

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)

OMB No. 1545-0047

2006

Open to Public Inspection

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

A For the 2006 calendar year, or tax year beginning **6/01/06**, and ending **5/31/07**

B Check if applicable:

☒ Address change☐ Name change☐ Initial return☐ Final return☐ Amended return☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization

BENEVOLENT HEALTHCARE FOUNDATION

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

10377 E GEDDES AVE

Room/suite

200

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

CENTENNIAL**CO 80112**

D Employer identification number

84-1568566

E Telephone number

303-792-0729F 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).

G Website: **WWW.PROJECTCURE.ORG**

J Organization type

(check only one) ☒ 501(c) (**3**) (Insert no.) ☐ 4947(a)(1) or ☐ 527K Check here ☐ if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **38,601,863**

H and are not applicable to section 527 organizations. I

H(a) Is this a group return for affiliates? ☐ Yes ☒ NoH(b) If "Yes," enter number of affiliates ☐ Yes ☐ NoH(c) Are all affiliates included? ☐ Yes ☐ No
(If "No," attach a list. See instructions.)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).**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	Contributions to donor advised funds	1a		
	b	Direct public support (not included on line 1a)	1b	38,084,475	
	c	Indirect public support (not included on line 1a)	1c		
	d	Government contributions (grants) (not included on line 1a)	1d		
	e	Total (add lines 1a through 1d) (cash \$ 4,140,010 noncash \$ 33,944,465)	1e	38,084,475	
	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	14,205	
	5	Dividends and interest from securities	5		
	6a	Gross rents	6a	277,045	
	b	Less: rental expenses SEE STATEMENT 1	6b	595,453	
c	Net rental income or (loss). Subtract line 6b from line 6a	6c	-318,408		
7	Other investment income (describe)	7			
Revenue	8a	Gross amount from sales of assets other than inventory	(A) Securities	(B) Other	
	b	Less: cost or other basis and sales expenses	8a	8,000	
	c	Gain or (loss) (attach schedule)	8b		
	d	Net gain or (loss). Combine line 8c, columns (A) and (B) SEE STMT 2	8c	8,000	
	9	Special events and activities (attach schedule). If any amount is from gaming, check here ☐			
	a	Gross revenue (not including \$ 105,721 of contributions reported on line 1b) SEE WORKSHEET	9a	136,067	
	b	Less: direct expenses other than fundraising expenses	9b	178,162	
	c	Net income or (loss) from special events. Subtract line 9b from line 9a	9c	-42,095	
Revenue	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		
Revenue	11	Other revenue (from Part VII, line 103)	11	82,071	
	12	Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12	37,828,248	
Expenses	13	Program services (from line 44, column (B))	13	29,257,018	
	14	Management and general (from line 44, column (C))	14	178,367	
	15	Fundraising (from line 44, column (D))	15	151,574	
	16	Payments to affiliates (attach schedule)	16		
	17	Total expenses. Add lines 13 and 14, column (A)	17	29,586,959	
Net Assets	18	Excess or (deficit) for the year. Subtract line 17 from line 12	18	8,241,289	
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	21,317,448	
	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	29,558,737	

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

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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
22a Grants paid from donor advised funds (attach schedule) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here ☐	22a			
22b Other grants and allocations (attach schedule) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here ☐	22b			
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A (attach schedule) SEE STATEMENT 3	25a	125,000	62,500	31,250
b Compensation of former officers, directors, key employees, etc. listed in Part V-B (attach schedule)	25b			
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)	25c			
26 Salaries and wages of employees not included on lines 25a, b, and c	26	715,442	618,978	55,251
27 Pension plan contributions not included on lines 25a, b, and c	27			
28 Employee benefits not included on lines 25a - 27	28	82,778	59,179	13,128
29 Payroll taxes	29	57,563	44,000	7,545
30 Professional fundraising fees	30			
31 Accounting fees	31	7,907		7,907
32 Legal fees	32	26,961		26,961
33 Supplies	33	13,617	13,466	151
34 Telephone	34	26,670	25,915	755
35 Postage and shipping	35	320,480	319,038	349
36 Occupancy	36	76,940	55,360	14,387
37 Equipment rental and maintenance	37	20,994	20,994	
38 Printing and publications	38	49,887	18,917	179
39 Travel	39	59,160	53,929	2,098
40 Conferences, conventions, and meetings	40			
41 Interest	41	246,672	246,672	
42 Depreciation, depletion, etc. (attach schedule)	42	131,308	131,308	
43 Other expenses not covered above (itemize):				
a SEE STATEMENT 4	43a	27,625,580	27,586,762	18,406
b	43b			
c	43c			
d	43d			
e	43e			
f	43f			
g	43g			
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	29,586,959	29,257,018	178,367
				151,574

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) and (4) orgs. and 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 ▶ ☐

29,257,018

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)**

29,257,018

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	b	Less: allowance for doubtful accounts	47b		47c	
Assets	48a	Pledges receivable	48a		48c	
	b	Less: allowance for doubtful accounts	48b		48c	
	49	Grants receivable			49	
	50a	Receivables from current and former officers, directors, trustees, and key employees (attach schedule)			50a	
	b	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (att. schedule)			50b	
	51a	Other notes and loans receivable (attach schedule)	51a			
	b	Less: allowance for doubtful accounts	51b		51c	
	52	Inventories for sale or use		18,965,475	52	25,527,859
	53	Prepaid expenses and deferred charges		71,838	53	17,002
	54a	Investments—publicly-traded securities	☐ Cost ☐ FMV		54a	
b	Investments—other securities (attach schedule)	☐ Cost ☐ FMV		54b		
55a	Investments—land, buildings, and equipment: basis	55a				
b	Less: accumulated depreciation (attach schedule)	55b		55c		
56	Investments—other (attach schedule)			56		
57a	Land, buildings, and equipment: basis	57a	11,674,426			
b	Less: accumulated depreciation (attach schedule) SEE STATEMENT 5	57b	686,976	6,308,057	57c	10,987,450
58	Other assets, including program-related investments (describe ► SEE STATEMENT 6)		127,842	58	445,978	
59	Total assets (must equal line 74). Add lines 45 through 58		25,758,455	59	37,497,965	
Liabilities	60	Accounts payable and accrued expenses		263,182	60	360,959
	61	Grants payable			61	
	62	Deferred revenue			62	
	63	Loans from officers, directors, trustees, and key employees (attach schedule)			63	
	64a	Tax-exempt bond liabilities (attach schedule)			64a	
	b	Mortgages and other notes payable (attach schedule) SEE WORKSHEET		4,166,705	64b	7,557,548
	65	Other liabilities (describe ► SEE STATEMENT 7)		11,120	65	20,721
66	Total liabilities. Add lines 60 through 65		4,441,007	66	7,939,228	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 67 through 69 and lines 73 and 74.					
	67	Unrestricted		21,317,448	67	29,558,737
	68	Temporarily restricted			68	
	69	Permanently restricted			69	
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 70 through 74.					
	70	Capital stock, trust principal, or current funds			70	
	71	Paid-in or capital surplus, or land, building, and equipment fund			71	
	72	Retained earnings, endowment, accumulated income, or other funds			72	
	73	Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)		21,317,448	73	29,558,737
	74	Total liabilities and net assets/fund balances. Add lines 66 and 73		25,758,455	74	37,497,965

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Attachment D

Part VI Other Information (continued)

		Yes	No
82a	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?	X	
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.)		
82b	556,094		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
84b	N/A		
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?		
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
85a	N/A		
85b	N/A		
c	Dues, assessments, and similar amounts from members		
85c			
d	Section 162(e) lobbying and political expenditures		
85d			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		
85e			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		
85f			
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		
85g	N/A		
h	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?		
85h	N/A		
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12		
86a			
b	Gross receipts, included on line 12, for public use of club facilities		
86b			
87	501(c)(12) orgs. Enter: a Gross income from members or shareholders		
87a			
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)		
87b			
88a	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		X
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI		X
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 0 ; section 4912 0 ; section 4955 0		
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		X
89b			
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		
89c	0		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		
89d	0		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		X
89e			
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?		X
89f			
g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
89g			
90a	List the states with which a copy of this return is filed		
90b	NONE		
b	Number of employees employed in the pay period that includes March 12, 2006 (See instructions.)		
91a	The books are in care of		
91b	ORGANIZATION		
10377 E GEDDES AVE, SUITE 200			
Located at	CENTENNIAL, CO		
ZIP + 4	80112		
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)?		X
91b			
c	If "Yes," enter the name of the foreign country		
d	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		

indicated.

	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	(E) Net or exempt function income
93 Program service revenue:					
a					
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	14,205	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property			30	-318,408	
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			5	8,000	
101 Net income or (loss) from special events			1	-92,819	50,724
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b INSURANCE PROCEEDS					82,071
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0		-389,022	132,795
105 Total (add line 104, columns (B), (D), and (E))					-256,227

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
1	SEE STATEMENT 8
2	
3	
4	

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

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Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
	X

(A) Name, address, of each controlled entity	(B) Employer ID Number	(C) Description of transfer	(D) Amount of transfer
a			
b			
c			
Totals			

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
	X

(A) Name, address, of each controlled entity	(B) Employer ID Number	(C) Description of transfer	(D) Amount of transfer
a			
b			
c			
Totals			

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No

Please
Sign
Here

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

Signature of officer

Date 01-08-08

Type or print name and title

CLIENT'S COPY President/CEO

Paid
Preparer's
Use Only

Preparer's
signature

CHARLES W. POYSTI, CPA

Date

9/28/07

Check if
self-
employed

Preparer's SSN or PTIN
(See Gen. Instr. X)

Firm's name (or yours
if self-employed),
address, and ZIP + 4

POYSTI & ADAMS, LLC
400 S COLORADO BLVD STE 690
DENVER, CO 80246

EIN

Phone

no. 303-733-3796

Form 990 (2006)

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

2006Department 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 FOUNDATIONEmployer identification number
84-1568566**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**
(See page 2 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 10377 E GEDDES AVE, SUITE 200 CENTENNIAL CO 80112	VP OF OPERAT 40	150,000	24,372	0
GREG COOME 10377 E GEDDES AVE, SUITE 200 CENTENNIAL CO 80112	VP OF RECRUIT 40	55,000	6,743	0
JASON CORLEY 10377 E GEDDES AVE, SUITE 200 CENTENNIAL CO 80112	EXECUTIVE DI 40	58,625	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) 2006

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.

2 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.)

a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V-A, FORM 990	2d	X	
e	Transfer of any part of its income or assets?	2e		X
3a	Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)	3a		X
b	Did the organization have a section 403(b) annuity plan for its employees?	3b	X	
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement	3c		X
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d		X
4a	Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g	4a		X
b	Did the organization make any taxable distributions under section 4966?	4b		
c	Did the organization make a distribution to a donor, donor advisor, or related person?	4c		
d	Enter the total number of donor advised funds owned at the end of the tax year			
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year			
f	Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts			0
g	Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year			0

Schedule A (Form 990 or 990-EZ) 2006

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)

I certify that 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 otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
- ☐ Type I ☐ Type II ☐ Type III-Functionally Integrated ☐ Type III-Other

Provide the following information about the supported organizations. (See page 7 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer Identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 7 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) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	29,359,225	33,303,889	35,433,536	25,229,034	123,325,684
16 Membership fees received					0
17 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					0
18 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	3,274	-11,457	-3,499	38,939	27,257
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
21 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					0
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets STMT 9	51,974	2,600		97	54,671
23 Total of lines 15 through 22	29,414,473	33,295,032	35,430,037	25,268,070	123,407,612
24 Line 23 minus line 17	29,414,473	33,295,032	35,430,037	25,268,070	123,407,612
25 Enter 1% of line 23	294,145	332,950	354,300	252,681	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					0
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 2002 through 2005 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					
c Total support for section 509(a)(1) test: Enter line 24, column (e)					
d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____					
e Public support (line 26c minus line 26d total)					
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					%
27 Organizations described on line 12: a 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." Do not file this list with your return. Enter the sum of such amounts for each year: (2005) 0 (2004) 0 (2003) 0 (2002) 0					
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 larger 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.) Do not file this list with your return. 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: (2005) 0 (2004) 0 (2003) 0 (2002) 0					
c Add: Amounts from column (e) for lines: 15 <u>123,325,684</u> 16 _____ 17 _____ 20 _____ 21 _____					
d Add: Line 27a total _____ and line 27b total _____					
e Public support (line 27c total minus line 27d total)					
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)					
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					99.9336%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					0.0221%
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, 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. Do not file this list with your return. Do not include these grants in line 15.					

Part V Private School Questionnaire (See page 9 of the instructions.)

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	N/A	Yes	No
29 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?	29		
30 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?	30		
31 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?	31		
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			
32 Does the organization maintain the following:			
a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
33 Does the organization discriminate by race in any way with respect to:			
a Students' rights or privileges?	33a		
b Admissions policies?	33b		
c Employment of faculty or administrative staff?	33c		
d Scholarships or other financial assistance?	33d		
e Educational policies?	33e		
f Use of facilities?	33f		
g Athletic programs?	33g		
h Other extracurricular activities?	33h		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
34a Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b Has the organization's right to such aid ever been revoked or suspended?	34b		
If you answered "Yes" to either 34a or b, please explain using an attached statement.			
35 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	35		

Schedule A (Form 990 or 990-EZ) 2006

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 10 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
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount. Enter the amount from the following table-		
If the amount on line 40 is-		
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	
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 38. Enter -0- if line 42 is more than line 38	43	
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

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 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 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 13 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
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			

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

Forms
990 / 990-PF**Mortgages and Other Notes Payable****2006**

For calendar year 2006, or tax year beginning

6/01/06, and ending**5/31/07**

Name

Employer Identification Number

BENEVOLENT HEALTHCARE FOUNDATION**84-1568566****FORM 990, PART IV, LINE 64B - ADDITIONAL INFORMATION**

Name of lender	Relationship to disqualified person
(1) AM SOUTH BANK	
(2) GUARANTY BANK AND TRUST	
(3) CLIFTON PARTNERS LLC	
(4) GUARANTY BANK AND TRUST	
(5) GE CAPITAL	
(6) COLORADO STATE BANK	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1) 2,150,000	3/30/05	3/30/07		7.590
(2) 1,179,000	2/02/05	2/02/10		7.500
(3) 1,000,000	3/31/05	3/31/06		7.750
(4) 3,200,000	9/08/06	9/08/11	MONTHLY PAYMENT \$25,486	8.250
(5) 2,494,225	10/01/06	1/31/25	MONTHLY PAYMENT \$22,966	8.570
(6) 900,000	2/01/07	2/28/08	MONTHLY INTEREST ONLY	8.250
(7)				
(8)				
(9)				
(10)				

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

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year
(1)	2,150,000	
(2)	1,016,705	992,610
(3)	1,000,000	
(4)		3,170,713
(5)		2,494,225
(6)		900,000
(7)		
(8)		
(9)		
(10)		
Totals	4,166,705	7,557,548

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

<u>Description</u>	<u>Deduction</u>
WAREHOUSE	
LEGAL FEES	1,754
MANAGEMENT FEES	372
INTEREST	299,840
INSURANCE	9,098
REPAIRS	3,576
PROPERTY TAXES	129,463
PAYROLL	1,302
UTILITIES	4,699
AMORTIZATION	15,007
SALARY AND WAGES	15,000
DEPRECIATION	114,973
PROFESSIONAL EXPENSE	369
TOTAL	<u>595,453</u>

490 BENEVOLENT HEALTHCARE FOUNDATION

Federal Statements

84-1568566

FYE: 5/31/2007

Statement 2 - Form 990, Part I, Line 8c - Sale of Assets Other Than Inventory - Other

Desc	How Rec'd	Whom Sold	Date Acquired	Date Sold	Sale Price	Cost & Expense	Deprec	Gain/ -Loss
SALE OF DONATED ASSET			5/31/07	5/31/07	\$ 8,000	\$	\$	\$ 8,000
DONATION					\$ 8,000	0	0	\$ 8,000
TOTAL								

Federal Statements

9/28/2007 10:39 AM

84-1568566

FYE: 5/31/2007

Statement 3 - Form 990, Part II, Line 25a - Compensation of Current Officers

Name	Program Services	Management & General	Fundraising
EXPENSES	\$	\$	\$
DOUGLAS JACKSON COMPENSATION	62,500	31,250	31,250
TOTAL	\$ 62,500	\$ 31,250	\$ 31,250

Federal Statements**Statement 4 - Form 990, Part II, Line 43 - Other Functional Expenses**

Description	Total Expenses	Program Service	Mgt & General	Fund- Raising
	\$	\$	\$	\$
EXPENSES				
DONATIONS	395	395		
INSURANCE	56,720	55,847	601	272
DONATIONS-MEDICAL SUPPLY	27,408,230	27,408,230		
TRANSPORTATION	51,332	45,778	2,777	2,777
VOLUNTEER DEVELOPMENT	2,715	2,715		
DUES	6,561	6,351	210	
PROFESSIONAL EXPENSE	43,655	30,806	12,849	
EDUCATION & RESOURCES	5,193	5,193		
OTHER EXPENSE	2,787	1,198	1,589	
CLOSING COST	18,121	18,121		
BANK FEES	12,508	12,128	380	
FUNDRAISING COST	17,363			17,363
TOTAL	<u>\$27,625,580</u>	<u>\$27,586,762</u>	<u>\$ 18,406</u>	<u>\$ 20,412</u>

Federal Statements**Statement 5 - 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	\$ 4,664,363	\$	\$ 9,540,443	\$
LEASEHOLD IMPROVEMENTS	12,991		12,991	
MACHINERY & EQUIPMENT	28,700		64,019	
VEHICLES	56,000		56,000	
ACCUMULATED DEPRECIATION		454,970		686,976
LAND	2,000,973		2,000,973	
TOTAL	\$ 6,763,027	\$ 454,970	\$ 11,674,426	\$ 686,976

Statement 6 - Form 990, Part IV, Line 58 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
LOAN FEES, NET	\$ 25,298	\$ 65,677
EARNEST MONEY - GEDDES PROPERTY	102,544	
OTHER ASSETS		380,301
TOTAL	\$ 127,842	\$ 445,978

Statement 7 - 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	\$ 20,721
TOTAL	\$ 11,120	\$ 20,721

Statement B - Form 990, Part VIII - Relationship of Activities

<u>Line No.</u>	<u>Description</u>
103B	PROCEEDS RECEIVED FROM INSURANCE CLAIM ON WAREHOUSE TO BRING WAREHOUSE UP TO CODE. WAREHOUSE IS USED FOR THEIR EXEMPT PURPOSES.
101	SPECIAL EVENT HELD TO BRING AWARENESS OF THEIR ORGANIZATION. NET PROCEEDS ARE USED FOR THEIR EXEMPT PURPOSES.

Federal Statements**Statement 9 - Schedule A, Part IV-A, Line 22 - Other Income**

<u>Description</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>	<u>2002</u>
MISCELLANEOUS	\$ 51,974	\$ 2,600	\$	\$ 97
TOTAL	<u>\$ 51,974</u>	<u>\$ 2,600</u>	<u>\$ 0</u>	<u>\$ 97</u>

Federal Statements**Form 990, Part I, Line 1b - Direct Public Support**

<u>Description</u>	<u>Cash</u>	<u>Noncash</u>	<u>Total</u>
CONTRIBUTIONS FROM EVENTS	\$ 105,721	\$	\$ 105,721
TOTAL	\$ 105,721	\$ 0	\$ 105,721

Federal Statements

Special Events Direct Expenses

Description	Amount
COLUMN A	\$
SANCTUARY GOLF TOURNAMENT	
GOLF COURSE EXPENSES	85,343
SUBTOTAL	85,343
COLUMN B	
MONGOLIA PROJECT	
SPECIAL PROJECTS	46,113
SUBTOTAL	46,113
OTHER SPECIAL EVENTS	
SPECIAL EVENTS EXPENSES	46,706
SUBTOTAL	46,706
SUBTOTAL (OTHERS)	46,706
TOTAL	178,162

DIRECT EXPENSES OTHER THAN FUNDRAISING EXPENSES
REPORTED ON FORM 990, PAGE 1, LINE 9B.