>168,430</b>
<b>46</b>	Savings and temporary cash investments .....	<b>113,124</b>	<b>46</b>	<b>116,813</b>
<b>47a</b>	Accounts receivable .....			
<b>b</b>	Less: allowance for doubtful accounts .....	<b>8,113</b>	<b>47c</b>	
<b>48a</b>	Pledges receivable .....			
<b>b</b>	Less: allowance for doubtful accounts .....		<b>48c</b>	
<b>49</b>	Grants receivable .....		<b>49</b>	
<b>50</b>	Receivables from officers, directors, trustees, and key employees (attach schedule) .....		<b>50</b>	
<b>51a</b>	Other notes and loans receivable (attach schedule) .....			
<b>b</b>	Less: allowance for doubtful accounts .....		<b>51c</b>	
<b>52</b>	Inventories for sale or use .....	<b>17,802,081</b>	<b>52</b>	<b>18,965,475</b>
<b>53</b>	Prepaid expenses and deferred charges .....	<b>35,250</b>	<b>53</b>	<b>71,838</b>
<b>54</b>	Investments-securities .....		<b>54</b>	
	Cost <input type="checkbox"/> FMV <input type="checkbox"/>			
<b>55a</b>	Investments-land, buildings, and equipment: basis .....			
<b>b</b>	Less: accumulated depreciation (attach schedule) .....		<b>55c</b>	
<b>56</b>	Investments-other (attach schedule) .....		<b>56</b>	
<b>57a</b>	Land, buildings, and equipment: basis .....	<b>6,763,027</b>		
<b>b</b>	Less: accumulated depreciation (attach schedule) <b>SEE STATEMENT 3</b> .....	<b>454,970</b>	<b>57c</b>	<b>6,308,057</b>
<b>58</b>	Other assets (describe <b>SEE STATEMENT 4</b> ) .....	<b>34,827</b>	<b>58</b>	<b>127,842</b>
<b>59</b>	<b>Total assets</b> (must equal line 74). Add lines 45 through 58. ....	<b>24,242,447</b>	<b>59</b>	<b>25,758,455</b>
<b>60</b>	Accounts payable and accrued expenses .....	<b>30,471</b>	<b>60</b>	<b>263,182</b>
<b>61</b>	Grants payable .....		<b>61</b>	
<b>62</b>	Deferred revenue .....		<b>62</b>	
<b>63</b>	Loans from officers, directors, trustees, and key employees (attach schedule) .....		<b>63</b>	
<b>64a</b>	Tax-exempt bond liabilities (attach schedule) .....		<b>64a</b>	
<b>b</b>	Mortgages and other notes payable (attach schedule) <b>SEE WORKSHEET</b> .....	<b>3,933,233</b>	<b>64b</b>	<b>4,166,705</b>
<b>65</b>	Other liabilities (describe <b>SEE STATEMENT 5</b> ) .....	<b>11,120</b>	<b>65</b>	<b>11,120</b>
<b>66</b>	<b>Total liabilities.</b> Add lines 60 through 65. ....	<b>3,974,824</b>	<b>66</b>	<b>4,441,007</b>
<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 67 through 69 and lines 73 and 74.</b>				
<b>67</b>	Unrestricted .....	<b>20,267,623</b>	<b>67</b>	<b>21,317,448</b>
<b>68</b>	Temporarily restricted .....		<b>68</b>	
<b>69</b>	Permanently restricted .....		<b>69</b>	
<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 70 through 74.</b>				
<b>70</b>	Capital stock, trust principal, or current funds .....		<b>70</b>	
<b>71</b>	Paid-in or capital surplus, or land, building, and equipment fund .....		<b>71</b>	
<b>72</b>	Retained earnings, endowment, accumulated income, or other funds .....		<b>72</b>	
<b>73</b>	<b>Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72; column (A) <b>must</b> equal line 19; column (B) <b>must</b> equal line 21) .....	<b>20,267,623</b>	<b>73</b>	<b>21,317,448</b>
<b>74</b>	<b>Total liabilities and net assets/fund balances.</b> Add lines 66 and 73. ....	<b>24,242,447</b>	<b>74</b>	<b>25,758,455</b>

**Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions.)**

Instructions:				
<b>a</b>	Total revenue, gains, and other support per audited financial statements		<b>a</b>	<b>29,986,086</b>
<b>b</b>	Amounts included on line <b>a</b> but not on Part I, line 12:			
<b>1</b>	Net unrealized gains on investments	<b>b1</b>		
<b>2</b>	Donated services and use of facilities	<b>b2</b>	<b>579,726</b>	
<b>3</b>	Recoveries of prior year grants	<b>b3</b>		
<b>4</b>	Other (specify):	<b>b4</b>		
	Add lines <b>b1</b> through <b>b4</b>		<b>b</b>	<b>579,726</b>
<b>c</b>	Subtract line <b>b</b> from line <b>a</b>		<b>c</b>	<b>29,406,360</b>
<b>d</b>	Amounts included on Part I, line 12, but not on line <b>a</b> :			
<b>1</b>	Investment expenses not included on Part I, line 6b	<b>d1</b>		
<b>2</b>	Other (specify):	<b>d2</b>		
	Add lines <b>d1</b> and <b>d2</b>		<b>d</b>	
<b>e</b>	<b>Total revenue</b> (Part I, line 12). Add lines <b>c</b> and <b>d</b>		<b>e</b>	<b>29,406,360</b>

**Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>a</b>	Total expenses and losses per audited financial statements		<b>a</b>	28,936,261
<b>b</b>	Amounts included on line <b>a</b> but not Part I, line 17:			
1	Donated services and use of facilities	<b>b1</b> 579,726		
2	Prior year adjustments reported on Part I, line 20	<b>b2</b>		
3	Losses reported on Part I, line 20	<b>b3</b>		
4	Other (specify):	<b>b4</b>		
	Add lines <b>b1</b> through <b>b4</b>		<b>b</b>	579,726
<b>c</b>	Subtract line <b>b</b> from line <b>a</b>		<b>c</b>	28,356,535
<b>d</b>	Amounts included on Part I, line 17, but not on line <b>a</b> :			
1	Investment expenses not included on Part I, line 6b	<b>d1</b>		
2	Other (specify):	<b>d2</b>		
	Add lines <b>d1</b> and <b>d2</b>		<b>d</b>	
<b>e</b>	<b>Total expenses</b> (Part I, line 17). Add lines <b>c</b> and <b>d</b>		<b>e</b>	28,356,535

**Part V-A** **Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contrib. to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
JAMES W JACKSON 9055 E MINERAL C CENTENNIAL CO 80112	BOARD CHAIRMAN 40	0	0	0
W DOUGLAS JACKSON 9055 E MINERAL C CENTENNIAL CO 80112	CEO 40	125,000	0	0
RICHARD O CAMPBELL 9055 E MINERAL C CENTENNIAL CO 80112	DIRECTOR 0	0	0	0
GENE OSBOURNE 9055 E MINERAL C CENTENNIAL CO 80112	DIRECTOR 0	0	0	0
DAVID R WHITE 9055 E MINERAL C CENTENNIAL CO 80112	DIRECTOR 0	0	0	0
DANIEL YOHANNES 9055 E MINERAL C CENTENNIAL CO 80112	DIRECTOR 0	0	0	0



**Part VI Other Information (continued)**

		Yes	No
<b>82a</b>	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	<b>82a</b>	<b>X</b>
<b>b</b>	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	<b>82b</b>	<b>579,726</b>
<b>83a</b>	Did the organization comply with the public inspection requirements for returns and exemption applications?	<b>83a</b>	<b>X</b>
<b>b</b>	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	<b>83b</b>	<b>X</b>
<b>84a</b>	Did the organization solicit any contributions or gifts that were not tax deductible?	<b>84a</b>	<b>X</b>
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>84b</b>	<b>N/A</b>
<b>85</b>	501(c)(4), (5), or (6) organizations. <b>a</b> Were substantially all dues nondeductible by members?	<b>85a</b>	<b>N/A</b>
<b>b</b>	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, <b>do not</b> complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	<b>85b</b>	<b>N/A</b>
<b>c</b>	Dues, assessments, and similar amounts from members	<b>85c</b>	
<b>d</b>	Section 162(e) lobbying and political expenditures	<b>85d</b>	
<b>e</b>	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	<b>85e</b>	
<b>f</b>	Taxable amount of lobbying and political expenditures (line 85d less 85e)	<b>85f</b>	
<b>g</b>	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	<b>85g</b>	<b>N/A</b>
<b>h</b>	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	<b>85h</b>	<b>N/A</b>
<b>86</b>	501(c)(7) orgs. Enter: <b>a</b> Initiation fees and capital contributions included on line 12	<b>86a</b>	
<b>b</b>	Gross receipts, included on line 12, for public use of club facilities	<b>86b</b>	
<b>87</b>	501(c)(12) orgs. Enter: <b>a</b> Gross income from members or shareholders	<b>87a</b>	
<b>b</b>	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>87b</b>	
<b>88</b>	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	<b>88</b>	<b>X</b>
<b>89a</b>	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <b>0</b> ; section 4912 <b>0</b> ; section 4955 <b>0</b>		
<b>b</b>	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	<b>89b</b>	<b>X</b>
<b>c</b>	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year sections 4912, 4955, and 4958		<b>0</b>
<b>d</b>	Enter: Amount of tax on line 89c, above, reimbursed by the organization		<b>0</b>
<b>90a</b>	List the states with which a copy of this return is filed <b>NONE</b>		
<b>b</b>	Number of employees employed in the pay period that includes March 12, 2005 (See instructions.)	<b>90b</b>	<b>17</b>
<b>91a</b>	The books are in care of <b>ORGANIZATION</b> Telephone no. <b>303-792-0729</b> <b>9055 E. MINERAL CIRCLE, SUITE 200</b> Located at <b>CENTENNIAL, CO</b> ZIP + 4 <b>80112</b>		
<b>b</b>	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country <b>See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.</b>	<b>91b</b>	<b>X</b>
	At any time during the calendar year, did the organization maintain an office outside of the United States?	<b>91c</b>	<b>X</b>
<b>c</b>	If "Yes," enter the name of the foreign country		
<b>92</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year <b>92</b>		

Form **990** (2005)

**SCHEDULE A**  
**(Form 990 or 990-EZ)****Organization Exempt Under Section 501(c)(3)**(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),  
or 4947(a)(1) Nonexempt Charitable Trust

OMB No. 1545-0047

**2005**Department of the Treasury  
Internal Revenue Service**Supplementary Information-(See separate instructions.)**▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

**BENEVOLENT HEALTHCARE FOUNDATION**

Employer identification number

**84-1568566****Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**  
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Comp.	(d) Contrib. to empl. ben. plans & deferred comp	(e) Expense account & other allowances
GEORGE ROBERGE 9055 E. MINERAL CIRCLE #200 CENTENNIAL CO 80112	VP OF OPERATIONS 40	150,000	0	0
JASON CORLEY 9055 E. MINERAL CIRCLE #200 CENTENNIAL CO 80112	40	51,906	0	0
Total number of other employees paid over \$50,000 ▶		0		

**Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services**  
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ▶		

**Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services**  
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over \$50,000 for other services ▶		

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

Schedule A (Form 990 or 990-EZ) 2005

**Part III Statements About Activities** (See page 2 of the instructions.)

Yes No

<b>1</b>	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.	<b>1</b>		<b>X</b>
<b>2</b>	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)			
<b>a</b>	Sale, exchange, or leasing of property?	<b>2a</b>		<b>X</b>
<b>b</b>	Lending of money or other extension of credit?	<b>2b</b>		<b>X</b>
<b>c</b>	Furnishing of goods, services, or facilities?	<b>2c</b>		<b>X</b>
<b>d</b>	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	<b>2d</b>	<b>X</b>	
	<b>SEE STATEMENT 6</b>			
<b>e</b>	Transfer of any part of its income or assets?	<b>2e</b>		<b>X</b>
<b>3a</b>	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)	<b>3a</b>		<b>X</b>
<b>b</b>	Do you have a section 403(b) annuity plan for your employees?	<b>3b</b>		<b>X</b>
<b>c</b>	During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?	<b>3c</b>		<b>X</b>
<b>4a</b>	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	<b>4a</b>		<b>X</b>
<b>b</b>	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	<b>4b</b>		<b>X</b>

**Part IV Reason for Non-Private Foundation Status** (See pages 3 through 6 of the instructions.)The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5** ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6** ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7** ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8** ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9** ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ► \_\_\_\_\_
- 10** ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a** ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b** ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12** ☒ 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 charitable, etc., 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). (Also complete the **Support Schedule** in Part IV-A.)
- 13** ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: **(1)** lines 5 through 12 above; or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: ☐ Type 1 ☐ Type 2 ☐ Type 3

Provide the following information about the supported organizations. (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14** ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

**Part IV-A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.****Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
<b>15</b> Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	<b>33,303,889</b>	<b>35,433,536</b>	<b>25,229,034</b>	<b>12,397,940</b>	<b>106364399</b>
<b>16</b> Membership fees received					<b>0</b>
<b>17</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					<b>0</b>
<b>18</b> Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	<b>-11,457</b>	<b>-3,499</b>	<b>38,939</b>	<b>152,527</b>	<b>176,510</b>
<b>19</b> Net income from unrelated business activities not included in line 18					<b>0</b>
<b>20</b> Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					<b>0</b>
<b>21</b> The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					<b>0</b>
<b>22</b> Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets <b>STMT 7</b>	<b>2,600</b>		<b>97</b>		<b>2,697</b>
<b>23</b> Total of lines 15 through 22	<b>33,295,032</b>	<b>35,430,037</b>	<b>25,268,070</b>	<b>12,550,467</b>	<b>106543606</b>
<b>24</b> Line 23 minus line 17	<b>33,295,032</b>	<b>35,430,037</b>	<b>25,268,070</b>	<b>12,550,467</b>	<b>106543606</b>
<b>25</b> Enter 1% of line 23	<b>332,950</b>	<b>354,300</b>	<b>252,681</b>	<b>125,505</b>	
<b>26 Organizations described on lines 10 or 11:</b>					
<b>a</b> Enter 2% of amount in column (e), line 24					
<b>b</b> Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. <b>Do not file this list with your return.</b> Enter the total of all these excess amounts					
<b>c</b> Total support for section 509(a)(1) test: Enter line 24, column (e)					
<b>d</b> Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____					
<b>e</b> Public support (line 26c minus line 26d total)					
<b>f</b> Public support percentage (line 26e (numerator) divided by line 26c (denominator))					
<b>27 Organizations described on line 12:</b>					
<b>a</b> For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." <b>Do not file this list with your return.</b> Enter the sum of such amounts for each year: (2004) <b>0</b> (2003) <b>0</b> (2002) <b>0</b> (2001) <b>0</b>					
<b>b</b> For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the <b>larger</b> of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) <b>Do not file this list with your return.</b> After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2004) <b>0</b> (2003) <b>0</b> (2002) <b>0</b> (2001) <b>0</b>					
<b>c</b> Add: Amounts from column (e) for lines: 15 <b>106364399</b> 16 _____ 17 _____ 20 _____ 21 _____					
<b>d</b> Add: Line 27a total _____ and line 27b total _____					
<b>e</b> Public support (line 27c total minus line 27d total)					
<b>f</b> Total support for section 509(a)(2) test: Enter amount from line 23, column (e)					
<b>g</b> Public support percentage (line 27e (numerator) divided by line 27f (denominator))					
<b>h</b> Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					
<b>28 Unusual Grants:</b> For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. <b>Do not file this list with your return.</b> Do not include these grants in line 15.					

**Part V Private School Questionnaire** (See page 7 of the instructions.)(To be completed **ONLY** by schools that checked the box on line 6 in Part IV)

	N/A	Yes	No
<b>29</b> Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? .....	<b>29</b>		
<b>30</b> Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? .....	<b>30</b>		
<b>31</b> Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? .....	<b>31</b>		
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			
.....			
.....			
<b>32</b> Does the organization maintain the following:			
<b>a</b> Records indicating the racial composition of the student body, faculty, and administrative staff? .....	<b>32a</b>		
<b>b</b> Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? .....	<b>32b</b>		
<b>c</b> Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? .....	<b>32c</b>		
<b>d</b> Copies of all material used by the organization or on its behalf to solicit contributions? .....	<b>32d</b>		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
.....			
<b>33</b> Does the organization discriminate by race in any way with respect to:			
<b>a</b> Students' rights or privileges? .....	<b>33a</b>		
<b>b</b> Admissions policies? .....	<b>33b</b>		
<b>c</b> Employment of faculty or administrative staff? .....	<b>33c</b>		
<b>d</b> Scholarships or other financial assistance? .....	<b>33d</b>		
<b>e</b> Educational policies? .....	<b>33e</b>		
<b>f</b> Use of facilities? .....	<b>33f</b>		
<b>g</b> Athletic programs? .....	<b>33g</b>		
<b>h</b> Other extracurricular activities? .....	<b>33h</b>		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
.....			
.....			
<b>34a</b> Does the organization receive any financial aid or assistance from a governmental agency? .....	<b>34a</b>		
<b>b</b> Has the organization's right to such aid ever been revoked or suspended? .....	<b>34b</b>		
If you answered "Yes" to either 34a or b, please explain using an attached statement.			
<b>35</b> Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation .....	<b>35</b>		

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)(To be completed **ONLY** by an eligible organization that filed Form 5768) **N/A**Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred.)

		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
<b>36</b> Total lobbying expenditures to influence public opinion (grassroots lobbying) .....	<b>36</b>		
<b>37</b> Total lobbying expenditures to influence a legislative body (direct lobbying) .....	<b>37</b>		
<b>38</b> Total lobbying expenditures (add lines 36 and 37) .....	<b>38</b>		
<b>39</b> Other exempt purpose expenditures .....	<b>39</b>		
<b>40</b> Total exempt purpose expenditures (add lines 38 and 39) .....	<b>40</b>		
<b>41</b> Lobbying nontaxable amount. Enter the amount from the following table-			
<b>If the amount on line 40 is-</b>			
Not over \$500,000 .....	20% of the amount on line 40 .....		
Over \$500,000 but not over \$1,000,000 .....	\$100,000 plus 15% of the excess over \$500,000 .....		
Over \$1,000,000 but not over \$1,500,000 .....	\$175,000 plus 10% of the excess over \$1,000,000 .....		
Over \$1,500,000 but not over \$17,000,000 .....	\$225,000 plus 5% of the excess over \$1,500,000 .....		
Over \$17,000,000 .....	\$1,000,000 .....		
<b>42</b> Grassroots nontaxable amount (enter 25% of line 41) .....	<b>42</b>		
<b>43</b> Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36 .....	<b>43</b>		
<b>44</b> Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38 .....	<b>44</b>		

**Caution:** If there is an amount on either line 43 or line 44, you must file Form 4720.**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ►	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
<b>45</b> Lobbying nontaxable amount .....					
<b>46</b> Lobbying ceiling amount (150% of line 45(e)) .....					
<b>47</b> Total lobbying expenditures .....					
<b>48</b> Grassroots nontaxable amount .....					
<b>49</b> Grassroots ceiling amount (150% of line 48(e)) .....					
<b>50</b> Grassroots lobbying expenditures .....					

**Part VI-B Lobbying Activity by Nonelecting Public Charities**(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.) **N/A**

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

	Yes	No	Amount
<b>a</b> Volunteers .....			
<b>b</b> Paid staff or management (Include compensation in expenses reported on lines through c h.) .....			
<b>c</b> Media advertisements .....			
<b>d</b> Mailings to members, legislators, or the public .....			
<b>e</b> Publications, or published or broadcast statements .....			
<b>f</b> Grants to other organizations for lobbying purposes .....			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body .....			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means .....			
<b>i</b> Total lobbying expenditures (Add lines through c h.) .....			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.



Forms <b>990 / 990-PF</b>	<b>Mortgages and Other Notes Payable</b>		<b>2005</b>
For calendar year 2005, or tax year beginning		<b>6/01/05</b> , and ending	<b>5/31/06</b>
Name  <b>BENEVOLENT HEALTHCARE FOUNDATION</b>			Employer Identification Number  <b>84-1568566</b>

**FORM 990, PART IV, LINE 64B - ADDITIONAL INFORMATION**

Name of lender	Relationship to disqualified person
(1) <b>AM SOUTH BANK</b>	
(2) <b>GUARANTY BANK AND TRUST</b>	
(3) <b>CLIFTON PARTNERS LLC</b>	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1) <b>2,150,000</b>	<b>3/30/05</b>	<b>3/30/07</b>		<b>7.590</b>
(2) <b>1,079,000</b>	<b>2/02/05</b>	<b>2/02/10</b>		<b>9.000</b>
(3) <b>1,000,000</b>	<b>3/31/05</b>	<b>3/31/06</b>		<b>7.750</b>
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

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

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year
(1)	<b>2,150,000</b>	<b>2,150,000</b>
(2)	<b>783,233</b>	<b>1,016,705</b>
(3)	<b>1,000,000</b>	<b>1,000,000</b>
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Totals	<b>3,933,233</b>	<b>4,166,705</b>

**Federal Statements****Statement 1 - Form 990, Part I, Line 6b - Rental Expenses**

<u>Description</u>	<u>Deduction</u>
WAREHOUSE	
LEGAL FEES	1,350
MANAGEMENT FEES	17,000
INTEREST	112,981
INSURANCE	3,793
REPAIRS	4,385
PROPERTY TAXES	69,933
PAYROLL	757
UTILITIES	3,852
AMORTIZATION	2,150
SALARY AND WAGES	9,896
DEPRECIATION	35,508
TOTAL	<u>261,605</u>

**Federal Statements****Statement 2 - Form 990, Part II, Line 43 - Other Functional Expenses**

Description	Total Expenses	Program Service	Mgt & General	Fund- Raising
	\$	\$	\$	\$
EXPENSES				
INSURANCE	20,845	17,019	3,826	
DONATIONS	27,469	27,469		
DONATIONS-MEDICAL SUPPLY	26,363,002	26,363,002		
TRANSPORTATION	37,478	37,478		
VOLUNTEER DEVELOPMENT	343	343		
WAREHOUSE	6,001	6,001		
DUES	7,074	7,074		
PROFESSIONAL EXPENSE	24,787	21,823	2,964	
EDUCATION & RESOURCES	3,076	3,076		
OTHER EXPENSE	79,115	4,266	1,107	73,742
BANK FEES	5,360	5,173	187	
DONORS RELATIONS	520	520		
TOTAL	<u>\$26,575,070</u>	<u>\$26,493,244</u>	<u>\$ 8,084</u>	<u>\$ 73,742</u>

**Federal Statements****Statement 3 - Form 990, Part IV, Line 57 - Land, Buildings, and Equipment**

<u>Description</u>	<u>Beginning of Year</u>	<u>Accum Deprec</u>	<u>End of Year</u>	<u>Accum Deprec</u>
BUILDINGS	\$ 4,390,650	\$	\$ 4,664,363	\$
LEASEHOLD IMPROVEMENTS	35,605		12,991	
MACHINERY & EQUIPMENT	46,085		28,700	
VEHICLES	46,000		56,000	
ACCUMULATED DEPRECIATION		340,820		454,970
LAND	<u>2,000,973</u>		<u>2,000,973</u>	
TOTAL	<u>\$ 6,519,313</u>	<u>\$ 340,820</u>	<u>\$ 6,763,027</u>	<u>\$ 454,970</u>

**Statement 4 - Form 990, Part IV, Line 58 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
LOAN FEES, NET	\$ 30,632	\$ 25,298
INVESTMENTS	4,195	
EARNEST MONEY - GEDDES PROPERTY		102,544
TOTAL	<u>\$ 34,827</u>	<u>\$ 127,842</u>

**Statement 5 - Form 990, Part IV, Line 65 - Other Liabilities**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
TENANT SECURITY DEPOSITS	\$ 11,120	\$ 11,120
TOTAL	<u>\$ 11,120</u>	<u>\$ 11,120</u>

**Federal Statements****Statement 6 - Schedule A, Part III, Line 2d - Payment of Compensation / Reimbursement of  
Exp**

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Description

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SEE PART V-A, FORM 990

**Federal Statements****Statement 7 - Schedule A, Part IV-A, Line 22 - Other Income**

Description	2004	2003	2002	2001
MISCELLANEOUS	\$ 2,600	\$	\$ 97	\$
TOTAL	\$ 2,600	\$ 0	\$ 97	\$ 0