

**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

Form **990**

Department of the Treasury  
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**2014**

Open to Public Inspection

**A For the 2014 calendar year, or tax year beginning and ending**

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>ASBURY COMMUNITIES, INC</b> Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>20030 CENTURY BLVD. 300</b> City or town, state or province, country, and ZIP or foreign postal code <b>GERMANTOWN, MD 20874-1112</b> <b>F</b> Name and address of principal officer: <b>EDWIN C. THOMAS III</b> <b>SAME AS C ABOVE</b>	<b>D</b> Employer identification number <b>52-1862677</b> <b>E</b> Telephone number <b>301-250-2100</b> <b>G</b> Gross receipts \$ <b>21,475,974.</b> <b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶
<b>I</b> 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		
<b>J</b> Website: ▶ <b>WWW.ASBURY.ORG</b>		
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: <b>1994</b> <b>M</b> State of legal domicile: <b>MD</b>

**Part I Summary**

<b>1</b>	Briefly describe the organization's mission or most significant activities: <b>DOING ALL THE GOOD WE CAN BY PROVIDING EXCEPTIONAL LIFESTYLE OPPORTUNITIES TO THOSE WE SERVE</b>		
<b>2</b>	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
<b>3</b>	Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>15</b>
<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>13</b>
<b>5</b>	Total number of individuals employed in calendar year 2014 (Part V, line 2a)	<b>5</b>	<b>73</b>
<b>6</b>	Total number of volunteers (estimate if necessary)	<b>6</b>	<b>16</b>
<b>7a</b>	Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>5,812.</b>
<b>b</b>	Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>0.</b>
<b>8</b>	Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
<b>9</b>	Program service revenue (Part VIII, line 2g)	<b>0.</b>	<b>0.</b>
<b>10</b>	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>9,747,254.</b>	<b>10,355,344.</b>
<b>11</b>	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>1,248,581.</b>	<b>1,170,319.</b>
<b>12</b>	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>0.</b>	<b>0.</b>
<b>13</b>	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>10,995,835.</b>	<b>11,525,663.</b>
<b>14</b>	Benefits paid to or for members (Part IX, column (A), line 4)	<b>0.</b>	<b>0.</b>
<b>15</b>	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>0.</b>	<b>0.</b>
<b>16a</b>	Professional fundraising fees (Part IX, column (A), line 11e)	<b>9,567,776.</b>	<b>9,938,039.</b>
<b>b</b>	Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>0.</b>	<b>0.</b>	<b>0.</b>
<b>17</b>	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>3,171,764.</b>	<b>3,145,254.</b>
<b>18</b>	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>12,739,540.</b>	<b>13,083,293.</b>
<b>19</b>	Revenue less expenses. Subtract line 18 from line 12	<b>-1,743,705.</b>	<b>-1,557,630.</b>
<b>20</b>	Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>
<b>21</b>	Total liabilities (Part X, line 26)	<b>38,920,371.</b>	<b>40,923,790.</b>
<b>22</b>	Net assets or fund balances. Subtract line 21 from line 20	<b>15,743,438.</b>	<b>16,053,611.</b>
		<b>23,176,933.</b>	<b>24,870,179.</b>

**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.

<b>Sign Here</b>	Signature of officer <b>KIM EHRENFRIED, ASSISTANT TREASURER</b>	Date	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>JONATHAN HANSEN</b>	Preparer's signature <b>JONATHAN HANSEN</b>	Date
	Firm's name ▶ <b>CLIFTONLARSONALLEN LLP</b>	Firm's EIN ▶ <b>41-0746749</b>	Check if self-employed <input type="checkbox"/> PTIN <b>P01871557</b>
	Firm's address ▶ <b>1966 GREENSPRING DRIVE, SUITE 300 TIMONIUM, MD 21093-4161</b>	Phone no. ( <b>410</b> ) <b>453-0900</b>	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

OUR MISSION IS TO DO ALL THE GOOD WE CAN BY PROVIDING EXCEPTIONAL LIFESTYLE OPPORTUNITIES TO THOSE WE SERVE. AS THE NOT-FOR-PROFIT PARENT OF THE ASBURY SYSTEM, WE GUIDE OUR COMMUNITIES AND AFFILIATED ORGANIZATIONS IN PROVIDING THE BEST POSSIBLE EXPERIENCE FOR THE OLDER

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

If "Yes," describe these changes on Schedule O.

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

4a (Code: ) (Expenses \$ 11,420,781. including grants of \$ ) (Revenue \$ 10,355,344. )

PROVIDED ADMINISTRATIVE AND MANAGEMENT SERVICES TO SUPPORTED ORGANIZATIONS LOCATED IN PENNSYLVANIA, OKLAHOMA AND MARYLAND. THESE SUPPORTED ORGANIZATIONS ARE CONTINUING CARE RETIREMENT COMMUNITIES WHICH INCLUDE RESIDENTIAL LIVING UNITS FOR THE AGED, ASSISTED LIVING UNITS AND SKILLED NURSING FACILITIES. IN ADDITION, ASBURY COMMUNITIES, INC. PROVIDES MANAGEMENT SERVICES TO ASBURY COMMUNITIES HCBS, INC. WHICH PROVIDES HOME CARE SERVICES FOR THE AGED. ALL OF THE SUPPORTED ORGANIZATIONS ARE NOT FOR PROFIT 501(C)(3) TAX EXEMPT ORGANIZATIONS. A PORTION OF THE \$10.4M ASBURY COMMUNITIES REVENUE IS FOR MANAGEMENT SERVICES CONTRACTED TO AND PAID FOR BY THE ASBURY GROUP, INC., A WHOLLY OWNED SUBSIDIARY OF ASBURY COMMUNITIES, INC.

4b (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

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

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

4e Total program service expenses 11,420,781.

**Part IV Checklist of Required Schedules**

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

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....		X
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
<b>23</b> 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	
<b>24a</b> 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 25a</i> .....		X
<b>24b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>24c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>24d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a</b> <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> 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>b</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
<b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> .....		X
<b>27</b> 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
<b>28</b> 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):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</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
<b>c</b> 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
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>30</b> 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
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> 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
<b>33</b> 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
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> .....	X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....	X	
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....	X	
<b>36</b> <b>Section 501(c)(3) organizations.</b> 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
<b>37</b> 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
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? .....	X	

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

**Part V** Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O	X	
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
<b>4b</b>	If "Yes," enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>5c</b>	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>7a</b>	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?		X
<b>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
<b>7e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>7g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
<b>7h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>9a</b>	Did the sponsoring organization make any taxable distributions under section 4966?		
<b>9b</b>	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:		
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12		
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>11a</b>	Gross income from members or shareholders		
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>13a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		
<b>13b</b>	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
<b>13c</b>	Enter the amount of reserves on hand		
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?		X
<b>14b</b>	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 or note to any line in this Part VI

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year ..... <b>1a</b> <u>15</u> If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent ..... <b>1b</b> <u>13</u>		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? .....	<input checked="" type="checkbox"/>	
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? .....		<input checked="" type="checkbox"/>
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? .....		<input checked="" type="checkbox"/>
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? .....		<input checked="" type="checkbox"/>
<b>6</b>	Did the organization have members or stockholders? .....		<input checked="" type="checkbox"/>
<b>7a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? .....		<input checked="" type="checkbox"/>
<b>b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? .....		<input checked="" type="checkbox"/>
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body? .....	<input checked="" type="checkbox"/>	
<b>b</b>	Each committee with authority to act on behalf of the governing body? .....	<input checked="" type="checkbox"/>	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O .....		<input checked="" type="checkbox"/>

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

		Yes	No
<b>10a</b>	Did the organization have local chapters, branches, or affiliates? .....		<input checked="" type="checkbox"/>
<b>b</b>	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? .....		
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? .....	<input checked="" type="checkbox"/>	
<b>b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990. ....		
<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13 .....	<input checked="" type="checkbox"/>	
<b>b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? .....	<input checked="" type="checkbox"/>	
<b>c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done .....	<input checked="" type="checkbox"/>	
<b>13</b>	Did the organization have a written whistleblower policy? .....	<input checked="" type="checkbox"/>	
<b>14</b>	Did the organization have a written document retention and destruction policy? .....	<input checked="" type="checkbox"/>	
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>a</b>	The organization's CEO, Executive Director, or top management official .....	<input checked="" type="checkbox"/>	
<b>b</b>	Other officers or key employees of the organization .....	<input checked="" type="checkbox"/>	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? .....		<input checked="" type="checkbox"/>
<b>b</b>	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? .....		

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed ► NONE
- 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.  
 Own website     Another's website     Upon request     Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: ►  
MICHAEL CONNELL, CFO - 301-250-2100  
20030 CENTURY BLVD, STE 300, GERMANTOWN, MD 20874

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) ELLEN M. GOITA CHAIR	1.00 0.00	X		X			0.	0.	0.
(2) DR. ROBERT BURKE DIRECTOR	1.00 0.00	X					0.	0.	0.
(3) FREDERICK DOGGETT DIRECTOR	1.00 0.00	X					0.	0.	0.
(4) ROBERT BOYD DIRECTOR	1.00 0.00	X					0.	0.	0.
(5) JEFFREY ERNICO DIRECTOR	1.00 0.00	X					0.	0.	0.
(6) PHILIP T. GOLDSTEIN DIRECTOR	1.00 0.00	X					0.	0.	0.
(7) MEARLE L. GRIFFITH DIRECTOR	1.00 0.00	X					0.	0.	0.
(8) ROCHELLE L. KROWINSKI DIRECTOR	1.00 0.00	X					0.	0.	0.
(9) NANCY ORTMAYER KUHN DIRECTOR	1.00 0.00	X					0.	0.	0.
(10) CAROL BRYDEN MOORE DIRECTOR	1.00 0.00	X					0.	0.	0.
(11) JAMES RUTH DIRECTOR	1.00 0.00	X					0.	0.	0.
(12) LOWELL STARLING DIRECTOR	1.00 0.00	X					0.	0.	0.
(13) PATRICIA NEUMAN DIRECTOR	1.00 0.00	X					0.	0.	0.
(14) CAROLYN STAMATAKIS VICE CHAIR	1.00 0.00	X		X			0.	0.	0.
(15) EDWIN C. THOMAS III PRESIDENT/CEO	60.00 6.00	X		X			557,898.	0.	20,864.
(16) LOU GRAMMES DIRECTOR	1.00 0.00	X					0.	0.	0.
(17) THOMAS HOLETS DIRECTOR	1.00 0.00	X					0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) PEGGY CRESPI KAPLAN VP, SECRETARY	60.00 6.00			X				321,219.	0.	20,864.
(19) ANDREW JOSEPH ASST. SECRETARY/ASST. TREA	50.00 6.00			X				203,122.	0.	21,320.
(20) DOUG LEIDIG VP, ASST. SECRETARY/ASST. TREA	60.00 6.00			X				392,943.	0.	23,595.
(21) BRAD REYNOLDS VP, ASST. SECRETARY	50.00 6.00			X				300,683.	0.	10,400.
(22) MICHAEL CONNELL VP, TREASURER	60.00 6.00			X				313,960.	0.	23,595.
(23) KIM EHRENFRIED ASST. TREASURER	60.00 6.00			X				181,068.	0.	20,438.
(24) SUE DACAMARA VICE PRESIDENT	60.00 6.00			X				338,920.	0.	20,864.
(25) ANN E. GILLESPIE VICE PRESIDENT	60.00 6.00			X				319,401.	0.	23,595.
(26) CHIP BURNS VICE PRESIDENT	60.00 6.00			X				0.	299,883.	20,864.
<b>1b Sub-total</b>								2,929,214.	299,883.	206,399.
<b>c Total from continuation sheets to Part VII, Section A</b>								1,249,340.	0.	124,378.
<b>d Total (add lines 1b and 1c)</b>								4,178,554.	299,883.	330,777.

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **26**

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
SODEXO INC & AFFILIATES PO BOX 536922, ATLANTA, GA 30353	CONTRACT LABOR-TRAINING	145,293.
WITT/KIEFFER FORD, HAELEMAN, LLOYD CORP, 2015 SPRING ROAD, SUITE 510, OAK BROOK, IL	EXECUTIVE SEARCH SERVICES	135,656.
DUGGAN & ASSOCIATES 24536 FOSSEN ROAD, DAMASCUS, MD 20872	LEADERSHIP TRAINING & DEVELOPMENT	113,865.
STANTON COMMUNICATIONS, 1150 CONNETICUT AVENUE, NW SUITE 810, WASHINGTON, DC	PUBLIC RELATIONS SERVICES	105,740.

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **4**

SEE PART VII, SECTION A CONTINUATION SHEETS





**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns					
	<b>b</b> Membership dues					
	<b>c</b> Fundraising events					
	<b>d</b> Related organizations					
	<b>e</b> Government grants (contributions)					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$					
	<b>h Total.</b> Add lines 1a-1f					
<b>Program Service Revenue</b>	<b>2 a</b> <u>MANAGEMENT FEES</u>	541610	10,355,344.	10,355,344.		
	<b>b</b>					
	<b>c</b>					
	<b>d</b>					
	<b>e</b>					
	<b>f</b> All other program service revenue					
	<b>g Total.</b> Add lines 2a-2f		10,355,344.			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		827,306.	5,812.	821,494.	
	<b>4</b> Income from investment of tax-exempt bond proceeds					
	<b>5</b> Royalties					
	<b>6 a</b> Gross rents	(i) Real				
		(ii) Personal				
	<b>b</b> Less: rental expenses					
	<b>c</b> Rental income or (loss)					
	<b>d</b> Net rental income or (loss)					
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities	10,293,324.			
		(ii) Other				
	<b>b</b> Less: cost or other basis and sales expenses	9,950,311.				
	<b>c</b> Gain or (loss)	343,013.				
	<b>d</b> Net gain or (loss)		343,013.		343,013.	
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	<b>a</b>				
	<b>b</b> Less: direct expenses	<b>b</b>				
<b>c</b> Net income or (loss) from fundraising events						
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>					
	<b>b</b> Less: direct expenses	<b>b</b>				
<b>c</b> Net income or (loss) from gaming activities						
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>					
	<b>b</b> Less: cost of goods sold	<b>b</b>				
<b>c</b> Net income or (loss) from sales of inventory						
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11 a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b> All other revenue						
<b>e Total.</b> Add lines 11a-11d						
<b>12 Total revenue.</b> See instructions.		11,525,663.	10,355,344.	5,812.	1,164,507.	

**Part IX Statement of Functional Expenses**

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

Check if Schedule O contains a response or note to any line 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 domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	3,468,464.	2,889,702.	578,762.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	5,482,755.	5,356,796.	125,959.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	152,548.	149,627.	2,921.	
9 Other employee benefits	379,275.	309,235.	70,040.	
10 Payroll taxes	454,997.	433,518.	21,479.	
11 Fees for services (non-employees):				
a Management				
b Legal	54,765.		54,765.	
c Accounting	57,629.		57,629.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	856,655.	686,670.	169,985.	
12 Advertising and promotion	202,711.	202,711.		
13 Office expenses	852,982.	756,832.	96,150.	
14 Information technology	11,929.		11,929.	
15 Royalties				
16 Occupancy	1,960.	1,905.	55.	
17 Travel	207,537.	196,173.	11,364.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	152.	152.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	175,731.		175,731.	
23 Insurance	54,420.	53,541.	879.	
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 <b>DUES AND SUBSCRIPTIONS</b>	109,185.	93,373.	15,812.	
b <b>EDUCATION AND TRAINING</b>	68,395.	66,512.	1,883.	
c <b>REPAIRS AND MAINTENANCE</b>	12,965.	10,876.	2,089.	
d <b>OTHER TAXES</b>	6,893.	6,689.	204.	
e All other expenses	471,345.	206,469.	264,876.	
<b>25 Total functional expenses.</b> Add lines 1 through 24e	<b>13,083,293.</b>	<b>11,420,781.</b>	<b>1,662,512.</b>	<b>0.</b>
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	1	Cash - non-interest-bearing .....	3,269,511.	1	1,548,076.
	2	Savings and temporary cash investments .....		2	
	3	Pledges and grants receivable, net .....		3	
	4	Accounts receivable, net .....		4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		6	
	7	Notes and loans receivable, net .....		7	
	8	Inventories for sale or use .....		8	
	9	Prepaid expenses and deferred charges .....	102,685.	9	256,946.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	10a 1,441,665.		
	b	Less: accumulated depreciation .....	10b 1,014,100.	10c	427,565.
	11	Investments - publicly traded securities .....	27,481,276.	11	31,452,867.
	12	Investments - other securities. See Part IV, line 11 .....		12	
	13	Investments - program-related. See Part IV, line 11 .....		13	
	14	Intangible assets .....		14	
	15	Other assets. See Part IV, line 11 .....	7,537,707.	15	7,238,336.
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	38,920,371.	16	40,923,790.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses .....	15,593,760.	17	15,885,141.
	18	Grants payable .....		18	
	19	Deferred revenue .....	149,678.	19	168,470.
	20	Tax-exempt bond liabilities .....		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D .....		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		22	
	23	Secured mortgages and notes payable to unrelated third parties .....		23	
	24	Unsecured notes and loans payable to unrelated third parties .....		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....		25	
	26	<b>Total liabilities.</b> Add lines 17 through 25 .....	15,743,438.	26	16,053,611.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>				
	27	Unrestricted net assets .....	23,176,933.	27	24,870,179.
	28	Temporarily restricted net assets .....		28	
	29	Permanently restricted net assets .....		29	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>				
	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	<b>Total net assets or fund balances</b> .....	23,176,933.	33	24,870,179.	
34	<b>Total liabilities and net assets/fund balances</b> .....	38,920,371.	34	40,923,790.	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	11,525,663.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	13,083,293.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	-1,557,630.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	23,176,933.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	-37,755.
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	3,288,631.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	24,870,179.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
<b>1</b>	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.		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
<b>2b</b>	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
<b>2c</b>	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	
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
<b>3b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2014)

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

**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.

OMB No. 1545-0047

**2014**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

**ASBURY COMMUNITIES, INC**

Employer identification number

**52-1862677**

**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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
  - a  **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
  - b  **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
  - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
  - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
  - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.

f Enter the number of supported organizations ..... 5

g 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 listed in your governing document?		(v) Amount of monetary support (see Instructions)	(vi) Amount of other support (see Instructions)
			Yes	No		
ASBURY ATLANTIC, INC.	52-060795609		X		0.	0.
ASBURY SOLOMONS, INC.	52-186267509		X		0.	0.
INVERNESS VILLAGE	73-153980209		X		0.	0.
ACOMM HCBS, INC.	45-063449009		X		0.	0.
ASBURY FOUNDATION, INC.	52-186267407		X		0.	0.
<b>Total</b>					0.	0.

**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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....						
<b>5</b> 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) .....						
<b>6 Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>7</b> Amounts from line 4 .....						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					<b>12</b>	
<b>13 First five years.</b> 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 <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	%
<b>15</b> Public support percentage from 2013 Schedule A, Part II, line 14 .....	<b>15</b>	%
<b>16a 33 1/3% support test - 2014.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>b 33 1/3% support test - 2013.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>17a 10% -facts-and-circumstances test - 2014.</b> 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 <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>b 10% -facts-and-circumstances test - 2013.</b> 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 <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>18 Private foundation.</b> 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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> 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 .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</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 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>13 Total support.</b> (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**

<b>15</b> Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2013 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2013 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2014.** 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 - 2013.** 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 Supporting Organizations**

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
<b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No" describe in <b>Part VI</b> how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.	X	
<b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in <b>Part VI</b> how the organization determined that the supported organization was described in section 509(a)(1) or (2).		X
<b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		X
<b>b</b> Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in <b>Part VI</b> when and how the organization made the determination.		
<b>3c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in <b>Part VI</b> what controls the organization put in place to ensure such use.		
<b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.		X
<b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in <b>Part VI</b> how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
<b>c</b> Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in <b>Part VI</b> what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
<b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in <b>Part VI</b> , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).	X	
<b>b</b> <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
<b>c</b> <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
<b>6</b> Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in <b>Part VI</b> .		X
<b>7</b> Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990).		X
<b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990).		X
<b>9a</b> Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in <b>Part VI</b> .		X
<b>b</b> Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in <b>Part VI</b> .		X
<b>c</b> Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in <b>Part VI</b> .		X
<b>10a</b> Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer (b) below.		X
<b>b</b> Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

**Part IV Supporting Organizations** (continued)

	Yes	No
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		<input checked="" type="checkbox"/>
<b>b</b> A family member of a person described in (a) above?		<input checked="" type="checkbox"/>
<b>c</b> A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in <b>Part VI</b> .		<input checked="" type="checkbox"/>

**Section B. Type I Supporting Organizations**

	Yes	No
<b>1</b> Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in <b>Part VI</b> how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
<b>2</b> Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in <b>Part VI</b> how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

**Section C. Type II Supporting Organizations**

	Yes	No
<b>1</b> Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in <b>Part VI</b> how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

**Section D. Type III Supporting Organizations**

	Yes	No
<b>1</b> Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	<input checked="" type="checkbox"/>	
<b>2</b> Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in <b>Part VI</b> how the organization maintained a close and continuous working relationship with the supported organization(s).	<input checked="" type="checkbox"/>	
<b>3</b> By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in <b>Part VI</b> the role the organization's supported organizations played in this regard.	<input checked="" type="checkbox"/>	

**Section E. Type III Functionally-Integrated Supporting Organizations**

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):		
<b>a</b> <input checked="" type="checkbox"/> The organization satisfied the Activities Test. Complete <b>line 2</b> below.		
<b>b</b> <input checked="" type="checkbox"/> The organization is the parent of each of its supported organizations. Complete <b>line 3</b> below.		
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in <b>Part VI</b> how you supported a government entity (see instructions).		
<b>2</b> Activities Test. Answer (a) and (b) below.		
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in <b>Part VI</b> identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	<input checked="" type="checkbox"/>	
<b>b</b> Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in <b>Part VI</b> the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	<input checked="" type="checkbox"/>	
<b>3</b> Parent of Supported Organizations. Answer (a) and (b) below.		
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in <b>Part VI</b> .	<input checked="" type="checkbox"/>	
<b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in <b>Part VI</b> the role played by the organization in this regard.	<input checked="" type="checkbox"/>	

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

- 1  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

<b>Section A - Adjusted Net Income</b>		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	<b>Adjusted Net Income</b> (subtract lines 5, 6 and 7 from line 4)	8	

<b>Section B - Minimum Asset Amount</b>		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	<b>Discount</b> claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	

<b>Section C - Distributable Amount</b>			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).		

Schedule A (Form 990 or 990-EZ) 2014

**Part V** Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 <b>Total annual distributions.</b> Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
3 Excess distributions carryover, if any, to 2014:			
a			
b			
c			
d			
e From 2013			
f <b>Total</b> of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2014 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6 Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7 <b>Excess distributions carryover to 2015.</b> Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b			
c			
d Excess from 2013			
e Excess from 2014			

Schedule A (Form 990 or 990-EZ) 2014

**Part VI** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part III, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information. (See instructions).

## SCHEDULE A, PART I, LINE 11G, COLUMN VI

ASBURY COMMUNITIES, INC. PROVIDES SUPPORT THROUGH ITS EXECUTIVE MANAGEMENT FUNCTIONS AS WELL AS POLICY AND OVERALL GUIDANCE TO ITS SUPPORTED ORGANIZATIONS, ASBURY ATLANTIC, INC., ASBURY-SOLOMONS, INC., INVERNESS VILLAGE, AN OKLAHOMA NOT-FOR-PROFIT CORPORATION, ASBURY COMMUNITIES HCBS, INC., AND ASBURY FOUNDATION, INC. THESE SERVICES INCLUDE FINANCE, LEGAL, ACCOUNTING, HUMAN RESOURCES, COMMUNICATIONS, INFORMATION TECHNOLOGY, GOVERNANCE SUPPORT AND MARKETING SUPPORT TO THE SUPPORTED ORGANIZATIONS NOTED ABOVE. ASBURY COMMUNITIES, INC. HAS A MANAGEMENT SERVICES AGREEMENT WITH ITS SUPPORTED ORGANIZATIONS WHICH OUTLINES THE MANAGEMENT SERVICES PROVIDED.

FOR THE PURPOSE OF SCHEDULE A PART I LINE 11G(VI), THE AMOUNT OF OTHER SUPPORT HAS NOT BEEN ATTRIBUTED TO ANY OF THE INDIVIDUAL SUPPORTED ORGANIZATIONS. HOWEVER, THE ORGANIZATION DOES BELIEVE THE AMOUNT OF SUPPORT PROVIDED TO THESE ENTITIES IS \$11,975,065, A PORTION OF WHICH ASBURY COMMUNITIES IS REIMBURSED FOR. ALSO INCLUDED IN TOTAL EXPENSES IS \$1,108,228 OF SUPPORT PROVIDED TO THE ASBURY GROUP, INC. FOR WHICH ASBURY COMMUNITIES IS REIMBURSED. THE TOTAL OF THESE AMOUNTS EQUALS \$13,083,293-TOTAL EXPENSE REPORTED IN PART IX IN THE FORM 990.

## SCHEDULE A, PART IV, SECTION E, LINE 1A

ASBURY COMMUNITIES, INC. PROVIDES SERVICES TO ITS SUPPORTED ORGANIZATIONS WHICH WOULD OTHERWISE HAVE TO BE PROVIDED. THE SERVICES THEY RECEIVE FROM ASBURY COMMUNITIES ARE FINANCE, LEGAL, ACCOUNTING, HUMAN RESOURCES, COMMUNICATIONS, INFORMATION TECHNOLOGY, GOVERNANCE SUPPORT AND MARKETING SUPPORT.

**Part VI** **Supplemental Information.** 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 A, PART IV, SECTION E, LINE 2A

SEE DISCLOSURE FOR SCHEDULE A, PART IV, SECTION E, LINE 1A.

## SCHEDULE A, PART IV, SECTION E, LINE 2B

SEE DISCLOSURE FOR SCHEDULE A, PART IV, SECTION E, LINE 1A.

## SCHEDULE A, PART IV, SECTION E, LINE 3A

THE ORGANIZATION'S BOARD OF DIRECTORS ELECTS DIRECTORS OF SUPPORTED ORGANIZATIONS ON AN ANNUAL BASIS.

## SCHEDULE A, PART IV, SECTION E, LINE 3B

THE ORGANIZATION OBTAINS INFORMATION FROM THE SUPPORTED ORGANIZATIONS REGARDING THEIR UPCOMING NEEDS AND CREATES SYSTEMWIDE POLICIES, PROGRAMS, AND ACTIVITIES TO MEET NEEDS OF THE SUPPORTED ORGANIZATIONS.

## SCHEDULE A, PART IV, SECTION D, LINE 3

THE FINANCE COMMITTEE, WHICH HAS VOTING REPRESENTATION FROM THE SUPPORTED ORGANIZATIONS' BOARD MEMBERS, MAKES INVESTMENT RECOMMENDATIONS AND RECOMMENDATIONS ON FINANCIAL MATTERS AND REVIEWS ALL OF THE BUDGETS OF THE VARIOUS ENTITIES IN THE ASBURY SYSTEM PRIOR TO THESE MATTERS BEING PRESENTED TO THE BOARD OF THE SUPPORTING AND/OR SUPPORTED ORGANIZATIONS FOR ACTION. TO DATE THE RECOMMENDATIONS OF THE FINANCE COMMITTEE HAVE BEEN FOLLOWED IN ALL INSTANCES.

## SCHEDULE A, PART IV, SECTION A, LINE 5A

(I) ASBURY FOUNDATION, INC. EIN #52-1862674

(II) BECAUSE ASBURY COMMUNITIES PROVIDES FINANCIAL, LEGAL, AND

ADMINISTRATIVE SERVICES TO THE FOUNDATION AT NO COST AND BECAUSE,

**Part VI** **Supplemental Information.** 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).

BEGINNING IN 2014, ASSOCIATES SALARIES AND BENEFITS ARE CHARGED TO THE  
ASBURY ENTITY WHERE THEY DEDICATED THEIR TIME, IT WAS DETERMINED THAT  
THE FOUNDATION IS A SUPPORTED ORGANIZATION.

(III) ARTICLE SECOND OF THE ARTICLES OF INCORPORATION

(IV) AMENDMENT TO THE ORGANIZING DOCUMENTS

Public Disclosure Copy

**SCHEDULE D**  
**(Form 990)**

**Supplemental Financial Statements**

OMB No. 1545-0047

**2014**

**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.**

▶ **Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

Name of the organization

**ASBURY COMMUNITIES, INC**

Employer identification number

**52-1862677**

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

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

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).  
 Preservation of land for public use (e.g., recreation or education)     Preservation of a historically important land area  
 Protection of natural habitat     Preservation of a certified historic structure  
 Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- |                                                                                                                                                  | Held at the End of the Tax Year |
|--------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| a Total number of conservation easements .....                                                                                                   | 2a                              |
| b Total acreage restricted by conservation easements .....                                                                                       | 2b                              |
| c Number of conservation easements on a certified historic structure included in (a) .....                                                       | 2c                              |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register ..... | 2d                              |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_
- 4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenue included in Form 990, Part VIII, line 1 .....
- (ii) Assets included in Form 990, Part X .....
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenue included in Form 990, Part VIII, line 1 .....
- b Assets included in Form 990, Part X .....



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

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a**  Public exhibition
  - b**  Scholarly research
  - c**  Preservation for future generations
  - d**  Loan or exchange programs
  - e**  Other \_\_\_\_\_
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b** If "Yes," explain the arrangement in Part XIII and complete the following table:
- |                                        | Amount    |
|----------------------------------------|-----------|
| <b>c</b> Beginning balance             | <b>1c</b> |
| <b>d</b> Additions during the year     | <b>1d</b> |
| <b>e</b> Distributions during the year | <b>1e</b> |
| <b>f</b> Ending balance                | <b>1f</b> |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No
- b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

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

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

- a** Board designated or quasi-endowment  \_\_\_\_\_ %
- b** Permanent endowment  \_\_\_\_\_ %
- c** Temporarily restricted endowment  \_\_\_\_\_ %

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

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

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

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

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. 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
<b>1a</b> Land				
<b>b</b> Buildings				
<b>c</b> Leasehold improvements				
<b>d</b> Equipment		1,373,692.	1,014,100.	359,592.
<b>e</b> Other		67,973.		67,973.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				427,565.

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. 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) .....		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

**Part IX Other Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) <b>DUE FROM SUPPORTED ORGANIZATIONS</b>	2,453,237.
(2) <b>DEPOSITS</b>	783,324.
(3) <b>OTHER RECEIVABLES</b>	5,050.
(4) <b>DUE FROM THE ASBURY GROUP, INC.</b>	1,748,720.
(5) <b>INVESTMENT IN THE ASBURY GROUP, INC.</b>	1,291,616.
(6) <b>RELATED PARTY LOAN- TAG IT</b>	956,389.
(7) .....	
(8) .....	
(9) .....	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) .....	7,238,336.

**Part X Other Liabilities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

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

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	14,776,539.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains (losses) on investments	<b>2a</b>	-37,755.
<b>b</b>	Donated services and use of facilities	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	3,288,631.
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	3,250,876.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	11,525,663.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)	<b>5</b>	11,525,663.

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	13,083,293.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	0.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	13,083,293.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)	<b>5</b>	13,083,293.

**Part XIII Supplemental Information.**

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

**PART X, LINE 2:**

ALL OF ASBURY COMMUNITIES, INC. SUPPORTED ORGANIZATIONS ARE EXEMPT FROM FEDERAL INCOME TAXES PURSUANT TO SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC); ACCORDINGLY, NO PROVISION FOR INCOME TAXES IS REQUIRED. IN ADDITION TO ITS SUPPORTED ORGANIZATIONS, ASBURY COMMUNITIES, INC. HAS A WHOLLY OWNED FOR PROFIT SUBSIDIARY, THE ASBURY GROUP ("TAG"). TAG IS ORGANIZED AS A FOR-PROFIT ENTITY AND IS SUBJECT TO FEDERAL AND STATE INCOME TAXES. INCOME TAXES FOR TAG ARE RECORDED AS DEFERRED TAX ASSETS AND LIABILITIES IN THE ISSUED CONSOLIDATED BALANCE SHEETS TO REFLECT TEMPORARY BOOK AND TAX DIFFERENCES.

THE COMPANY HAS IMPLEMENTED PROCESSES TO ENSURE COMPLIANCE WITH THE

**Part XIII** Supplemental Information (continued)

INTERNAL REVENUE SERVICE INTERMEDIATE SANCTIONS PROVISIONS FOR ALL ITS SUPPORTED ORGANIZATIONS, INCLUDING THE COMPANY. THIS INCLUDES AN INDEPENDENT REVIEW BY THE BOARD'S COMPENSATION COMMITTEE AND EXECUTIVE COMMITTEE OF ALL COMPENSATION ARRANGEMENTS WITH DISQUALIFIED PERSONS, RETENTION OF OUTSIDE COUNSEL AND OUTSIDE COMPENSATION CONSULTANTS TO PROVIDE INDEPENDENT THIRD-PARTY REVIEW AND ADVISEMENT, AND THE IMPLEMENTATION OF A DETAILED CONFLICT-OF-INTEREST POLICY AND ANNUAL DISCLOSURE PROCESS FOR ALL DISQUALIFIED PERSONS.

THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION MUST BE RECOGNIZED ONLY IF IT IS MORE-LIKELY-THAN-NOT THAT THE TAX POSITION WILL BE SUSTAINED UPON EXAMINATION BY THE TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE POSITION. THE TAX BENEFITS RECOGNIZED IN THE FINANCIAL STATEMENTS FROM SUCH A POSITION ARE MEASURED BASED ON THE LARGEST BENEFIT THAT HAS A GREATER THAN 50% LIKELIHOOD OF BEING REALIZED UPON ULTIMATE RESOLUTION. THE COMPANY IS NOT AWARE OF ANY TAX POSITIONS THAT WOULD HAVE A MATERIAL IMPACT ON THE COMPANY'S RESULTS OF OPERATIONS OR FINANCIAL POSITION.

THE COMPANY'S INCOME TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL, STATE, AND LOCAL AUTHORITIES. THE COMPANY IS NOT AWARE OF ANY ACTIVITIES THAT WOULD JEOPARDIZE ITS TAX-EXEMPT STATUS. THE TAX RETURNS FOR THE YEARS 2011 TO 2013 ARE OPEN TO EXAMINATION BY FEDERAL, LOCAL, AND STATE AUTHORITIES.

## PART XI, LINE 2D - RECONCILING ITEM:

TRANSFERS TO ACOMM FROM SUPPORTED ORGANIZATIONS	3,288,631
-------------------------------------------------	-----------

**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" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2014**

Open to Public  
Inspection

Name of the organization

**ASBURY COMMUNITIES, INC**

Employer identification number

**52-1862677**

**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 type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**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 directors, trustees, and officers, including 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, but explain in Part III.

- |                                                                         |                                                                                     |
|-------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> Compensation committee              | <input checked="" type="checkbox"/> Written employment contract                     |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" 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? .....

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....

**c** Participate in, or receive payment from, an equity-based compensation arrangement? .....

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), 501(c)(4), and 501(c)(29) 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? .....

**b** Any related organization? .....

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? .....

**b** Any related organization? .....

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
<b>1b</b>		
<b>2</b>		
<b>4a</b>	X	
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2014

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) EDWIN C. THOMAS III PRESIDENT/CEO	(i)	551,040.	0.	6,858.	10,400.	10,464.	578,762.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) PEGGY CRESPI KAPLAN VP, SECRETARY	(i)	317,655.	0.	3,564.	10,400.	10,464.	342,083.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) ANDREW JOSEPH ASST. SECRETARY/ASST. TREA	(i)	202,456.	0.	666.	8,125.	13,195.	224,442.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) DOUG LEIDIG VP, ASST. SECRETARY/ASST. TREA	(i)	392,133.	0.	810.	10,400.	13,195.	416,538.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) BRAD REYNOLDS VP, ASST. SECRETARY	(i)	300,326.	0.	357.	10,400.	0.	311,083.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) MICHAEL CONNELL VP, TREASURER	(i)	313,420.	0.	540.	10,400.	13,195.	337,555.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) KIM EHRENFRIED ASST. TREASURER	(i)	180,474.	0.	594.	7,243.	13,195.	201,506.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) SUE DACAMARA VICE PRESIDENT	(i)	336,598.	0.	2,322.	10,400.	10,464.	359,784.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) ANN E. GILLESPIE VICE PRESIDENT	(i)	317,079.	0.	2,322.	10,400.	13,195.	342,996.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) CHIP BURNS VICE PRESIDENT	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	296,319.	0.	3,564.	10,400.	10,464.	320,747.	0.
(11) MEREDITH BOYLE CHIEF MARKETING OFFICER	(i)	327,797.	0.	2,322.	10,400.	13,195.	353,714.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(12) MICHAEL L. REYNOLDS DIRECTOR OF PROJECT DEVELO	(i)	222,153.	0.	6,218.	9,135.	13,195.	250,701.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(13) TARA MCDANIEL VP STRATEGIC COMMUNICATIONS	(i)	170,067.	0.	454.	6,821.	13,195.	190,537.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(14) RHONDA TERANTO VP-FINANCIAL STRATEGIES	(i)	182,329.	0.	1,705.	7,361.	13,195.	204,590.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(15) PAULA GALLIANI DIRECTOR OF FINANCIAL PLAN	(i)	156,552.	500.	1,379.	6,337.	11,234.	176,002.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(16) ROBIN STERN REGIONAL DIRECTOR OF OPS	(i)	176,989.	0.	875.	7,115.	13,195.	198,174.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.

**Part III Supplemental Information**

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 3:**

THE COMPENSATION OF THE ORGANIZATION'S CEO/EXECUTIVE DIRECTOR IS APPROVED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF ASBURY COMMUNITIES, INC. THE FULL BOARD IS INFORMED BUT IS NOT TASKED WITH APPROVING.

**PART I, LINE 4A:**

BRAD REYNOLDS RECEIVED \$208,726 UPON SEPARATING FROM THE ORGANIZATION.

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**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2014**

Open to Public  
Inspection

Name of the organization

ASBURY COMMUNITIES, INC

Employer identification number

52-1862677

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

ADULTS WE SERVE, AS WELL AS FAMILIES, EMPLOYEES, VOLUNTEERS AND  
PARTNERS.

FORM 990, PART III, LINE 4

AS A NOT-FOR-PROFIT ORGANIZATION, ASBURY COMMUNITIES, INC. IS COMMITTED  
TO BEING A VALUED MEMBER OF THE COMMUNITY IN THE REGIONS WHERE IT  
OPERATES. OUR LEADERS, ASSOCIATES AND RESIDENTS WORK WITH COMMUNITY  
SERVICE ORGANIZATIONS, HEALTH PROVIDERS AND FOUNDATIONS ON PROGRAMS  
IDENTIFIED AS NEEDED IN THE LOCAL COMMUNITY, COMPORT WITH ASBURY'S  
MISSION TO "DO ALL THE GOOD WE CAN" AND THAT FOCUS ON FOUR AREAS IN  
PARTICULAR.

THESE BROAD CATEGORIES, SOME OF WHICH ASBURY COMMUNITIES IS DIRECTLY  
INVOLVED IN AND SOME OF WHICH IT SUPPORTS IN ITS ROLE AS A SUPPORTING  
ORGANIZATION IN THE ASBURY SYSTEM, ARE: BENEVOLENT CARE, TRAINING THE  
NEXT GENERATION OF LEADERS IN THE SENIOR SERVICES PROFESSIONS, WORKING  
WITH AND SUPPORTING OTHER SENIOR SERVICES ORGANIZATIONS, AND GOING  
GREEN AND SUSTAINABLE. ASBURY'S COMMUNITY BENEFIT WORK IS FOCUSED ON  
IMPROVING THE LIVES OF THOSE WHO LIVE IN THE COMMUNITIES IN WHICH THE  
SERVICES ARE PROVIDED, REGARDLESS OF WHETHER THE INDIVIDUALS LIVE ON OR  
OFF AN ASBURY CAMPUS. TO ACHIEVE THIS GOAL ASBURY OFTEN WORKS WITH  
OTHER COMMUNITY ORGANIZATIONS. ASBURY WORKS HARD EACH YEAR TO EXPAND  
ITS WORK IN THE COMMUNITY IN MEANINGFUL WAYS THAT IT CAN SUSTAIN AND  
GROW. EXAMPLES OF ASBURY'S ACTIVITIES ARE SET FORTH BELOW.

**BENEVOLENT CARE:**



Name of the organization <b>ASBURY COMMUNITIES, INC</b>	Employer identification number <b>52-1862677</b>
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ASBURY COMMUNITIES PROVIDES ADMINISTRATIVE SUPPORT TO THE BENEVOLENT CARE PROGRAM WHICH PROVIDES FINANCIAL SUPPORT TO RESIDENTS WHO OUTLIVE THEIR RESOURCES THROUGH NO FAULT OF THEIR OWN. THIS SUPPORT INCLUDED:

-ASBURY METHODIST VILLAGE \$1,050,758

-ASBURY SOLOMONS \$93,531

-BETHANY VILLAGE \$954,049

-INVERNESS VILLAGE \$151,154

-SPRINGHILL \$33,100

FOR A TOTAL OF \$2,282,592 WHICH IS MAINLY SUPPORTING SENIORS IN RESIDENTIAL LIVING AND ASSISTED LIVING FOR WHICH THERE IS NO OTHER SOURCE OF SUPPORT. IF THERE WAS NOT BENEVOLENT CARE THE INDIVIDUAL SENIORS WOULD NEED TO MOVE AND MOST LIKELY RELY ON GOVERNMENT SERVICES.

ASBURY FULFILLS ITS COMMITMENT TO TRAINING THE NEXT GENERATION OF LEADERS IN THE SENIOR LIVING PROFESSIONS PRIMARILY IN TWO WAYS: 1) WORK WITH THE STATE AND NATIONAL ASSOCIATION LEADINGAGE, AND 2) THROUGH INDIVIDUAL INTERNSHIPS IN ITS COMMUNITIES.

- ASBURY'S WORK WITH LEADINGAGE INCLUDES:

-24 HOURS OF BOARD SERVICE VOLUNTEERED BY AN ASBURY VICE PRESIDENT

-AN ASBURY EXECUTIVE SERVING ON THE AUDIT COMMITTEE OF LEADINGAGE

-PARTICIPATION BY 4 ASBURY LEADERS IN THE LEADINGAGE HACKFEST, AN EVENT THAT CHALLENGES TEAMS OF PARTICIPANTS TO "ENGAGE WITH AGE" BY CREATING TECHNOLOGY-DRIVEN TOOLS AIMED AT IMPROVING THE LIVES OF OLDER ADULTS AND THEIR FAMILIES. TWO OF THE FOUR SERVED AS TEAM LEADERS AND MENTORS TO TEAMS, WITH TWO ASBURY-LED TEAMS PLACING HIGH IN THE COMPETITION.

-THE ASBURY VICE PRESIDENT/CHIEF FINANCIAL OFFICER PROVIDED GUIDANCE

TO OTHER CONTINUING CARE RETIREMENT ORGANIZATIONS ON FINANCIAL RATIOS

Name of the organization <b>ASBURY COMMUNITIES, INC</b>	Employer identification number <b>52-1862677</b>
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AND BENCHMARKING AT THE LEADINGAGE ANNUAL MEETING.

THE ASBURY VICE PRESIDENT CHIEF FINANCIAL OFFICER LECTURED TO GEORGE WASHINGTON UNIVERSITY MASTER'S DEGREE CANDIDATES ON SENIOR LIVING FINANCES AND EDUCATING THE INDUSTRY'S FUTURE LEADERS.

SUPPORTING OTHER LOCAL SENIOR SERVICES:

- ASBURY ASSOCIATES, AT ALL LEVELS OF THE ORGANIZATION, PROVIDE LEADERSHIP AND EDUCATION TO LOCAL GOVERNMENTS AND EMPLOYEES OF OTHER SENIOR SERVICES ORGANIZATIONS. FOR EXAMPLE, ASBURY STAFF PRESENTED A PROGRAM ON HEALTH CARE REFORM TO THE STAFF OF THE CALVERT COUNTY, MARYLAND, OFFICE ON AGING, AND WORKED CLOSELY THROUGH PRESENTATIONS, BOARD SERVICE, AS WELL AS PROGRAM DEVELOPMENT AND IMPLEMENTATION WITH THE UNITED METHODIST ASSOCIATION FOR SENIOR ORGANIZATIONS, AND LEADINGAGE ON BOTH STATE AND FEDERAL LEVELS. ASBURY ASSOCIATES ARE ALSO ACTIVELY ENGAGED ON THE BOARD AND AS EXAMINERS FOR CARF-CCAC, A NATIONAL ACCREDITING ORGANIZATION FOR SENIOR LIVING COMMUNITIES, AND CARF INTERNATIONAL, A NON-PROFIT ACCREDITOR OF HEALTH AND HUMAN SERVICES.

GOING GREEN AND SUSTAINABLE:

- ASBURY SOLOMONS' OYSTER GARDENING PROJECT SURPASSED 700,000 OYSTERS PLANTED ON THE COMMUNITY'S BREAKWATER, FURTHERING THE STATE OF MARYLAND'S RECOVERY EFFORTS FOR THE CHESAPEAKE BAY.

- ASBURY CONTINUES TO WORK WITH ITS ENERGY PROVIDERS ON TRACKING ITS ENERGY USE AND SEEKING WAYS TO CONSERVE ENERGY WITHOUT A NEGATIVE IMPACT ON THE LIVES OF THOSE WE SERVE. OVER THE COURSE OF THIS INITIATIVE ASBURY HAS REDUCED ITS ENERGY FOOTPRINT.

Name of the organization

ASBURY COMMUNITIES, INC

Employer identification number

52-1862677

**COMMUNITY SUPPORT:**

- ASBURY, IN CONJUNCTION WITH ITS RESIDENTS, ASSOCIATES, AND PARTNERS SERVING SENIORS, CONDUCTED A FOOD DRIVE FOR MANNA FOOD CENTER IN MONTGOMERY COUNTY, MARYLAND WHERE THE CORPORATE OFFICES ARE LOCATED. ASSOCIATES WORKED TO HAVE A SUCCESSFUL FOOD DRIVE DURING PAID BUSINESS HOURS AND COLLECTED MORE THAN \$2,500 IN FOOD AND CASH DONATIONS, WITH ASBURY COMMUNITIES MAKING A CASH DONATION. ASBURY ASSOCIATES ALSO USE WORKING HOURS TO SUPPORT THE AMERICAN RED CROSS AND OTHER ORGANIZATIONS GIVING GENEROUSLY OF THEIR TIME, KNOWLEDGE AND RESOURCES TO BETTER THE OVERALL COMMUNITY.

- AN ASBURY STAFF MEMBER PARTNERED WITH THE AMERICAN RED CROSS TO COORDINATE AND RUN THREE BLOOD DRIVES IN 2014, RESULTING IN 200 UNITS OF BLOOD COLLECTED.

- ASBURY WORKS IN CONJUNCTION WITH, AND PROVIDES SUPPORT FOR, COMMUNITY PARTNERS THROUGHOUT THE ASBURY SYSTEM. THESE COMMUNITY ORGANIZATIONS INCLUDE:

-ALZHEIMER'S ASSOCIATION

-BOY SCOUTS OF AMERICA

-BRIGHTFOCUS FOUNDATION

-CATHOLIC CHARITIES

-IDENTITY LATINO OUTREACH

-INTERNATIONAL COUNCIL FOR ACTIVE AGING

-GANNON UNIVERSITY

-GEORGETOWN UNIVERSITY

-GEORGE WASHINGTON UNIVERSITY

-HOPE'S CROSSING CAMP

-LIFE SENIOR SERVICES

-LOYOLA UNIVERSITY

Name of the organization

ASBURY COMMUNITIES, INC

Employer identification number

52-1862677

-MANNA FOOD CENTER

-MERCYHURST UNIVERSITY

-MONTGOMERY COLLEGE SCHOOL OF NURSING

-MONTGOMERY COUNTY PUBLIC SCHOOLS

-NATIONAL COUNCIL OF CERTIFIED DEMENTIA PRACTITIONERS

-NEW HOPE MINISTRIES

-OKLAHOMA STATE UNIVERSITY

-PARKINSON PARTNERS

-SHADY GROVE ADVENTIST HOSPITAL

-UNIVERSITY OF MARYLAND

-WESLEY THEOLOGICAL SEMINARY

FORM 990, PART VI, SECTION A, LINE 1:

THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS CAN ACT IN PLACE OF THE BOARD BETWEEN MEETINGS. ALL MEMBERS OF THE EXECUTIVE COMMITTEE ARE MEMBERS OF THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION A, LINE 2:

A DIRECTOR PROVIDED INVESTMENT ADVISORY SERVICES TO THE PRESIDENT/CEO AT AN ARMS LENGTH TRANSACTION BASIS.

FORM 990, PART VI, SECTION B, LINE 11:

ASBURY COMMUNITIES IS THE SOLE MEMBER OF ASBURY ATLANTIC, INC., ASBURY-SOLOMONS, INC., INVERNESS VILLAGE, AN OKLAHOMA NOT FOR PROFIT CORPORATION AND ASBURY COMMUNITIES HCBS, INC. ASBURY COMMUNITIES HAS A SYSTEM WIDE AUDIT COMMITTEE. THE ASBURY COMMUNITIES BOARD OF DIRECTORS HAS DELEGATED A REVIEW OF THE FORM 990 TO THE SYSTEM AUDIT COMMITTEE WHICH

Name of the organization <b>ASBURY COMMUNITIES, INC</b>	Employer identification number <b>52-1862677</b>
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PERFORMED THEIR REVIEW ON OCTOBER 28TH. THE ASBURY COMMUNITIES, INC., FOUNDATION, ASBURY ATLANTIC, ASBURY SOLOMONS, ASBURY COMMUNITIES HCBS, AND INVERNESS VILLAGE BOARD OF DIRECTORS WERE FORWARDED A COPY OF THEIR RESPECTIVE DRAFT FORM 990 FOR THEIR REVIEW AND PROVIDED A LINK TO RECORDING OF THE AUDIT COMMITTEE MEETING IF MEMBERS CHOSE TO LISTEN TO THE MEETINGS AS THEY REVIEWED ANY OF THE FORM 990S. ALL DIRECTORS MAY POSE QUESTIONS OR ASK FOR CLARIFICATION FROM THE STAFF AND AUDIT COMMITTEE.

FORM 990, PART VI, SECTION B, LINE 12C:

THE ASBURY COMMUNITIES CONFLICT OF INTEREST POLICY WAS APPROVED BY THE BOARD OF DIRECTORS. THE ASSISTANT GENERAL COUNSEL IS RESPONSIBLE FOR THE POLICY AND OVERSEES THE IMPLEMENTATION OF THE PROCESS. ALL THE ENTITIES WITHIN THE ASBURY COMMUNITIES SYSTEM ARE SUBJECT TO THE POLICY. ANNUALLY, THE COMPLIANCE OFFICER CONDUCTS A COMPREHENSIVE CONFLICT DISCLOSURE PROCESS COVERING ALL MEMBERS OF THE GOVERNING BOARDS, SYSTEM WIDE COMMITTEES, AND INDIVIDUALS IN MANAGEMENT POSITIONS. EACH PERSON COMPLETES A CONFLICT DISCLOSURE FORM AND IS ADVISED OF THEIR FIDUCIARY OBLIGATIONS. THE COMPLIANCE OFFICER, WHO HAD A DIRECT REPORTING LINE TO THE CHAIR OF THE AUDIT COMMITTEE AND REPORTS QUARTERLY TO THE AUDIT COMMITTEE, ANALYZES ALL DISCLOSURE FORMS FOR POTENTIAL CONFLICTS, AND PREPARES A REPORT FOR THE SYSTEM-WIDE AUDIT COMMITTEE. A SUMMARY IS THEN PRESENTED TO THE BOARD OF DIRECTORS AT THE ANNUAL MEETING. WHEN A CONFLICT OF INTEREST ARISES, THE INDIVIDUAL WILL BE REQUIRED TO RECUSE HIM OR HERSELF FROM THE BOARD DELIBERATIONS AND VOTE.

FORM 990, PART VI, SECTION B, LINE 15:

THE SYSTEM WIDE COMPENSATION COMMITTEE MEETS WITH THE INDEPENDENT COMPENSATION CONSULTANT, AND BASED ON INFORMATION PROVIDED TO THE COMMITTEE

Name of the organization <b>ASBURY COMMUNITIES, INC</b>	Employer identification number <b>52-1862677</b>
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MAKES RECOMMENDATIONS REGARDING COMPENSATION AND BENEFITS TO THE EXECUTIVE COMMITTEE WHICH IS CHARGED BY THE FULL BOARD WITH DECISIONS REGARDING COMPENSATION. THE INDEPENDENT COMPENSATION CONSULTANTS AND ATTORNEY AS ALSO PRESENT AT THE MEETING OF THE EXECUTIVE COMMITTEE AT WHICH THE EXECUTIVE COMMITTEE CONSIDERS THE RECOMMENDATION OF THE COMPENSATION COMMITTEE. AT THIS MEETING THE EXECUTIVE COMMITTEE RECEIVES ALL OF THE SAME INFORMATION WHICH WAS PRESENTED TO THE COMPENSATION COMMITTEE AND HAS THE OPPORTUNITY TO ASK QUESTIONS AND EVALUATE THE MATERIALS. THE FULL BOARD(S) OF ASBURY COMMUNITIES AND ASBURY ATLANTIC EACH RECEIVE A PRESENTATION ONCE A YEAR ON EXECUTIVE COMPENSATION AND BENEFITS. THE VICE PRESIDENT OF HUMAN RESOURCES IS PRESENT TO GIVE BOARD MEMBERS AN OPPORTUNITY TO ASK QUESTIONS AND TO PROVIDE SALARIES AND GRADE LEVELS FOR THEIR REVIEW. THE SYSTEM WIDE COMPENSATION COMMITTEE IS COMPOSED OF 5 VOTING MEMBERS, THE VICE PRESIDENT OF HUMAN RESOURCES (NON-VOTING), A RETAINED ATTORNEY (NON-VOTING; RECORDS PROCEEDINGS IN MINUTES), AND IS ADVISED BY TOWERS WATSON (A COMPENSATION CONSULTING FIRM). THE SYSTEM WIDE COMPENSATION COMMITTEE HOLDS A MINIMUM OF 4 MEETINGS EACH YEAR. AT THE FALL MEETING THEY REVIEW TOWERS WATSON DATA AND REPORTS IN ORDER TO MAKE RECOMMENDATIONS REGARDING SALARIES AND BENEFITS. THIS ANNUAL REVIEW ALSO ENSURES COMPLIANCE WITH IRS INTERMEDIATE SANCTIONS REQUIREMENTS. THE EXECUTIVE COMMITTEE ULTIMATELY REVIEWS/APPROVES/ AND OR ADJUSTS RECOMMENDATIONS FROM THE SYSTEM WIDE COMPENSATION COMMITTEE AND SETS COMPENSATION. THE PROCESS WAS LAST REVIEWED IN 2014.

FORM 990, PART VI, SECTION C, LINE 19:

GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST. AUDITED FINANCIAL STATEMENTS ARE AVAILABLE FOR PUBLIC VIEWING ON OUR WEBSITE.

Name of the organization

ASBURY COMMUNITIES, INC

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## FORM 990, PART VII, SECTION A

THE COMPENSATION OF ASBURY COMMUNITIES' OFFICERS AND KEY EMPLOYEES AS SHOWN ON THE FORM 990, PART VII, SECTION A, NOT ONLY RELATES TO THEIR RESPONSIBILITIES AT ASBURY COMMUNITIES, INC. BUT ALSO REFLECTS THEIR RESPONSIBILITY TO PROVIDE EXECUTIVE MANAGEMENT FUNCTIONS, AS WELL AS POLICY AND OVERALL GUIDANCE TO ITS SUPPORTED AND RELATED ORGANIZATIONS. THESE ORGANIZATIONS INCLUDE ASBURY ATLANTIC, INC., ASBURY-SOLOMONS, INC., INVERNESS VILLAGE, AN OKLAHOMA NOT-FOR-PROFIT CORPORATION, ASBURY COMMUNITIES HCBS, INC., AND ASBURY FOUNDATION, INC.

ASBURY COMMUNITIES, INC., THE SUPPORTING PARENT COMPANY ALONE HAD 67 EMPLOYEES AS OF 12/31/2014. THE FORM 990, PART VII, SECTION A, HAS 26 INDIVIDUALS EARNING \$100,000 OR MORE. ASBURY HAS A HIGH PERCENTAGE OF HIGHLY COMPENSATED INDIVIDUALS SINCE THESE SUPPORT POSITIONS ARE NOT STAFFED AT THE AFFILIATE LEVEL. THESE ASBURY COMMUNITIES, INC. EXECUTIVES PROVIDE GUIDANCE AND SUPPORT FOR ALL OF OUR SUPPORTED ORGANIZATIONS WHICH HAVE OVER 2,100 TOTAL EMPLOYEES.

THE 2014 CONSOLIDATED AUDITED FINANCIAL STATEMENTS FOR ASBURY COMMUNITIES, INC. HAD TOTAL REVENUES OF \$179.2 MILLION AND TOTAL ASSETS IN EXCESS OF \$568 MILLION.

## FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

TRANSFERS TO AND FROM SUPPORTED ORGANIZATIONS 3,288,631.

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.

▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

**ASBURY COMMUNITIES, INC**

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

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

**Part II Identification of Related Tax-Exempt Organizations** Complete if the organization answered "Yes" on 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
ASBURY ATLANTIC, INC. - 52-0607956 20030 CENTURY BOULEVARD GERMANTOWN, MD 20874	HOUSING AND HEALTHCARE FOR OLDER ADULTS	MARYLAND	501(C)(3)	LINE 9	ASBURY COMMUNITIES, INC	X	
INVERNESS VILLAGE - 73-1539802 20030 CENTURY BOULEVARD GERMANTOWN, MD 20874	HOUSING AND HEALTHCARE FOR OLDER ADULTS	OKLAHOMA	501(C)(3)	LINE 9	ASBURY COMMUNITIES, INC	X	
ASBURY SOLOMONS, INC. - 52-1862675 20030 CENTURY BOULEVARD GERMANTOWN, MD 20874	HOUSING AND HEALTHCARE FOR OLDER ADULTS	MARYLAND	501(C)(3)	LINE 9	ASBURY COMMUNITIES, INC	X	
ASBURY FOUNDATION, INC. - 52-1862674 20030 CENTURY BOULEVARD GERMANTOWN, MD 20874	RAISING FUNDS FOR CHARITY CARE	MARYLAND	501(C)(3)	LINE 7	ASBURY COMMUNITIES, INC	X	

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

Schedule R (Form 990) 2014





**Part III Identification of Related Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on 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	

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** Complete if the organization answered "Yes" on 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	(i) Section 512(b)(13) controlled entity?	
								Yes	No
THE ASBURY GROUP, INC. - 20-5038820 20030 CENTURY BOULEVARD, GERMANTOWN, MD 20874	MANAGEMENT SERVICES	DE	ASBURY COMMUNITIES, INC	C CORP	-328,783.	3,778,439.	100.00%	X	
TAG MARKETING, LLC - 26-2896006 20030 CENTURY BOULEVARD, GERMANTOWN, MD 20874	MARKETING SVCS	DE	ASBURY COMMUNITIES, INC	C CORP	-64,388.	44,656.	100.00%	X	
THE ASBURY GROUP INTEGRATED TECHNOLOGIES, LLC - 26-2896175, 20030 CENTURY BOULEVARD, GERMANTOWN, MD 20874	INFO & CONSLT SVCS	DE	ASBURY COMMUNITIES, INC	C CORP	-229,034.	3,034,706.	100.00%	X	

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

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

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

	Yes	No
<b>a</b> Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity .....		X
<b>b</b> Gift, grant, or capital contribution to related organization(s) .....		X
<b>c</b> Gift, grant, or capital contribution from related organization(s) .....		X
<b>d</b> Loans or loan guarantees to or for related organization(s) .....	X	
<b>e</b> Loans or loan guarantees by related organization(s) .....	X	
<b>f</b> Dividends from related organization(s) .....		X
<b>g</b> Sale of assets to related organization(s) .....		X
<b>h</b> Purchase of assets from related organization(s) .....		X
<b>i</b> Exchange of assets with related organization(s) .....		X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s) .....		X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s) .....		X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) .....	X	
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s) .....	X	
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....	X	
<b>o</b> Sharing of paid employees with related organization(s) .....	X	
<b>p</b> Reimbursement paid to related organization(s) for expenses .....		X
<b>q</b> Reimbursement paid by related organization(s) for expenses .....	X	
<b>r</b> Other transfer of cash or property to related organization(s) .....		X
<b>s</b> 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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) ASBURY ATLANTIC	S	3,088,631.	ACCRUAL BASIS
(2) ASBURY SOLOMONS	S	200,000.	ACCRUAL BASIS
(3) ASBURY ATLANTIC	L	6,715,547.	ACCRUAL BASIS
(4) ASBURY SOLOMONS	L	902,702.	ACCRUAL BASIS
(5) INVERNESS VILLAGE	L	991,200.	ACCRUAL BASIS
(6) ASBURY COMMUNITIES HCBS INC.	L	333,040.	ACCRUAL BASIS

**Part V** Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7)THE ASBURY GROUP, INC.	L	418,523.	ACCRUAL BASIS
(8)DUE TO ASBURY FOUNDATION	E	7,739,119.	ACCRUAL BASIS
(9)DUE TO ASBURY ATLANTIC	E	25,618,201.	ACCRUAL BASIS
(10)DUE FROM ASBURY SOLOMONS	D	5,441,602.	ACCRUAL BASIS
(11)DUE FROM ASBURY COMMUNITIES HCBS INC.	D	3,091,699.	ACCRUAL BASIS
(12)DUE FROM INVERNESS VILLAGE	D	27,277,255.	ACCRUAL BASIS
(13)DUE FROM THE ASBURY GROUP, INC	D	1,748,719.	ACCRUAL BASIS
(14)THE ASBURY GROUP, INC.	O	749,847.	ACCRUAL BASIS
(15)THE ASBURY GROUP, INC.	M	9,761.	ACCRUAL BASIS
(16)THE ASBURY GROUP, INC.	M	5,253,156.	ACCRUAL BASIS
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

**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 sections 512-514)	(e) Are all partners sec. 501(c)(3) orgs.?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate 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	

Public Disclosure Copy

432164  
08-14-14

**Part VII** Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

Public Disclosure Copy

# TAX RETURN FILING INSTRUCTIONS

FORM 990-T

FOR THE YEAR ENDING

December 31, 2014

<b>Prepared for</b>	Asbury Communities, Inc 20030 Century Blvd. No. 300 Germantown, MD 20874-1112
<b>Prepared by</b>	CliftonLarsonAllen LLP 1966 Greenspring Drive, Suite 300 Timonium, MD 21093-4161
<b>Amount due or refund</b>	No amount is due.
<b>Make check payable to</b>	No amount is due.
<b>Mail tax return and check (if applicable) to</b>	Department of the Treasury Internal Revenue Service Center Ogden, UT 84201-0027
<b>Return must be mailed on or before</b>	November 16, 2015
<b>Special Instructions</b>	The return should be signed and dated.

# Exempt Organization Business Income Tax Return

(and proxy tax under section 6033(e))

# 2014

Department of the Treasury  
Internal Revenue Service

For calendar year 2014 or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

▶ Information about Form 990-T and its instructions is available at [www.irs.gov/form990t](http://www.irs.gov/form990t).

▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Open to Public Inspection for  
501(c)(3) Organizations Only

<p><b>A</b> <input type="checkbox"/> Check box if address changed</p> <p><b>B</b> Exempt under section  <input checked="" type="checkbox"/> 501(c)(3) )  <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e)  <input type="checkbox"/> 408A <input type="checkbox"/> 530(a)  <input type="checkbox"/> 529(a)</p>	<p>Print or Type</p>	<p>Name of organization ( <input type="checkbox"/> Check box if name changed and see instructions.)</p> <p><b>ASBURY COMMUNITIES, INC</b></p> <p>Number, street, and room or suite no. If a P.O. box, see instructions.  <b>20030 CENTURY BLVD., NO. 300</b></p> <p>City or town, state or province, country, and ZIP or foreign postal code  <b>GERMANTOWN, MD 20874-1112</b></p>	<p><b>D</b> Employer identification number (Employees' trust, see instructions.)  <b>52-1862677</b></p> <p><b>E</b> Unrelated business activity codes (See instructions.)  <b>541610</b></p>
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<p><b>C</b> Book value of all assets at end of year  <b>40,923,790.</b></p>	<p><b>F</b> Group exemption number (See instructions.) ▶</p>	<p><b>G</b> Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust</p>
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**H** Describe the organization's primary unrelated business activity. ▶ **SEE STATEMENT 1**

**I** During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? .....  Yes  No  
 If "Yes," enter the name and identifying number of the parent corporation. ▶

**J** The books are in care of ▶ **MICHAEL CONNELL, CFO** Telephone number ▶ **301-250-2100**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
<b>1 a</b> Gross receipts or sales			
<b>b</b> Less returns and allowances			
<b>c</b> Balance ▶	<b>1c</b>		
<b>2</b> Cost of goods sold (Schedule A, line 7)	<b>2</b>		
<b>3</b> Gross profit. Subtract line 2 from line 1c	<b>3</b>		
<b>4 a</b> Capital gain net income (attach Schedule D)	<b>4a</b>		
<b>b</b> Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	<b>4b</b>		
<b>c</b> Capital loss deduction for trusts	<b>4c</b>		
<b>5</b> Income (loss) from partnerships and S corporations (attach statement)	<b>5,812.</b>	<b>STMT 2</b>	<b>5,812.</b>
<b>6</b> Rent income (Schedule C)	<b>6</b>		
<b>7</b> Unrelated debt-financed income (Schedule E)	<b>7</b>		
<b>8</b> Interest, annuities, royalties, and rents from controlled organizations (Sch. F)	<b>8</b>		
<b>9</b> Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	<b>9</b>		
<b>10</b> Exploited exempt activity income (Schedule I)	<b>10</b>		
<b>11</b> Advertising income (Schedule J)	<b>11</b>		
<b>12</b> Other income (See instructions; attach schedule)	<b>12</b>		
<b>13 Total.</b> Combine lines 3 through 12	<b>5,812.</b>		<b>5,812.</b>

**Part II Deductions Not Taken Elsewhere** (See instructions for limitations on deductions.)  
 (Except for contributions, deductions must be directly connected with the unrelated business income.)

<b>14</b> Compensation of officers, directors, and trustees (Schedule K)	<b>14</b>	
<b>15</b> Salaries and wages	<b>15</b>	
<b>16</b> Repairs and maintenance	<b>16</b>	
<b>17</b> Bad debts	<b>17</b>	
<b>18</b> Interest (attach schedule)	<b>18</b>	
<b>19</b> Taxes and licenses	<b>19</b>	
<b>20</b> Charitable contributions (See instructions for limitation rules)	<b>20</b>	
<b>21</b> Depreciation (attach Form 4562)	<b>21</b>	
<b>22</b> Less depreciation claimed on Schedule A and elsewhere on return	<b>22a</b>	<b>22b</b>
<b>23</b> Depletion	<b>23</b>	
<b>24</b> Contributions to deferred compensation plans	<b>24</b>	
<b>25</b> Employee benefit programs	<b>25</b>	
<b>26</b> Excess exempt expenses (Schedule I)	<b>26</b>	
<b>27</b> Excess readership costs (Schedule J)	<b>27</b>	
<b>28</b> Other deductions (attach schedule)	<b>28</b>	
<b>29 Total deductions.</b> Add lines 14 through 28	<b>29</b>	<b>0.</b>
<b>30</b> Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	<b>30</b>	<b>5,812.</b>
<b>31</b> Net operating loss deduction (limited to the amount on line 30)	<b>31</b>	<b>5,812.</b>
<b>32</b> Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	<b>32</b>	<b>0.</b>
<b>33</b> Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)	<b>33</b>	<b>1,000.</b>
<b>34 Unrelated business taxable income.</b> Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	<b>34</b>	<b>0.</b>



Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here... 36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: 37 Proxy tax. See instructions 38 Alternative minimum tax 39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40b Other credits (see instructions) 40c General business credit. Attach Form 3800 40d Credit for prior year minimum tax (attach Form 8801 or 8827) 40e Total credits. Add lines 40a through 40d 41 Subtract line 40e from line 39 42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule) 43 Total tax. Add lines 41 and 42 44a Payments: A 2013 overpayment credited to 2014 44b 2014 estimated tax payments 44c Tax deposited with Form 8868 44d Foreign organizations: Tax paid or withheld at source (see instructions) 44e Backup withholding (see instructions) 44f Credit for small employer health insurance premiums (Attach Form 8941) 44g Other credits and payments: Form 2439 Form 4136 Other Total 45 Total payments. Add lines 44a through 44g 46 Estimated tax penalty (see instructions). Check if Form 2220 is attached 47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 49 Enter the amount of line 48 you want: Credited to 2015 estimated tax Refunded

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2014 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here 2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file. 3 Enter the amount of tax-exempt interest received or accrued during the tax year

Schedule A - Cost of Goods Sold. Enter method of inventory valuation N/A

1 Inventory at beginning of year 2 Purchases 3 Cost of labor 4a Additional section 263A costs (att. schedule) 4b Other costs (attach schedule) 5 Total. Add lines 1 through 4b 6 Inventory at end of year 7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?

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

Sign Here

Signature of officer Date Title ASSISTANT TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name Preparer's signature Date Check self-employed if PTIN JONATHAN HANSEN JONATHAN HANSEN P01871557 Firm's name CLIFTONLARSONALLEN LLP Firm's EIN 41-0746749 Firm's address 1966 GREENSPRING DRIVE, SUITE 300 TIMONIUM, MD 21093-4161 Phone no. (410) 453-0900

**Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)** (see instructions)

1. Description of property

(1)
(2)
(3)
(4)

2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.

(c) **Total income.** Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) **0.**

(b) **Total deductions.** Enter here and on page 1, Part I, line 6, column (B) **0.**

**Schedule E - Unrelated Debt-Financed Income** (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)			
(2)			
(3)			
(4)			

4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		

**Totals** ..... **0.**      **0.**

**Total dividends-received deductions** included in column 8 ..... **0.**

**Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations					
7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10	
(1)					
(2)					
(3)					
(4)					

**Totals** ..... **0.**      **0.**

Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).

Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

**Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization**

(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
<b>Totals</b>	0.			0.

**Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income**

(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals</b>	0.	0.				0.

**Schedule J - Advertising Income** (see instructions)

**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals (carry to Part II, line (5))</b>	0.	0.				0.

**Part II Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals from Part I</b>	0.	0.				0.
<b>Totals, Part II (lines 1-5)</b>	0.	0.				0.

**Schedule K - Compensation of Officers, Directors, and Trustees** (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
<b>Total</b> . Enter here and on page 1, Part II, line 14			0.

FORM 990-T DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY STATEMENT 1

UNRELATED BUSINESS INCOME FROM PARTNERSHIP INVESTMENT

TO FORM 990-T, PAGE 1

FORM 990-T INCOME (LOSS) FROM PARTNERSHIPS AND S CORPORATIONS STATEMENT 2

DESCRIPTION	AMOUNT
PANTHEON GLOBAL SECONDARY FUND III A, LP K-1 UBI	8,771.
PANTHEON USA FUND VI, LP K-1 UBI	-2,959.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	5,812.

FORM 990-T NET OPERATING LOSS DEDUCTION STATEMENT 3

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
12/31/07	1,350.	1,350.	0.	0.
12/31/08	2,584.	2,584.	0.	0.
12/31/09	17,744.	17,744.	0.	0.
12/31/10	2,487.	2,487.	0.	0.
12/31/12	54,840.	11,076.	43,764.	43,764.
NOL CARRYOVER AVAILABLE THIS YEAR			43,764.	43,764.

**Return of U.S. Persons With Respect to Certain Foreign Partnerships**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to your tax return.**  
▶ **Information about Form 8865 and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).**  
Information furnished for the foreign partnership's tax year beginning **JAN 1**, 2014, and ending **DEC 31**, 2014

**2014**

Attachment Sequence No. **118**

Name of person filing this return

Filer's identifying number  
**52-1862677**

**ASBURY COMMUNITIES, INC**

Filer's address (if you are not filing this form with your tax return)

**20030 CENTURY BLVD.  
GERMANTOWN, MD 20874-1112**

**A** Category of filer (see Categories of Filers in the instructions and check applicable box(es):

1  2  3  4

**B** Filer's tax year beginning **JAN 1**, 2014, and ending **DEC 31**, 2014

**C** Filer's share of liabilities: Nonrecourse \$ **78,048**. Qualified nonrecourse financing \$ **4,416**. Other \$

**D** If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name

EIN

Address

**E** Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

**F1** Name and address of foreign partnership

**PANTHEON GLOBAL SECONDARY FUND III A, LP**

**FIRST FLOOR, DOREY COURT, ADMIRAL PARK  
ST. PETER PORT, GUERNSEY GY1 6HJ**

**2(a)** EIN (if any)  
**98-0530860**

**2(b)** Reference ID number

**3** Country under whose laws organized  
**UNITED KINGDOM**

<b>4</b> Date of organization <b>05/25/2006</b>	<b>5</b> Principal place of business <b>UNITED KINGDOM</b>	<b>6</b> Principal business activity code number <b>523900</b>	<b>7</b> Principal business activity <b>INVESTMENTS</b>	<b>8a</b> Functional currency <b>USD</b>	<b>8b</b> Exchange rate (see instr.) <b>1.000000</b>
----------------------------------------------------	---------------------------------------------------------------	-------------------------------------------------------------------	------------------------------------------------------------	---------------------------------------------	---------------------------------------------------------

**G** Provide the following information for the foreign partnership's tax year:

**1** Name, address, and identifying number of agent (if any) in the United States  
**NONE**

**2** Check if the foreign partnership must file:  
 Form 1042  Form 8804  Form 1065 or 1065-B  
Service Center where Form 1065 or 1065-B is filed:  
**OGDEN, UT**

**3** Name and address of foreign partnership's agent in country of organization, if any  
**NONE**

**4** Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different  
**PANTHEON GLOBAL SECONDARY FUND III A,  
FIRST FLOOR, DOREY CT, ADMIRAL PARK  
ST. PETER PORT, UNITED KINGDOM GK GY**

**5** Were any special allocations made by the foreign partnership? ▶  Yes  No

**6** Enter the no. of Forms 8858, Info Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return ▶

**7** How is this partnership classified under the law of the country in which it is organized? ▶ **PARTNERSHIP**

**8a** Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. ▶  Yes  No

**b** If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? ▶  Yes  No

**9** Does this partnership meet both of the following requirements?  
• The partnership's total receipts for the tax year were less than \$250,000 and  
• The value of the partnership's total assets at the end of the tax year was less than \$1 million.  
If "Yes," do not complete Schedules L, M-1, and M-2. } ▶  Yes  No

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member

Date

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>JONATHAN HANSEN</b>	Preparer's signature <b>JONATHAN HANSEN</b>	Date	Check <input type="checkbox"/> if self-employed	PTIN <b>P01871557</b>
	Firm's name ▶ <b>CLIFTONLARSONALLEN LLP</b>	Firm's EIN ▶ <b>41-0746749</b>		Phone no. <b>(410) 453-0900</b>	
	Firm's address ▶ <b>1966 GREENSPRING DRIVE, SUITE 300 TIMONIUM, MD 21093-4161</b>				

**Schedule A** **Constructive Ownership of Partnership Interest.** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.

a  Owns a direct interest      b  Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

**Schedule A-1** **Certain Partners of Foreign Partnership** (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person
ASBURY COMMUNITIES, INC	20030 CENTURY BLVD. GERMANTOWN, MD 20874-1112	52-1862677	

Does the partnership have any other foreign person as a direct partner?  Yes  No

**Schedule A-2** **Affiliation Schedule.** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
STATEMENT 4				

**Schedule B** **Income Statement - Trade or Business Income**

**Caution.** Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

<b>Income</b>	1 a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c
	2 Cost of goods sold			2
	3 Gross profit. Subtract line 2 from line 1c			3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7 Other income (loss) (attach statement)			7
8 <b>Total income (loss).</b> Combine lines 3 through 7			8	
<b>Deductions</b> (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11
	12 Bad debts			12
	13 Rent			13
	14 Taxes and licenses			14
	15 Interest			15
	16 a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
	19 Employee benefit programs			19
	20 Other deductions (attach statement)			20
	21 <b>Total deductions.</b> Add the amounts shown in the far right column for lines 9 through 20			21
22 <b>Ordinary business income (loss)</b> from trade or business activities. Subtract line 21 from line 8			22	

**SCHEDULE O  
(Form 8865)**

Department of the Treasury  
Internal Revenue Service

**Transfer of Property to a Foreign Partnership  
(under section 6038B)**

▶ Attach to Form 8865. See Instructions for Form 8865.

▶ Information about Schedule O (Form 8865) and its separate instructions is at [www.irs.gov/form8865](http://www.irs.gov/form8865).

OMB No. 1545-1668

**2014**

Name of transferor <b>ASBURY COMMUNITIES, INC</b>	Filer's identifying number <b>52-1862677</b>
Name of foreign partnership <b>PANTHEON GLOBAL SECONDARY FUND II</b>	EIN (if any) <b>98-0530860</b>
Reference ID number (see instr)	

**Part I Transfers Reportable Under Section 6038B**

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash			133,000.				0.002447
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

**Part II Dispositions Reportable Under Section 6038B**

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

**Part III** Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? .....  Yes  No

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2014

FORM 8865	AFFILIATION SCHEDULE	STATEMENT	4
NAME	ADDRESS	IDENTIFYING NUMBER	TOTAL ORDINARY INCOME OR (LOSS) CK IF FOR-EIGN P'SH
MONTEVERDI LP	NORFOLK HOUSE, 31 ST JAMES LONDON, SW1Y 4JR UNITED KI	98-0558146	-44,759. X
ODIN PARTNERS	600 MONTGOMERY ST, FLR 23 SAN FRANCISCO, CA 94111	20-5991560	300,570.
PAPILLON PARTNERS, LP	600 MONTGOMERY ST, FLR 23 SAN FRANCISCO, CA 94111	26-1861952	967,135.
ZM PRIVATE EQUITY FUND II,	60 EAST 42ND ST, STE 1400 NEW YORK, NY 10165	80-0208977	-18,239.
AVM CAPITAL LP	14435C BIG BASIN WAY #234 SARATOGA, CA 95070	20-8280113	
BLENHEIM ACQUISITION, LP	PO BOX 255	98-0573779	X
BLENHEIM HOLDING, LP	TRAFALGAR CT, LES BANQUES, 50 LOTHIAN RD, FESTIVAL SQ EDINBURGH, UNITED KINGDOM	98-0573782	X
CHANNEL VENTURES, LP	600 MONTGOMERY ST, FLR 23 SAN FRANCISCO, CA 94111	98-0585950	X
CHURCHILL ESOP CAP PARTNER	333 S 7TH ST, STE 3100 MINNEAPOLIS, MN 55402-243	41-1807339	
CLYDE BLOWERS CAP FUND II	1 REDWOOD CRESCENT	98-0611247	X
DCM II ANNEX FUND, LP	EAST KILBRIDE, UNITED KING 2420 SAND HILL RD, STE 200	72-1541112	
FSPM LLC	MENLO PARK, CA 94025 399 PARK AVE, 7TH FLR NEW YORK, NY 10022	27-3260928	
GLOBAL PRIV EQUITY III BLP	75 STATE ST	04-3356952	
GRANDBANKS CAP VENTURE FND	BOSTON, MA 02109 65 WILLIAM ST, STE 330	04-3537948	
MP II PREF PARTNERS LP	WELLESLEY, MA 02481 520 MADISON AVE, 35TH FLR	98-0605031	X
NOVA BOXER LP	NEW YORK, NY 10022 PO BOX 656, TRAFALGAR CT ST PETER PORT, GUERNSEY GY	98-0556209	X
PANTHEON GLOBAL CO INV OPP	600 MONTGOMERY ST, FLR 23 SAN FRANCISCO, CA 94111	98-2567148	



**Return by a U.S. Transferor of Property  
 to a Foreign Corporation**

OMB No. 1545-0026

▶ Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).  
 ▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment  
 Sequence No. **128**

**Part I U.S. Transferor Information** (see instructions)

Name of transferor  <b>ASBURY COMMUNITIES, INC</b>	Identifying number (see instructions)  <b>52-1862677</b>
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**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No  
 If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No  
 If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made?  Yes  No

**2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets?  Yes  No
- c** Is the partner disposing of its **entire** interest in the partnership?  Yes  No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?  Yes  No

**Part II Transferee Foreign Corporation Information** (see instructions)

3 Name of transferee (foreign corporation)  <b>PANTHEON GLOBAL SECONDARY FUND III A, LP</b>	4a Identifying number, if any  <b>98-0530860</b>
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5 Address (including country) <b>FIRST FLOOR, DOREY COURT, ADMIRAL PARK ST. PETER PORT, GK GY1 6HJ UNITED KINGDOM</b>	4b Reference ID number
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6 Country code of country of incorporation or organization  
**UK**

7 Foreign law characterization (see instructions)  
**PARTNERSHIP**

- 8** Is the transferee foreign corporation a controlled foreign corporation?  Yes  No

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash			133,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Public Disclosure Copy

**Supplemental Information Required To Be Reported** (see instructions):

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Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .2447 % (b) After .2447 %

10 Type of nonrecognition transaction (see instructions) IRC 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$

16 Was cash the only property transferred?

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for text entry.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
<b>Type or print</b> Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
ASBURY COMMUNITIES, INC	52-1862677
File by the due date for filing your return. See instructions. Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
20030 CENTURY BLVD., NO. 300	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
GERMANTOWN, MD 20874-1112	

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

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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

MICHAEL CONNELL, CFO

• The books are in the care of  20030 CENTURY BLVD, STE 300 - GERMANTOWN, MD 20874

Telephone No.  301-250-2100

Fax No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2015.

5 For calendar year 2014, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return

Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO FILE A THOROUGH AND ACCURATE RETURN.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title  Date