

BETHESDA MINISTRIES (Including ONE CHILD MATTERS)
FORM 990
TAX YEAR 2011
FISCAL YEAR ENDED SEPTEMBER 30, 2012

Note: One Child Matters is a division of Bethesda Ministries and comprises the majority of the financial activity of Bethesda Ministries.

	<u>One Child Matters</u>	<u>Other - Bethesda Ministries</u>	<u>Total - Bethesda Ministries</u>
Total Revenue	14,565,243	427,061	14,992,304
Total Expense	14,760,216	612,624	15,372,840
Total Assets	3,807,271	2,251,895	6,059,166
Total Liabilities	499,362	1,646,963	2,146,325

Note: There are additional footnotes in red throughout this document that provide more information regarding the relationship between Bethesda Ministries and One Child Matters.

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)

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 2011 calendar year, or tax year beginning 10/01, 2011, and ending 09/30, 2012

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 BETHESDA MINISTRIES (INCL. ONE CHILD MATTERS)			D Employer identification number 84-1087689	
	Doing Business As			E Telephone number (719) 481-0100	
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 15475 GLENEAGLE DRIVE		G Gross receipts \$ 15,010,637.		
	City or town, state or country, and ZIP + 4 COLORADO SPRINGS, CO 80921			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
F Name and address of principal officer: DANA RASIC 15475 GLENEAGLE DR. COLORADO SPRINGS, CO 80921			H(c) Group exemption number ▶		
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					
J Website: ▶ WWW.ONECHILDMATTERS.ORG					
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: 1988 M State of legal domicile: NE	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: ONE CHILD MATTERS (OCM) OPERATES AS A DIVISION OF BETHESDA MINISTRIES AND EXISTS TO EQUIP CHILDREN IN DEVELOPING NATIONS TO REACH THEIR GOD-GIVEN POTENTIAL BY CREATING OPPORTUNITIES FOR SPIRITUAL DEVELOPMENT.			
	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)	8.	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	0	
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	49.	
	6	Total number of volunteers (estimate if necessary)	48.	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	52,569.	
7b	Net unrelated business taxable income from Form 990-T, line 34	12,889.		
Revenue			Prior Year	Current Year
	8	Contributions and grants (Part VIII, line 1h)	14,689,068.	14,594,351.
	9	Program service revenue (Part VIII, line 2g)	309,878.	326,251.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	99,806.	65,627.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,958.	6,075.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	15,101,710.	14,992,304.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		8,448,254.	8,701,736.
	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)		2,307,892.	2,459,818.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,128,152.			
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		3,926,388.	4,211,286.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		14,682,534.	15,372,840.	
19 Revenue less expenses. Subtract line 18 from line 12		419,176.	-380,536.	
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	6,189,441.	6,059,166.
	21	Total liabilities (Part X, line 26)	1,971,657.	2,146,325.
22 Net assets or fund balances. Subtract line 21 from line 20		4,217,784.	3,912,841.	

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	FILED ELECTRONICALLY			
	Signature of officer	Date		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	RITA F. WORSTER, CPA			P00290681
	Firm's name ▶ BKD, LLP	Firm's EIN ▶ 44-0160260		Phone no. 719 471-4290
Firm's address ▶ 111 SOUTH TEJON, SUITE 800 COLORADO SPRINGS, CO 80903-9848				
May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				

For Paperwork Reduction Act Notice, see the separate instructions.

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:

ATTACHMENT 1

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

[] 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

[] 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 and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 12,172,441. including grants of \$ 8,696,736.) (Revenue \$ 0)

SUPPORT OF VARIOUS CHRISTIAN MINISTRIES INCLUDING CHILD CARE, HEALTH CARE AND EDUCATIONAL PROGRAMS IN INDIA, BANGLADESH, CAMBODIA, DOMINICAN REPUBLIC, HONDURAS, AND OTHER FOREIGN AREAS. AN ESTIMATED 41,554 CHILDREN PER MONTH WERE SERVED THROUGH SPONSORSHIP PROGRAMS AND APPROXIMATELY 3,000 PEOPLE WERE SERVED PER DAY VIA FEEDING PROGRAMS. MEDICAL MERCY ALSO SERVED 3,065 PATIENTS.

4b (Code:) (Expenses \$ 5,000. including grants of \$ 5,000.) (Revenue \$ 0)

SUPPORT OF VARIOUS CHRISTIAN MINISTRIES AND OTHER 501(C)(3) ORGANIZATIONS LOCATED IN THE UNITED STATES.

4c (Code:) (Expenses \$ 374,178. including grants of \$ 0) (Revenue \$ 326,251.)

HOME OFFICE BUILDING RENTED TO AFFILIATES (RELATED REVENUE ON PART VIII, LINE 2A).

One Child Matters' funding is not used for the operations of the home office building.

4d Other program services (Describe in Schedule O.)

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

4e Total program service expenses 12,551,619.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?	X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		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	
24 a	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?		
25 a	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, highly 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, Parts II, III, IV, and V, line 1.</i>	X	
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b	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>	X	
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 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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

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 4 columns: Question ID, Question Text, Yes, No. Rows include 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8, 8a, 8b, 9.

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

Table with 4 columns: Question ID, Question Text, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 2
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: NATHAN MERRILL 15475 GLENEAGLE DR. COLORADO SPRINGS, CO 80921 719-481-0100

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 (describe hours for related organizations in Schedule O)	(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			
ATTACHMENT 3										
(1) DANA L. RASIC CEO, DIRECTOR	10.00	X		X				0	* 257,576.	* 35,255.
(2) NATHAN D. MERRILL CFO, TREASURER, DIRECTOR	8.00	X		X				0	* 175,603.	* 30,148.
(3) MARK PLUIMER OCM PRESIDENT, DIRECTOR	40.00	X		X			151,252.	0		30,667.
(4) DANIEL C. VAGLE - BOARD MEMBER SECRETARY, DIRECTOR	3.00	X		X				0	* 27,727.	* 10,098.
(5) DON BEARD - BOARD MEMBER VP, DIRECTOR	5.00	X		X			* 38,846.	0		* 2,698.
(6) DALE TURNER - BOARD MEMBER VP, DIRECTOR	3.00	X		X				0	* 25,196.	* 12,939.
(7) DON A. MORGAN - BOARD MEMBER VP, DIRECTOR	2.00	X		X				0	* 41,342.	* 7,489.
(8) LYLE G. ARENT - BOARD MEMBER VP, DIRECTOR	2.00	X		X				0	* 34,848.	* 7,708.
(9) SEAN P. RICE ASST SEC DIR RISK MGT/CORP/SVC	10.00			X				0	* 73,854.	* 24,654.
(10) TOM WORKMAN ASSISTANT SECRETARY	0			X				0	0	0
(11)										
(12)										
(13)										
(14)										

* - These amounts are not funded by One Child Matters

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d	292,059.				
	e Government grants (contributions) . .	1e					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	14,302,292.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f			14,594,351.			
Program Service Revenue	2a RENT REVENUE FROM AFFILIATES	Business Code					
		900003		326,251.	273,682.	52,569.	
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f			326,251.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts). ATTACHMENT 5			59,139.			59,139.
	4 Income from investment of tax-exempt bond proceeds . . .			0			
	5 Royalties			0			
		(i) Real	(ii) Personal				
	6a Gross rents	6,075.					
	b Less: rental expenses						
	c Rental income or (loss)	6,075.					
	d Net rental income or (loss)			6,075.			6,075.
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory	24,671.	150.				
	b Less: cost or other basis and sales expenses	17,294.	1,039.				
	c Gain or (loss)	7,377.	-889.				
	d Net gain or (loss)			6,488.			6,488.
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events			0			
	9a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
c Net income or (loss) from gaming activities			0				
10a Gross sales of inventory, less returns and allowances	a						
b Less: cost of goods sold	b						
c Net income or (loss) from sales of inventory			0				
Miscellaneous Revenue			Business Code				
11a _____							
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d			0				
12 Total revenue. See instructions			14,992,304.	273,682.	52,569.	71,702.	

Part IX Statement of Functional Expenses

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

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	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	8,701,736.	8,701,736.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	225,052.		225,052.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	1,795,531.	1,048,011.	271,893.	475,627.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	50,977.	32,736.	8,548.	9,693.
9 Other employee benefits	254,027.	153,010.	44,750.	56,267.
10 Payroll taxes	134,231.	75,914.	30,504.	27,813.
11 Fees for services (non-employees):				
a Management	150,102.	20,686.	129,416.	
b Legal	21,135.	20,415.	720.	
c Accounting	208,317.	18,710.	189,607.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	1,822.		1,822.	
g Other	954,306.	674,418.	69,092.	210,796.
12 Advertising and promotion	102,572.	21,873.	268.	80,431.
13 Office expenses	801,470.	372,751.	344,735.	83,984.
14 Information technology	330,743.	215,759.	90,763.	24,221.
15 Royalties	0			
16 Occupancy	174,493.	174,493.		
17 Travel	895,982.	741,666.	49,640.	104,676.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	9,841.	6,977.	764.	2,100.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	426,874.	253,971.	131,741.	41,162.
23 Insurance	19,947.	11,560.	8,082.	305.
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 <u>CLAIMS FUNDING</u> -----	10,851.	6,902.	3,072.	877.
b <u>INFORMATIONAL MATERIALS</u> -----	57,464.	31.	54,477.	2,956.
c <u>UBIT EXPENSES</u> -----	2,960.		2,960.	
d -----				
e All other expenses -----	42,407.		35,163.	7,244.
25 Total functional expenses. Add lines 1 through 24e	15,372,840.	12,551,619.	1,693,069.	1,128,152.
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,497,372.	1	1,178,567.
	2 Savings and temporary cash investments	0	2	5,026.
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	233,976.	4	146,002.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	26,657.	9	25,950.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 6,362,729.		
	b Less: accumulated depreciation	10b 2,994,167.	3,216,650.	10c 3,368,562.
	11 Investments - publicly traded securities	ATCH 6	1,060,428.	11 1,190,237.
	12 Investments - other securities. See Part IV, line 11		111,259.	12 94,765.
	13 Investments - program-related. See Part IV, line 11		0	13 0
	14 Intangible assets		32,685.	14 27,136.
	15 Other assets. See Part IV, line 11		10,414.	15 22,921.
16 Total assets. Add lines 1 through 15 (must equal line 34)		6,189,441.	16 6,059,166.	
Liabilities	17 Accounts payable and accrued expenses	305,480.	17	449,484.
	18 Grants payable	0	18	0
	19 Deferred revenue	500.	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	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	1,665,677.	25	1,696,841.
	26 Total liabilities. Add lines 17 through 25	1,971,657.	26	2,146,325.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	2,482,053.	27	2,509,647.
	28 Temporarily restricted net assets	1,720,056.	28	1,387,519.
	29 Permanently restricted net assets	15,675.	29	15,675.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	4,217,784.	33	3,912,841.	
34 Total liabilities and net assets/fund balances	6,189,441.	34	6,059,166.	

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	14,992,304.
2	Total expenses (must equal Part IX, column (A), line 25)	2	15,372,840.
3	Revenue less expenses. Subtract line 2 from line 1	3	-380,536.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,217,784.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	75,593.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	3,912,841.

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?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	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	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	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		

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

2011

Open to Public Inspection

Name of the organization BETHESDA MINISTRIES (INCL. ONE CHILD MATTERS)	Employer identification number 84-1087689
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)

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

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

- a Type I b Type II c Type III - Functionally integrated d Type III - Other

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

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

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

	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 support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2011

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	15,180,613.	13,314,185.	13,742,168.	14,689,068.	14,594,351.	71,520,385.
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.	15,180,613.	13,314,185.	13,742,168.	14,689,068.	14,594,351.	71,520,385.
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.						71,520,385.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	15,180,613.	13,314,185.	13,742,168.	14,689,068.	14,594,351.	71,520,385.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	32,906.	16,234.	9,956.	55,193.	65,214.	179,503.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	7,530.	7,496.	11,871.	11,744.	10,956.	49,597.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						71,749,485.
12 Gross receipts from related activities, etc. (see instructions)					12	1,336,566.
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 2011 (line 6, column (f) divided by line 11, column (f))	14	99.68%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	99.72%
16a 33 1/3% support test - 2011. 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 - 2010. 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 - 2011. 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 - 2010. 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. 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 - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

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

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

Name of the organization: BETHESDA MINISTRIES (INCL. ONE CHILD MATTERS) Employer identification number: 84-1087689

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.

Table with 3 columns: Line number, Description, (a) Donor advised funds, (b) Funds and other accounts. Includes rows for total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two questions about donor advisement.

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

Form for Part II Conservation Easements. Includes questions about purpose of easements, number of easements, acreage, and monitoring expenses. Includes a small table for 'Held at the End of the Tax Year'.

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.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting requirements for art and historical treasures.

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

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

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

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

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

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if 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	1,735,731.	1,553,219.	1,247,461.	2,148,409.	
b Contributions	11,681,319.	11,658,280.	10,822,795.	9,939,890.	
c Net investment earnings, gains, and losses			3,384.	780.	
d Grants or scholarships	12,013,856.	11,475,768.	10,520,421.	10,841,618.	
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	1,403,194.	1,735,731.	1,553,219.	1,247,461.	

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 ▶ 1.1200 %
- c Temporarily restricted endowment ▶ 98.8800 %

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:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		44,688.		44,688.
b Buildings		3,371,163.	1,334,415.	2,036,748.
c Leasehold improvements		257,955.	173,961.	83,994.
d Equipment		735,516.	516,658.	218,858.
e Other		1,953,407.	969,133.	984,274.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				3,368,562.

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

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

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

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

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

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

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

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) INTERCOMPANY PAYABLES	1,696,841.	
(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 XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	14,992,304.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	15,372,840.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-380,536.
4	Net unrealized gains (losses) on investments	4	82,432.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-6,839.
9	Total adjustments (net). Add lines 4 through 8	9	75,593.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-304,943.

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

1	Total revenue, gains, and other support per audited financial statements	1	15,421,069.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	82,432.
b	Donated services and use of facilities	2b	118,340.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	234,832.
e	Add lines 2a through 2d	2e	435,604.
3	Subtract line 2e from line 1	3	14,985,465.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	6,839.
c	Add lines 4a and 4b	4c	6,839.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	14,992,304.

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

1	Total expenses and losses per audited financial statements	1	15,726,012.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	118,340.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	234,832.
e	Add lines 2a through 2d	2e	353,172.
3	Subtract line 2e from line 1	3	15,372,840.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	15,372,840.

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)

PART V, LINE 4

DESCRIBE THE INTENDED USES OF THE ORGANIZATION'S ENDOWMENT FUNDS

ONE CHILD MATTERS' ENDOWMENT FUNDS ARE HELD IN PERPETUITY AND INCOME FROM THEM IS AVAILABLE TO SUPPORT CHILD SPONSORSHIP FUNDING. THE TEMPORARILY RESTRICTED NET ASSETS ARE RESTRICTED FOR ONE CHILD MATTERS' MINISTRY ACTIVITIES.

PART X, LINE 2

UNCERTAIN TAX POSITIONS

MANAGEMENT HAS EVALUATED THEIR INCOME TAX POSITIONS UNDER THE GUIDANCE INCLUDED IN ASC 740. BASED ON THEIR REVIEW, MANAGEMENT HAS NOT IDENTIFIED ANY MATERIAL UNCERTAIN TAX POSITIONS TO BE RECORDED OR DISCLOSED IN THE FINANCIAL STATEMENTS.

PART XI, LINE 8

OTHER CHANGES TO NET ASSETS

DIFFERENCE BETWEEN REVENUE ON FREMONT WAREHOUSE K-1

AND DISTRIBUTION RECEIVED	(6,839)
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PART XII, LINE 2D

OTHER REVENUE ON BOOKS NOT ON RETURN

INTERCOMPANY CONTRIBUTIONS BETWEEN BETHESDA MINISTRIES

AND ONE CHILD MATTERS PROPERLY ELIMINATED ON 990	50,000
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INTERCOMPANY RENT BETWEEN BETHESDA MINISTRIES

AND ONE CHILD MATTERS PROPERLY ELIMINATED ON 990	184,832
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TOTAL	234,832
-------	---------

Part XIV Supplemental Information (continued)

PART XII, LINE 4B

OTHER REVENUE ON RETURN NOT ON BOOKS

DIFFERENCE BETWEEN REVENUE ON FREMONT WAREHOUSE K-1

AND DISTRIBUTION RECEIVED 6,839

PART XIII, LINE 2D

OTHER EXPENSE ON BOOKS NOT ON RETURN

INTERCOMPANY CONTRIBUTIONS BETWEEN BETHESDA MINISTRIES

AND ONE CHILD MATTERS PROPERLY ELIMINATED ON 990 50,000

INTERCOMPANY RENT BETWEEN BETHESDA MINISTRIES

AND ONE CHILD MATTERS PROPERLY ELIMINATED ON 990 184,832

TOTAL 234,832

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

BETHESDA MINISTRIES (INCL. ONE CHILD MATTERS)

84-1087689

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

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

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN	4.	19.	PROGRAM SERVICES	CHILDCARE MINISTRIES	471,438.
(2) CENTRAL AMERICA/CARIBBEAN			GRANTMAKING		1,903,513.
(3) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	CHILDCARE MINISTRIES	86,091.
(4) EAST ASIA AND THE PACIFIC			GRANTMAKING		970,626.
(5) EUROPE			PROGRAM SERVICES	CHILDCARE MINISTRIES	1,422.
(6) EUROPE			GRANTMAKING		12,400.
(7) MIDDLE EAST AND NORTH AFRICA			PROGRAM SERVICES	CHILDCARE MINISTRIES	9,530.
(8) MIDDLE EAST AND NORTH AFRICA			GRANTMAKING		524,766.
(9) SOUTH ASIA	1.	16.	PROGRAM SERVICES	CHILDCARE MINISTRIES	318,361.
(10) SOUTH ASIA			GRANTMAKING		2,768,827.
(11) SUB-SAHARAN AFRICA	2.	5.	PROGRAM SERVICES	CHILDCARE MINISTRIES	622,692.
(12) SUB-SAHARAN AFRICA			GRANTMAKING		2,521,604.
(13) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		94,765.
(14) EUROPE			FUNDRAISING		
(15) NORTH AMERICA			FUNDRAISING		
(16)					
(17)					
3a Sub-total	7.	40.			10,306,035.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	7.	40.			10,306,035.

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

Schedule F (Form 990) 2011

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 **X**
 Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ _____

3 Enter total number of other organizations or entities ▶ _____

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1) CHILDCARE	CENT. AMERICA/CARIBBEAN	8844.	1,903,513.	CHECKS/WIRE			
(2) CHILDCARE	EAST ASIA/PACIFIC	7977.	970,626.	WIRE			
(3) CHILDCARE	EUROPE/ICELAND/GREENLAND	1.	12,400.	CHECK			
(4) CHILDCARE	SOUTH ASIA	20671.	2,768,827.	WIRE			
(5) CHILDCARE	SUB-SAHARAN AFRICA	14897.	2,521,604.	CHECKS/WIRE			
(6) CHILDCARE	MIDDLE EAST/NORTH AFRICA	2695.	524,766.	CHECK			
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

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

Part V Supplemental Information

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

PART I, LINE 2

PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS OUTSIDE THE US
SPONSOR PROJECTS RECEIVING FUNDING ARE REQUIRED TO SUBMIT QUARTERLY
DETAILED REVENUE AND EXPENSE REPORTS THAT DOCUMENT WHAT FUNDS WERE
RECEIVED AND HOW THEY WERE USED. INTERNAL AUDITS OF THE SPONSOR PROJECTS
ARE PERFORMED ON A ROTATING BASIS.

PART I, LINE 3

OFFICES, EMPLOYEES, AND AGENTS IN FOREIGN REGIONS
WE USE INDEPENDENT CONTRACTORS TO DELIVER CERTAIN PROGRAM SERVICES. THE
INDEPENDENT CONTRACTORS ARE NOT EMPLOYEES OR AGENTS OF THE ORGANIZATION.

**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

2011

Open to Public Inspection

Name of the organization

BETHESDA MINISTRIES (INCL. ONE CHILD MATTERS)

Employer identification number

84-1087689

Part I Questions Regarding Compensation

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

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input checked="" 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 checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

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

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

3 Indicate which, if any, of the following the 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. Explain in Part III.

- | | |
|---|---|
| <input checked="" 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 |

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

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2011

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		(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 DANA L. RASIC	(i)	0	0	0	0	0	0	0
	(ii)	* 247,621.	* 5,000.	* 4,955.	* 9,613.	* 25,642.	* 292,831.	0
2 NATHAN D. MERRILL	(i)	0	0	0	0	0	0	0
	(ii)	* 147,630.	* 15,000.	* 12,973.	* 6,698.	* 23,450.	* 205,751.	0
3 MARK PLUIMER	(i)	139,710.	6,000.	5,542.	6,094.	24,573.	181,919.	0
	(ii)	0	0	0	0	0	0	0
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

* - These amounts are not funded by One Child Matters

Part III Supplemental Information

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

PART I, LINE 1A

ADDITIONAL INFORMATION REGARDING COMPENSATION

ALL SPOUSAL TRAVEL EXPENSES PAID BY THE ORGANIZATION MUST BE APPROVED BY THE CEO OR CFO WHO DETERMINE WHETHER THE EXPENSE WAS FOR A NECESSARY BUSINESS PURPOSE. EXPENSES INCURRED THAT ARE NOT DETERMINED TO BE NECESSARY BUSINESS EXPENSES ARE TAXABLE TO THE INDIVIDUAL AND INCLUDED IN THEIR TAXABLE COMPENSATION. DANA RASIC, NATHAN MERRILL, MARK PLUIMER, DAN VAGLE, DALE TURNER AND LYLE ARENT RECEIVED TAXABLE SPOUSAL TRAVEL BENEFITS DURING THE YEAR.

AS PART OF THE ORGANIZATION'S EFFORT TO ENCOURAGE AND PROMOTE HEALTHY LIFESTYLES FOR EMPLOYEES, THE ORGANIZATION REIMBURSES EMPLOYEES HALF OF THEIR MONTHLY HEALTH CLUB DUES UP TO A MAXIMUM OF \$40 PER MONTH. THESE AMOUNTS ARE REPORTED AS TAXABLE COMPENSATION WHEN REIMBURSED. NATHAN MERRILL AND SEAN RICE RECEIVED HEALTH CLUB REIMBURSEMENTS DURING THE YEAR.

Part III Supplemental Information

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

PART I, LINE 7

NON-FIXED PAYMENTS

THE ORGANIZATION PAYS BONUSES TO ITS OFFICERS, DIRECTORS, AND KEY EMPLOYEES FROM TIME TO TIME. THE FREQUENCY AND AMOUNT OF THE BONUSES ARE DETERMINED BY THE ADMINISTRATIVE COMMITTEE, CEO OR OTHER MANAGEMENT AND BASED ON FACTORS SUCH AS OVERALL JOB PERFORMANCE, SUBSTANTIAL EXTRA PROJECTS, ETC. THE ORGANIZATION DOES NOT HAVE ANY EMPLOYMENT CONTRACTS WHICH OBLIGATE THE PAYMENT OF BONUSES IN THE FUTURE.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

**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.**

Name of the organization

Employer identification number

BETHESDA MINISTRIES (INCL. ONE CHILD MATTERS)

84-1087689

PART VI, QUESTION 2

FAMILY RELATIONSHIPS

DAN VAGLE AND DALE TURNER ARE BROTHERS-IN-LAW.

BUSINESS RELATIONSHIPS

DANA RASIC, NATHAN MERRILL, LYLE ARENT, DALE TURNER, DANIEL VAGLE, AND SEAN RICE HAVE A BUSINESS RELATIONSHIP BECAUSE THEY ARE DIRECTORS OR OFFICERS OF THE INDIRECTLY-OWNED SUBSIDIARY DISCLOSED ON SCHEDULE R, PART IV.

PART VI, QUESTION 9

NAMES AND ADDRESSES

TOM WORKMAN

11404 DODGE ROAD, STE 500

OMAHA, NE 68154

PART VI, QUESTION 11B

DESCRIBE PROCESS TO REVIEW 990

THE FORM 990 IS PREPARED BY A THIRD PARTY AND IS REVIEWED BY THE CFO AND CONTROLLER. THE FINAL VERSION OF THE FORM 990 IS DISTRIBUTED VIA EMAIL TO THE ORGANIZATION'S BOARD OF DIRECTORS.

PART VI, QUESTION 12C

DESCRIBE HOW CONFLICT OF INTEREST POLICY IS MONITORED & ENFORCED

CONFLICT OF INTEREST FORMS ARE COMPLETED ANNUALLY BY OFFICERS, DIRECTORS,

Name of the organization BETHESDA MINISTRIES (INCL. ONE CHILD MATTERS)	Employer identification number 84-1087689
---	--

AND KEY EMPLOYEES AND ARE PRESENTED TO THE BOARD FOR APPROVAL. WHEN A POTENTIAL CONFLICT ARISES DURING THE YEAR, THE OFFICER, DIRECTOR OR KEY EMPLOYEE IS RESPONSIBLE FOR UPDATING THE CONFLICT OF INTEREST FORM AND THE REVISED FORM IS PROVIDED TO THE BOARD FOR APPROVAL. IF THERE ARE ANY CONFLICTS OF INTEREST APPROVED BY THE BOARD, THE INDIVIDUAL WITH THE CONFLICT IS PRECLUDED FROM PARTICIPATING IN ANY DISCUSSIONS OR DECISIONS RELATED TO THE TRANSACTION.

PART VI, QUESTION 15A

DESCRIBE PROCESS FOR DETERMINING COMPENSATION
THE ORGANIZATION UTILIZES THE SERVICES OF Payscale TO PERFORM INDEPENDENT COMPENSATION STUDIES FOR ALL OFFICERS AND KEY EMPLOYEES. THE LAST STUDY WAS PERFORMED IN JUNE 2012 AND THE RESULTS WERE PROVIDED TO THE ADMINISTRATIVE COMMITTEE OF THE BOARD FOR THEIR REVIEW AND APPROVAL. ADDITIONALLY, THE CEO'S COMPENSATION RECOMMENDATION IS REQUIRED TO BE APPROVED BY THE BOARD OF DIRECTORS. THE ADMINISTRATIVE COMMITTEE RETAINS MINUTES/NOTES AND THE MARKET ANALYSIS DATA WHICH SUPPORT ITS COMPENSATION DECISIONS.

PART VI, QUESTION 15B

DESCRIBE PROCESS FOR DETERMINING COMPENSATION
THE ORGANIZATION UTILIZES THE SERVICES OF Payscale TO PERFORM INDEPENDENT COMPENSATION STUDIES FOR ALL OFFICERS AND KEY EMPLOYEES. THE LAST STUDY WAS PERFORMED IN JUNE 2012 AND THE RESULTS WERE PROVIDED TO THE ADMINISTRATIVE COMMITTEE OF THE BOARD FOR THEIR REVIEW AND APPROVAL. THE ADMINISTRATIVE COMMITTEE RETAINS MINUTES/NOTES AND THE MARKET ANALYSIS

Name of the organization BETHESDA MINISTRIES (INCL. ONE CHILD MATTERS)	Employer identification number 84-1087689
---	--

DATA WHICH SUPPORT ITS COMPENSATION DECISIONS.

PART VI, QUESTION 19

DESCRIBE HOW DOCUMENTS ARE MADE AVAILABLE TO THE PUBLIC
THE AUDITED FINANCIAL STATEMENTS OF ONE CHILD MATTERS ARE AVAILABLE VIA
ITS WEBSITE. THE CONSOLIDATED AUDIT, GOVERNING DOCUMENTS, AND CONFLICT
OF INTEREST POLICY ARE AVAILABLE UPON REQUEST.

PART VII

OFFICER AND DIRECTOR COMPENSATION

MANY OF THE OFFICERS AND DIRECTORS PROVIDE SERVICES TO AFFILIATED
ORGANIZATIONS. THE HOURS SHOWN ARE SPECIFIC TO THIS ORGANIZATION BUT THE
COMPENSATION IS TOTAL COMPENSATION FOR SERVICES PROVIDED TO ALL OF THE
AFFILIATED ORGANIZATIONS.

PART XI, LINE 5

OTHER CHANGES IN NET ASSETS

UNREALIZED GAIN	82,432
DIFFERENCE BETWEEN REVENUE ON FREMONT WAREHOUSE K-1 AND DISTRIBUTION RECEIVED	(6,839)
TOTAL	75,593

PART VII, SECTION B, LINE 1, COLUMN B

DESCRIPTION OF SERVICES FOR BETHESDA ASSOCIATES
ACCOUNTING, IT, HR, RISK MANAGEMENT, AND OTHER MANAGEMENT SERVICES

Name of the organization BETHESDA MINISTRIES (INCL. ONE CHILD MATTERS)	Employer identification number 84-1087689
---	--

ATTACHMENT 1FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

ONE CHILD MATTERS OPERATES AS A DIVISION OF BETHESDA MINISTRIES (BETHESDA), A NOT-FOR-PROFIT CORPORATION EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. ONE CHILD MATTERS EXISTS TO EQUIP CHILDREN IN DEVELOPING NATIONS TO REACH THEIR GOD-GIVEN POTENTIAL BY CREATING OPPORTUNITIES FOR SPIRITUAL, PHYSICAL, SOCIAL, MENTAL, AND EMOTIONAL DEVELOPMENT. OUTREACHES INCLUDE, BUT ARE NOT LIMITED TO, ELEMENTARY, SECONDARY AND VOCATIONAL EDUCATION, ORPHANAGES, MEDICAL PROJECTS, HEALTH CARE, FEEDING PROGRAMS, HOMES FOR BABIES WITH AIDS AND OTHER CHRISTIAN MINISTRIES OF COMPASSION.

ATTACHMENT 2FORM 990, PART VI, LINE 17 - STATES

AK, AZ, CA,
FL, IL, MD,
MN, NH,
TN, UT, VA, WA, WV, WI,

ATTACHMENT 3FORM 990, PART VII, COLUMN B - ESTIMATED AVERAGE PER WEEK

NAME AND TITLE	HOURS DEVOTED FOR RELATED ORGANIZATION
DANA L. RASIC CEO, DIRECTOR	50.00
NATHAN D. MERRILL CFO, TREASURER, DIRECTOR	42.00
MARK PLUIMER OCM PRESIDENT, DIRECTOR	2.00
DANIEL C. VAGLE - BOARD MEMBER SECRETARY, DIRECTOR	5.00

Name of the organization BETHESDA MINISTRIES (INCL. ONE CHILD MATTERS)	Employer identification number 84-1087689
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ATTACHMENT 3 (CONT'D)

DALE TURNER - BOARD MEMBER VP, DIRECTOR	5.00
DON A. MORGAN - BOARD MEMBER VP, DIRECTOR	4.00
LYLE G. ARENT - BOARD MEMBER VP, DIRECTOR	3.00
SEAN P. RICE ASST SEC DIR RISK MGT/CORP/SVC	30.00

ATTACHMENT 4

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
ENDPOINT COMMUNICATIONS, INC. 700 W. 48TH AVE., UNIT C DENVER, CO 80216	FULFILLMENT	343,467.
BETHESDA ASSOCIATES 15475 GLENEAGLE DRIVE COLORADO SPRINGS, CO 80921	SEE SCHEDULE O	493,701.
TOTAL COMPENSATION		<u>837,168.</u>

ATTACHMENT 5

FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	<u>(A) TOTAL REVENUE</u>	<u>(B) RELATED OR EXEMPT REVENUE</u>	<u>(C) UNRELATED BUSINESS REV.</u>	<u>(D) EXCLUDED REVENUE</u>
PASS THROUGH INCOME FROM K-1S	10,482.			10,482.
INTEREST INCOME	48,657.			48,657.
TOTALS	<u>59,139.</u>			<u>59,139.</u>

ATTACHMENT 6

Name of the organization BETHESDA MINISTRIES (INCL. ONE CHILD MATTERS)	Employer identification number 84-1087689
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ATTACHMENT 6 (CONT'D)

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
SECURITIES & OTHER INVESTMENTS	1,060,428.	1,190,237.	FMV
TOTALS	<u>1,060,428.</u>	<u>1,190,237.</u>	

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **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

BETHESDA MINISTRIES (INCL. ONE CHILD MATTERS)

Employer identification number

84-1087689

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

(a) Name, address, and EIN 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
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

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
(1) BETHESDA ASSOCIATES 84-1087692 15475 GLENEAGLE DRIVE COLORADO SPRINGS, CO 80921	SUPPORT ORG	NE	501(C)(3)	LN11 TYPE I	N/A	X	
(2) BETHESDA FDN DBA BETHESDA SNR LIVING COM 47-0497753 15475 GLENEAGLE DRIVE COLORADO SPRINGS, CO 80921	SENIOR LIVING	NE	501(C)(3)	LINE 9	N/A	X	
(3) BETHESDA CHRISTIAN BROADCASTING 84-1162754 15475 GLENEAGLE DRIVE COLORADO SPRINGS, CO 80921	CHRIST. RADIO	NE	501(C)(3)	LINE 9	N/A	X	
(4) BSLC II 45-2666295 15475 GLENEAGLE DR COLORADO SPRINGS, CO 80921	SENIOR LIVING	NE	501(C)(3)	LN11 TYPE I	N/A	X	
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) BETHESDA REAL ESTATE COMPANY 84-1133889 15475 GLENEAGLE DRIVE COLORADO SPRINGS, CO 80921	REAL ESTATE LEASE	CO	N/A	C			
(2) MISSION OF MERCY TRUST 84-1469496 15475 GLENEAGLE DRIVE COLORADO SPRINGS, CO 80921	CHARITABLE TRUST	CO	N/A	T	0	134.	100.0000
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

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

	Yes	No
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?		
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 Sale of assets to related organization(s)		X
g Purchase of assets from related organization(s)		X
h Exchange of assets with related organization(s)		X
i Lease of facilities, equipment, or other assets to related organization(s)		X
j Lease of facilities, equipment, or other assets from related organization(s)		X
k Performance of services or membership or fundraising solicitations for related organization(s)		X
l Performance of services or membership or fundraising solicitations by related organization(s)	X	
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
n Sharing of paid employees with related organization(s)		X
o Reimbursement paid to related organization(s) for expenses	X	
p Reimbursement paid by related organization(s) for expenses	X	
q Other transfer of cash or property to related organization(s)		X
r 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-r)	(c) Amount involved	(d) Method of determining amount involved
(1) BETHESDA ASSOCIATES	A	214,000.	FINANCIALS
(2) BETHESDA FDN DBA BETHESDA SENIOR LIVING COMM	A	59,683.	FINANCIALS
(3) BETHESDA REAL ESTATE COMPANY	A	52,569.	FINANCIALS
(4) BETHESDA FDN DBA BETHESDA SENIOR LIVING COMM	C	125,000.	FINANCIALS
(5) BSLC II	C	125,000.	FINANCIALS
(6) BETHESDA ASSOCIATES	E	1,621,023.	FINANCIALS

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

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

		Yes	No
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?		
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	
b	Gift, grant, or capital contribution to related organization(s)	1b	
c	Gift, grant, or capital contribution from related organization(s)	1c	
d	Loans or loan guarantees to or for related organization(s)	1d	
e	Loans or loan guarantees by related organization(s)	1e	
f	Sale of assets to related organization(s)	1f	
g	Purchase of assets from related organization(s)	1g	
h	Exchange of assets with related organization(s)	1h	
i	Lease of facilities, equipment, or other assets to related organization(s)	1i	
j	Lease of facilities, equipment, or other assets from related organization(s)	1j	
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k	
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l	
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m	
n	Sharing of paid employees with related organization(s)	1n	
o	Reimbursement paid to related organization(s) for expenses	1o	
p	Reimbursement paid by related organization(s) for expenses	1p	
q	Other transfer of cash or property to related organization(s)	1q	
r	Other transfer of cash or property from related organization(s)	1r	

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-r)	(c) Amount involved	(d) Method of determining amount involved
(1)	BETHESDA ASSOCIATES	L	537,875.	FINANCIALS
(2)	BETHESDA ASSOCIATES	O	469,619.	FINANCIALS
(3)	BETHESDA FDN DBA BETHESDA SENIOR LIVING COMM	O	639,318.	FINANCIALS
(4)	BETHESDA ASSOCIATES	P	242,300.	FINANCIALS
(5)	BETHESDA FDN DBA BETHESDA SENIOR LIVING COMM	P	165,565.	FINANCIALS
(6)				

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII **Supplemental Information**

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