

Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

► Do not enter social security numbers on this form as it may be made public.
► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public
Inspection

A For the 2017 calendar year, or tax year beginning _____ and ending _____

B Check if applicable:	C Name of organization ASBURY ATLANTIC, INC		D Employer identification number 52-0607956
<input type="checkbox"/> Address change	Doing business as		E Telephone number 301-216-4100
<input type="checkbox"/> Name change	Number and street (or P.O. box if mail is not delivered to street address) 5285 WESTVIEW DRIVE	Room/suite 200	G Gross receipts \$ 201,447,920.
<input type="checkbox"/> Initial return	City or town, state or province, country, and ZIP or foreign postal code FREDERICK, MD 21703		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Final return/terminated	F Name and address of principal officer: SUE DACAMARA SAME AS C ABOVE		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
<input type="checkbox"/> Amended return	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		If "No," attach a list. (see instructions)
<input type="checkbox"/> Application pending	J Website: ► WWW.ASBURYMETHODISTVILLAGE.ORG		H(c) Group exemption number ►
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation: 1945 M State of legal domicile: MD	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: DOING ALL THE GOOD WE CAN BY CREATING EXCEPTIONAL LIFESTYLE OPPORTUNITIES TO THOSE WE SERVE.	
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	3 15
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 11
Expenses	5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)	5 1714
	6 Total number of volunteers (estimate if necessary)	6 1110
Net Assets or Fund Balances	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a -8,922.
	b Net unrelated business taxable income from Form 990-T, line 34	7b -8,922.
		Prior Year Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	3,186,616. 5,128,326.
	9 Program service revenue (Part VIII, line 2g)	129,444,214. 150,180,199.
Expenses	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,311,396. 9,130,263.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	318,337. 306,256.
Net Assets or Fund Balances	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	134,260,563. 164,745,044.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0. 0.
Expenses	14 Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	53,683,508. 61,187,743.
Net Assets or Fund Balances	16a Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
	b Total fundraising expenses (Part IX, column (D), line 25) ► 836,786.	
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	79,375,464. 90,993,505.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	133,058,972. 152,181,248.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12	1,201,591. 12,563,796.
	20 Total assets (Part X, line 16)	Beginning of Current Year 407,553,159. End of Year 475,622,708.
21 Total liabilities (Part X, line 26)	529,032,992. 620,764,969.	
22 Net assets or fund balances. Subtract line 21 from line 20	-121,479,833. -145,142,261.	

Part II Signature Block

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

Sign Here	► Signature of officer KIM EHRENFRIED, ASSISTANT TREASURER	Date			
	Type or print name and title				
Paid	Print/Type preparer's name JOHN NORMAN	Preparer's signature JOHN NORMAN	Date 11/05/18	Check <input type="checkbox"/> if self-employed	PTIN P01506766
Preparer Use Only	Firm's name ► CLIFTONLARSONALLEN LLP	Firm's address ► 1966 GREENSPRING DRIVE, SUITE 300 TIMONIUM, MD 21093-4161	Firm's EIN ► 41-0746749	Phone no. (410) 453-0900	

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III X1 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.**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 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 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 \$ 53,683,697. including grants of \$) (Revenue \$ 57,142,932.)

SKILLED NURSING FACILITIES: OPERATION OF 3 SKILLED NURSING FACILITIES (SNF'S) FOR THE AGED WITH 434 TOTAL BEDS PROVIDING 153,247 DAYS OF SERVICE IN 2017. THE ORGANIZATION PROVIDED \$21,263,583 OF CONTRACTUAL ALLOWANCES TO RESIDENTS OF THE SNF IN 2017.

4b (Code:) (Expenses \$ 49,172,153. including grants of \$) (Revenue \$ 63,234,398.)

RESIDENTIAL LIVING FACILITIES: OPERATION OF 1,676 RESIDENTIAL LIVING UNITS FOR THE AGED, PROVIDING 552,244 DAYS OF SERVICE IN 2017. THE ORGANIZATION PROVIDED \$80,123 OF BENEVOLENT CARE AND \$225,162 OF CONTRACTUAL ALLOWANCES TO RESIDENTIAL LIVING RESIDENTS DURING 2017. THE ORGANIZATION ALSO SUPPLIED WELLNESS.

4c (Code:) (Expenses \$ 23,485,982. including grants of \$) (Revenue \$ 29,802,869.)

ASSISTED LIVING FACILITIES: OPERATION OF 4 ASSISTED LIVING FACILITIES FOR THE AGED WITH 292 TOTAL SUITES PROVIDING 101,630 RESIDENT DAYS IN 2017. THE ORGANIZATION PROVIDED \$2,480,914 OF BENEVOLENT CARE AND \$32,131 OF CONTRACTUAL ALLOWANCES TO THE ASSISTED LIVING RESIDENTS IN 2017.4d Other program services (Describe in Schedule O.)

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

4e Total program service expenses ► 126,341,832.

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5 X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9 X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. <ul style="list-style-type: none"> a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11a X	
11b X	11b X	
11c X	11c X	
11d X	11d X	
11e X	11e X	
11f X	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a X	
12b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13 X	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
14b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b X	
15 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? If "Yes," complete Schedule F, Parts II and IV	15 X	
16 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? If "Yes," complete Schedule F, Parts III and IV	16 X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19 X	

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 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? If "Yes," complete Schedule I, Parts I and II		
22 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? If "Yes," complete Schedule I, Parts I and III		
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25a		
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		
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? If "Yes," complete Schedule L, Part I		
26 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? If "Yes," complete Schedule L, Part II		
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		
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)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?		
Note. All Form 990 filers are required to complete Schedule O		

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	142
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	
2a	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	2a	1714
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O	3b	X
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
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).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c).			
a	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?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		8	
9 Sponsoring organizations maintaining donor advised funds.		9a	
a	Did the sponsoring organization make any taxable distributions under section 4966?	9b	
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter:			
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:			
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		13a	
a	Is the organization licensed to issue qualified health plans in more than one state?		
<i>Note.</i> See the instructions for additional information the organization must report on Schedule O.			
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	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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 X

Section A. Governing Body and Management

		1a	15	Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	.....	.....
	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.				
1b	Enter the number of voting members included in line 1a, above, who are independent	.....	.....	1b	11
2	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?	.....		2	X
3	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?	.....		3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	.....		4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	.....		5	X
6	Did the organization have members or stockholders?	.....		6	X
7a	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?	.....		7a	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	.....		7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:	.....		8a	X
a	The governing body?	.....		8b	X
b	Each committee with authority to act on behalf of the governing body?	.....		
9	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	.....		9	X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	.....	10a
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?	.....	10b
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	.....	11a
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.	.....	12a
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	.....	X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	.....	12b
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	.....	12c
13	Did the organization have a written whistleblower policy?	.....	13
14	Did the organization have a written document retention and destruction policy?	.....	14
15	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?	.....
a	The organization's CEO, Executive Director, or top management official	.....	15a
b	Other officers or key employees of the organization	.....	15b
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	.....
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	.....	16a
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?	.....	X
16b		.....

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.	
	<input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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: ►	
	ANDREW JEANNERET, CFO – 301-250-2100	
	5285 WESTVIEW DRIVE, FREDERICK, MD 21703	

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 X

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) CAROLYN STAMATAKIS CHAIR	2.00	X	X				0.	0.	0.
(2) ROBERT BOYD VICE CHAIR, TREASURER	2.00	X	X				0.	0.	0.
(3) NICK SERENYI DIRECTOR	2.00	X					0.	0.	0.
(4) DENNIS HANSEN DIRECTOR	2.00	X					0.	0.	0.
(5) THOMAS ETTINGER DIRECTOR	2.00	X					0.	0.	0.
(6) RICHARD FINDLEY DIRECTOR	2.00	X					0.	0.	0.
(7) SANDRA HALBRUNER DIRECTOR	2.00	X					0.	0.	0.
(8) GORDON NAUGHTON DIRECTOR	2.00	X					0.	0.	0.
(9) CAROLINE KIM DIRECTOR	2.00	X					0.	0.	0.
(10) DAVID LINGRELL DIRECTOR	2.00	X					0.	0.	0.
(11) LORRAINE SEXTON DIRECTOR	2.00	X					0.	0.	0.
(12) DONALD TRISSLER DIRECTOR	2.00	X					0.	0.	0.
(13) ROBERT BURKE DIRECTOR, SECRETARY	2.00	X	X				0.	0.	0.
(14) ANNICE CODY DIRECTOR	2.00	X					0.	0.	0.
(15) NELLIE COLE DIRECTOR	2.00	X					0.	0.	0.
(16) JEFF ENRICO DIRECTOR	2.00	X					0.	0.	0.
(17) THOMAS HOLETS DIRECTOR	2.00	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			
(18) LOU GRAMMES DIRECTOR	2.00	X					0.	0.	0.
(19) LARRY PARKS DIRECTOR	2.00						0.	0.	0.
(20) DOUGLAS LEIDIG DIRECTOR, PRESIDENT	2.00	X	X				0.	597,728.	26,095.
(21) SUE DACAMARA DIRECTOR	2.00			X			0.	434,839.	22,112.
(22) ANDREW JOSEPH ASST. SECRETARY	2.00		X				0.	261,634.	24,310.
(23) ANDREW JEANNERET ASST. TREASURER	2.00			X			0.	265,960.	7,687.
(24) MELISSA HADLEY VICE PRESIDENT	2.00		X				0.	271,339.	24,781.
(25) JIM SCHNEIDER VICE PRESIDENT	60.00			X			202,075.	0.	21,030.
(26) ROBIN STERN VICE PRESIDENT	2.00		X				0.	252,531.	25,585.
	60.00			X					
1b Sub-total							202,075.	2,084,031.	151,600.
c Total from continuation sheets to Part VII, Section A							1,239,714.	1,030,431.	208,129.
d Total (add lines 1b and 1c)							1,441,789.	3,114,462.	359,729.

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 ►

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		Yes	No
3	Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	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	FOOD SERVICE	15,486,158.
FLAGSHIP REHABILITATION SERVICES 157 BALTIMORE STREET, CUMBERLAND, MD 21502	REHABILITATION SERVICE	4,332,864.
TRADEMARK DESIGN AND BUILD 18404 BRIGHT PLUME TERRACE, BOYDS, MD 20841	CONSTRUCTION SERVICE	1,017,563.
OMNICARE, 9036 ANNAPOLIS JUNCTION DR., ANNAPOLIS JUNCTION, MD 20701	PHARMACY SERVICE	1,000,635.
HELIX FLOORS, INC. 8725 BOLLMAN PLACE #4, SAVAGE, MD 20763	FLOORING SERVICE	674,886.

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 ►

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SEE PART VII, SECTION A CONTINUATION SHEETS

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

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
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d	5,128,326.		
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f			
	g Noncash contributions included in lines 1a-1f: \$				
	h Total. Add lines 1a-1f		5,128,326.		
Program Service Revenue	2 a NET RESIDENT REVENUE	Business Code 623312	102,018,019.	102,018,019.	
	b MEDICARE/MEDICAID PAYMENTS	623312	27,480,270.	27,480,270.	
	c AMORTIZATION OF ENTRANCE FEES	623312	19,053,207.	19,053,207.	
	d OTHER OPERATING REVENUE	623312	1,628,703.	1,628,703.	
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		150,180,199.		
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,993,519.		1,993,519.
	4 Income from investment of tax-exempt bond proceeds				
	5 Royalties				
	6 a Gross rents	(i) Real 340,363.			
	b Less: rental expenses	(ii) Personal 34,107.			
	c Rental income or (loss)	306,256.			
	d Net rental income or (loss)		306,256.	-8,922.	315,178.
	7 a Gross amount from sales of assets other than inventory	(i) Securities 43,805,513.			
	b Less: cost or other basis and sales expenses	(ii) Other 34,900,837.	1,767,932.		
	c Gain or (loss)	8,904,676.	-1,767,932.		
	d Net gain or (loss)		7,136,744.		7,136,744.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a			
	b Less: direct expenses	b			
	c Net income or (loss) from fundraising events				
	9 a Gross income from gaming activities. See Part IV, line 19	a			
	b Less: direct expenses	b			
	c Net income or (loss) from gaming activities				
	10 a Gross sales of inventory, less returns and allowances	a			
	b Less: cost of goods sold	b			
	c Net income or (loss) from sales of inventory				
	Miscellaneous Revenue	Business Code			
	11 a				
	b				
	c				
	d All other revenue				
	e Total. Add lines 11a-11d		164,745,044.	150,180,199.	-8,922.
	12 Total revenue. See instructions.				9,445,441.

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				
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	1,860,389.		1,860,389.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	47,253,993.	44,178,958.	2,346,942.	728,093.
9 Other employee benefits	1,691,858.	1,581,834.	81,576.	28,448.
10 Payroll taxes	6,733,509.	4,833,251.	1,848,255.	52,003.
11 Fees for services (non-employees):	3,647,994.	3,329,545.	318,449.	
a Management	7,204,394.		7,176,152.	28,242.
b Legal	103,029.		103,029.	
c Accounting	113,081.		113,081.	
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.)	9,712,282.	9,345,622.	366,660.	
12 Advertising and promotion	1,077,455.	1,056,611.	20,844.	
13 Office expenses	3,885,596.	3,338,009.	547,587.	
14 Information technology	4,420,036.	24,522.	4,395,514.	
15 Royalties				
16 Occupancy	9,797,987.	6,069,970.	3,728,017.	
17 Travel	117,808.	78,608.	39,200.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	15,333,395.	15,111,743.	221,652.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	23,244,942.	22,908,601.	336,341.	
23 Insurance	783,356.		783,356.	
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 FOOD	5,832,236.	5,829,484.	2,752.	
b REPAIRS & MAINTENANCE	4,062,356.	3,987,789.	74,567.	
c MEDICAL SUPPLIES & PHAR	2,357,840.	2,352,584.	5,256.	
d BAD DEBT	826,316.	826,316.		
e All other expenses	2,121,396.	1,488,385.	633,011.	
25 Total functional expenses. Add lines 1 through 24e	152,181,248.	126,341,832.	25,002,630.	836,786.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,540,346.	1	3,089,240.
	2 Savings and temporary cash investments	46,088,509.	2	51,249,155.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	4,494,677.	4	5,469,833.
	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	8,659,002.	7	5,869,670.
	8 Inventories for sale or use	171,583.	8	209,664.
	9 Prepaid expenses and deferred charges	1,557,507.	9	1,904,416.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 595,180,423.		
	b Less: accumulated depreciation	10b 309,388,390.	10c	285,792,033.
	11 Investments - publicly traded securities	32,558,242.	11	41,489,215.
	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	62,863,386.	15	80,549,482.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	407,553,159.	16	475,622,708.
Liabilities	17 Accounts payable and accrued expenses	9,229,742.	17	10,500,233.
	18 Grants payable		18	
	19 Deferred revenue	118,831,270.	19	153,647,638.
	20 Tax-exempt bond liabilities	214,944,787.	20	237,193,752.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	40,239.	21	41,509.
	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	185,986,954.	25	219,381,837.
	26 Total liabilities. Add lines 17 through 25	529,032,992.	26	620,764,969.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-148,370,326.	27	-176,000,097.
	28 Temporarily restricted net assets	2,025,623.	28	3,356,574.
	29 Permanently restricted net assets	24,864,870.	29	27,501,262.
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	-121,479,833.	33	-145,142,261.
	34 Total liabilities and net assets/fund balances	407,553,159.	34	475,622,708.

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Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	164,745,044.
2 Total expenses (must equal Part IX, column (A), line 25)	2	152,181,248.
3 Revenue less expenses. Subtract line 2 from line 1	3	12,563,796.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-121,479,833.
5 Net unrealized gains (losses) on investments	5	-3,606,867.
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	-32,619,356.
10 Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-145,142,260.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X
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		
2b Were the organization's financial statements audited by an independent accountant?	2b	X
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 type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis		
2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

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Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section

4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ.

► Go to www.irs.gov/Form990 for instructions and the latest information.

2017

Open to Public
Inspection

Name of the organization

ASBURY ATLANTIC, INC

Employer identification number

52-0607956

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 12, 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 (Form 990 or 990-EZ).)
- 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 agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 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.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 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 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - 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
 - g Provide the following information about the supported organization(s).

(I) Name of supported organization	(II) EIN	(III) Type of organization (described on lines 1-10 above (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		
Total						

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2016 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2017. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
b 33 1/3% support test - 2016. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2017. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2016. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		
► <input type="checkbox"/>		

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

(Complete only if you checked the box on line 10 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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	4,305,710.	2,070,731.	972,387.	3,186,616.	5,128,326.	15,663,770.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	116,579,022.	121,138,341.	126,342,656.	129,444,214.	150,180,199.	643,684,432.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	120,884,732.	123,209,072.	127,315,043.	132,630,830.	155,308,525.	659,348,202.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
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						0.
c Add lines 7a and 7b						0.
8 Public support. (Subtract line 7c from line 6.)						659,348,202.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
9 Amounts from line 6	120,884,732.	123,209,072.	127,315,043.	132,630,830.	155,308,525.	659,348,202.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	2,003,195.	2,053,937.	2,302,257.	1,923,550.	2,333,882.	10,616,821.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	2,003,195.	2,053,937.	2,302,257.	1,923,550.	2,333,882.	10,616,821.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)	122,887,927.	125,263,009.	129,617,300.	134,554,380.	157,642,407.	669,965,023.
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						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f))	15	98.42	%
16 Public support percentage from 2016 Schedule A, Part III, line 15	16	98.39	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f))	17	1.58	%
18 Investment income percentage from 2016 Schedule A, Part III, line 17	18	1.61	%
19a 33 1/3% support tests - 2017. 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			
► <input checked="" type="checkbox"/>			
b 33 1/3% support tests - 2016. 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			
► <input type="checkbox"/>			
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions			
► <input type="checkbox"/>			

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1		
2		
3a		
3b		
3c		
4a		
4b		
4c		
5a		
5b		
5c		
6		
7		
8		
9a		
9b		
9c		
10a		
10b		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a 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?	11a	
b A family member of a person described in (a) above?	11b	
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI .	11c	

Section B. Type I Supporting Organizations

	Yes	No
1 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 Part VI 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.	1	
2 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 Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.	2	

Section C. Type II Supporting Organizations

	Yes	No
1 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 Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).	1	

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1	
2 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 Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).	2	
3 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 Part VI the role the organization's supported organizations played in this regard.	3	

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a 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 Part VI 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.	2a	
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 Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b	
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a 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 Part VI .	3a	
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 Part VI the role played by the organization in this regard.	3b	

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 (explain in Part VI.) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(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 Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8		
Section B - Minimum Asset Amount		(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 Total (add lines 1a, 1b, and 1c)	1d		
e Discount 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 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount			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 Distributable Amount. 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).			

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	Total annual distributions. 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 2017 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-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013			
c From 2014			
d From 2015			
e From 2016			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2017 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2017, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI . See instructions.			
6 Remaining underdistributions for 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2018. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2013			
b Excess from 2014			
c Excess from 2015			
d Excess from 2016			
e Excess from 2017			

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017**Name of the organization****ASBURY ATLANTIC, INC****Employer identification number****52-0607956****Organization type** (check one):**Filers of:****Section:**Form 990 or 990-EZ 501(c)(3) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ► \$ _____

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

ASBURY ATLANTIC, INC

Employer identification number

52-0607956

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ASBURY FOUNDATION, INC. 5285 WESTVIEW DRIVE, #200 FREDERICK, MD 21703	\$ 5,128,326.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

ASBURY ATLANTIC, INC

Employer identification number

52-0607956

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____

Name of organization

ASBURY ATLANTIC, INC

Employer identification number

52-0607956

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check ► if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ► if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No												

4-Year Averaging Period Under section 501(h)

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

See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?	X		6,270.
j Total. Add lines 1c through 1i			6,270.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?		
5 Taxable amount of lobbying and political expenditures (see instructions)	4	
	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B, LINE 1, LOBBYING ACTIVITIES:

A PORTION OF ASBURY ATLANTIC'S DUES TO LEADINGAGE WERE FOR USED FOR

ADVOCACY ISSUES RELATED TO RESIDENTIAL AND HEALTHCARE SERVICES FOR THE

AGED.

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**► Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990.

► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017Open to Public
Inspection

Name of the organization

ASBURY ATLANTIC, INCEmployer identification number
52-0607956**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" on 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" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input checked="" type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> 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.	
2a Total number of conservation easements	1
2b Total acreage restricted by conservation easements	15.00
2c Number of conservation easements on a certified historic structure included in (a)	
2d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	
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 ►	1
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

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

Complete if the organization answered "Yes" on 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 on 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 on Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

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

Schedule D (Form 990) 2017

732051 10-09-17

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" on 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
1c	
1d	
1e	
1f	

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 on Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	24,864,870.	24,829,939.	24,174,363.	23,389,624.	22,763,584.
b Contributions					
c Net investment earnings, gains, and losses	854,431.	34,931.	655,576.	784,739.	626,040.
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	25,719,301.	24,864,870.	24,829,939.	24,174,363.	23,389,624.

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 ► 100.00 %

c Temporarily restricted endowment ► %

The percentages on 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
3a(i)		X
3a(ii)	X	
3b	X	

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

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" on 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
1a Land		20,065,107.		20,065,107.
b Buildings	498,664,751.	251,231,730.	247,433,021.	
c Leasehold improvements	22,117,381.	11,235,434.	10,881,947.	
d Equipment	53,517,840.	46,525,751.	6,992,089.	
e Other	815,344.	395,475.		419,869.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) ► 285,792,033.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on 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)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ►		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on 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)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ►		

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) INTEREST IN NET ASSETS OF FOUNDATION	23,257,606.
(2) DEFERRED MARKETING COSTS	1,098,163.
(3) OTHER RECEIVABLE	446,729.
(4) INTEREST RECEIVABLE	150,935.
(5) DUE FROM ACOMM	55,420,346.
(6) DEPOSITS AND OTHER ASSETS	41,511.
(7) INVESTMENT IN LAND	134,192.
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	80,549,482.

Part X Other Liabilities.

Complete if the organization answered "Yes" on 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) VALUATION SWAP AGREEMENTS	24,591,723.	
(3) REFUNDABLE FEES	2,027,826.	
(4) OBLIGATION-DEFERRED GIVING	388,965.	
(5) CONTINGENT REFUNDABLE ENTRANCE FEE		
(6) LIABILITY	184,032,003.	
(7) PROJECTED REFUND OF STANDARD		
(8) ENTRANCE FEES	4,743,864.	
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	219,381,837.	

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" on Form 990, Part IV, line 12a.

1 Total revenue, gains, and other support per audited financial statements	1	168,022,644.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains (losses) on investments	2a	-3,606,867.
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIII.)	2d	6,884,467.
e Add lines 2a through 2d	2e	3,277,600.
3 Subtract line 2e from line 1	3	164,745,044.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII.)	4b	
c Add lines 4a and 4b	4c	0.
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	164,745,044.

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

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

1 Total expenses and losses per audited financial statements	1	155,997,941.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a Donated services and use of facilities	2a	
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIII.)	2d	3,816,693.
e Add lines 2a through 2d	2e	3,816,693.
3 Subtract line 2e from line 1	3	152,181,248.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII.)	4b	
c Add lines 4a and 4b	4c	0.
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	152,181,248.

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 II, LINE 3:

ASBURY ATLANTIC, INC. HAS A 15 ACRE FOREST CONSERVATION EASEMENT

AGREEMENT WITH THE CITY OF GAITHERSBURG, MD THAT PRESERVES TREES, TREE

CANOPY AND FORESTS. ASBURY ATLANTIC, INC. DOES NOT REPORT CONSERVATION

EASEMENTS IN ITS FINANCIAL STATEMENTS. THERE ARE NO REVENUES, EXPENSES OR

ASSETS, OTHER THAN THE LAND, RELATED TO THIS CONSERVATION EASEMENT.

PART IV, LINE 2B:

ASBURY ATLANTIC, INC. HOLDS AND MANAGES RESIDENT TRUST FUND ACCOUNTS THAT

ARE USED FOR PERSONAL ITEMS FOR THE RESIDENTS. ASBURY ATLANTIC, INC. IS

ACTING IN A FIDUCIARY ROLE AND IS LIABLE FOR THE FUNDS IN THE RESIDENT

TRUST FUND.

Part XIII Supplemental Information (continued)**PART V, LINE 4:**

THE INTENDED USE OF THE ENDOWMENT FUND IS TO SUPPORT BENEVOLENT CARE.

PART X, LINE 2:

ASBURY ATLANTIC IS 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 AS THERE ARE NO UNRELATED TRADES OR BUSINESSES.

THE COMPANY HAS IMPLEMENTED PROCESSES TO ENSURE COMPLIANCE WITH THE 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 OF ALL COMPENSATION ARRANGEMENTS WITH DISQUALIFIED PERSONS 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 COMPENSATION COMMITTEE ALSO HIRES OUTSIDE COUNSEL TO ADVISE THE COMPANY ON COMPLIANCE.

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'S REASSESSMENT OF ITS TAX POSITIONS DID NOT HAVE A MATERIAL IMPACT ON THE COMPANY'S RESULTS OF OPERATIONS OR FINANCIAL POSITION.

Part XIII Supplemental Information (continued)

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 2014 TO 2016 ARE OPEN TO EXAMINATION BY FEDERAL, LOCAL, AND STATE AUTHORITIES.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

RENT EXPENSE	34,107.
VALUE CHANGES IN DERIVATIVE INSTRUMENTS	1,234,194.
CHANGE IN BENEFICIAL INTEREST IN NET ASSETS OF FOUNDATION	2,283,754.
CHANGE IN VALUE OF OBLIGATIONS UNDER CHARITABLE GIFT	
ANNUITIES	-40,716.
TWO MONTHS ASBURY SOLOMONS ACTIVITY REPORTED ON SEPARATE 990	3,373,128.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	6,884,467.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSES	34,107.
TRANSFER TO ACOMM	579,500.
TWO MONTHS ASBURY SOLOMONS ACTIVITY REPORTED ON SEPARATE 990	3,203,086.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	3,816,693.

Part XIII Supplemental Information (continued)

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

(a) Description of liability

(b) Amount

DEPOSITS FROM PROSPECTIVE RESIDENTS

3,597,456.

Department of the Treasury
Internal Revenue Service

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.

► Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

ASBURY ATLANTIC, INC

Employer identification number
52-0607956

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on 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 (such as, 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	1b	
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 on line 1a?	2	
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 on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:		
a Receive a severance payment or change-of-control payment?	4a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
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 on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a The organization?	5a	X
b Any related organization?	5b	X
If "Yes" on line 5a or 5b, describe in Part III.		
6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
a The organization?	6a	X
b Any related organization?	6b	X
If "Yes" on line 6a or 6b, describe in Part III.		
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III	7	X
8 Were any amounts reported on 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	8	X
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

Schedule J (Form 990) 2017

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 on 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 aren't 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 on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) DOUGLAS LEIDIG DIRECTOR, PRESIDENT	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 499,059.	86,473.	12,196.	10,600.	15,495.	623,823.	0.
(2) SUE DACAMARA DIRECTOR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 400,139.	30,153.	4,547.	10,600.	11,512.	456,951.	0.
(3) ANDREW JOSEPH ASST. SECRETARY	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 244,738.	15,750.	1,146.	10,600.	13,710.	285,944.	0.
(4) ANDREW JEANNERET ASST. TREASURER	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 215,133.	50,000.	827.	0.	7,687.	273,647.	0.
(5) MELISSA HADLEY VICE PRESIDENT	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 256,678.	12,277.	2,384.	10,600.	14,181.	296,120.	0.
(6) JIM SCHNEIDER VICE PRESIDENT	(i) 183,411.	13,664.	5,000.	8,708.	12,322.	223,105.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(7) ROBIN STERN VICE PRESIDENT	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 240,756.	9,703.	2,072.	10,326.	15,259.	278,116.	0.
(8) KIM EHRENFRIED ASST. TREASURER	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 199,770.	15,032.	643.	9,323.	15,229.	239,997.	0.
(9) PEGGY CRESPI KAPLAN ASST. SECRETARY	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 334,915.	25,316.	8,173.	10,600.	11,465.	390,469.	0.
(10) BRAD ANDRUS ASST. SECRETARY	(i) 0.	7,414.	0.	0.	0.	7,414.	0.
	(ii) 208,619.	0.	648.	9,129.	14,231.	232,627.	0.
(11) RHONDA TERANTO ASST. TREASURER	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 217,078.	18,410.	1,827.	9,922.	12,292.	259,529.	0.
(12) BRIAN GRUNDUSKY VICE PRESIDENT	(i) 185,703.	9,944.	390.	8,685.	11,644.	216,366.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(13) DOUG MYERS PRESIDENT & CEO, FOUNDATION	(i) 255,668.	20,314.	1,273.	10,600.	14,729.	302,584.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(14) ROBERT LIEBREICH EXECUTIVE DIRECTOR, AMV	(i) 236,626.	3,933.	488.	1,640.	298.	242,985.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(15) DEBORAH HEDGES ASSOCIATE EXECUTIVE DIRECTOR, AMV	(i) 146,002.	4,992.	304.	7,344.	10,617.	169,259.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(16) BRENT BAYES DIRECTOR SALES & MARKETING	(i) 127,004.	18,200.	392.	7,209.	14,718.	167,523.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.

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 on 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 aren't 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.

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 AND ALL DISQUALIFIED PERSONS IS

REVIEWED AND RECOMMENDED TO THE BOARD OF ASBURY COMMUNITIES, INC. BY THE

COMPENSATION COMMITTEE OF THE BOARD.

► Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
 ► Attach to Form 990. ► Go to www.irs.gov/Form990 for instructions and the latest information.

2017
**Open to Public
 Inspection**

Name of the organization

ASBURY ATLANTIC, INC

Employer identification number
 52-0607956

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
CITY OF GAITHERSBURG A (MD)	52-6000792	363128BL2	11/30/06	73,400,702.	CURRENT REFUNDING		X		X	X	
CITY OF GAITHERSBURG B (MD)	52-6000792	363128CB3	12/16/09	18,837,005.	CURRENT REFUNDING		X		X	X	
CUMBERLAND COUNTY C MUNICIPAL AUTHORITY (PA)	23-6003119	230614FK0	11/10/10	73,542,289.	CURRENT REFUNDING		X		X		X
CUMBERLAND COUNTY D MUNICIPAL AUTHORITY (PA)	23-6003119	230614GK9	10/31/12	52,585,767.	CURRENT REFUNDING		X		X		X

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired		20,751,989.	5,867,289.	2,885,767.
2 Amount of bonds legally defeased				
3 Total proceeds of issue	73,400,702.	18,837,005.	73,542,289.	52,585,767.
4 Gross proceeds in reserve funds	6,768,263.	576,770.	6,498,922.	2,339,434.
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds	1,416,958.	376,740.	1,470,845.	1,051,715.
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds				
11 Other spent proceeds	65,215,481.	17,883,495.	65,572,522.	49,194,618.
12 Other unspent proceeds				
13 Year of substantial completion	2006	2009	2010	2012
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X		X	
15 Were the bonds issued as part of an advance refunding issue?		X		X
16 Has the final allocation of proceeds been made?	X		X	
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X	

Part III Private Business Use

	A	B	C	D
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?				
2 Are there any lease arrangements that may result in private business use of bond-financed property?	X		X	

Supplemental Information on Tax-Exempt Bonds

► Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
► Attach to Form 990. ► Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

ASBURY ATLANTIC, INC

Employer identification number
52-0607956

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
CITY OF GAITHERSBURG A (MD)	52-6000792	363128CF4	04/09/14	15,945,241	CURRENT REFUNDING		X		X		X
B											
C											
D											

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired	1,295,241.			
2 Amount of bonds legally defeased				
3 Total proceeds of issue	15,945,241.			
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds				
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds				
11 Other spent proceeds	15,945,241.			
12 Other unspent proceeds				
13 Year of substantial completion				
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X			
15 Were the bonds issued as part of an advance refunding issue?		X		
16 Has the final allocation of proceeds been made?	X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X			

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?	X							

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X		X		X		X	
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X		X		X	
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government .....		.47	%		%		%	%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government			%		%		%	%
6 Total of lines 4 and 5 .....		.47	%		%		%	%
7 Does the bond issue meet the private security or payment test?		X		X		X		X
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		X
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X		X		X		X

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?	X		X		X		X	
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X	X		X		X	
b Exception to rebate?		X		X		X		X
c No rebate due?	X		X		X		X	
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X		X		X		X
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		X
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

► Do not enter social security numbers on this form as it may be made public.
► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public
Inspection

A For the 2017 calendar year, or tax year beginning _____ and ending _____

B Check if applicable:	C Name of organization ASBURY ATLANTIC, INC.		D Employer identification number 52-0607956
<input type="checkbox"/> Address change	Doing business as		E Telephone number 301-216-4100
<input type="checkbox"/> Name change	Number and street (or P.O. box if mail is not delivered to street address) 5285 WESTVIEW DRIVE	Room/suite 200	G Gross receipts \$ 201,447,920.
<input type="checkbox"/> Initial return	City or town, state or province, country, and ZIP or foreign postal code FREDERICK, MD 21703		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Final return/terminated	F Name and address of principal officer: SUE DACAMARA SAME AS C ABOVE		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
<input type="checkbox"/> Amended return	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		If "No," attach a list. (see instructions)
<input type="checkbox"/> Application pending	J Website: ► WWW.ASBURYMETHODISTVILLAGE.ORG		H(c) Group exemption number ►
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation: 1945 M State of legal domicile: MD	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: DOING ALL THE GOOD WE CAN BY CREATING EXCEPTIONAL LIFESTYLE OPPORTUNITIES TO THOSE WE SERVE.	
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	3 15
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 11
Expenses	5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)	5 1714
	6 Total number of volunteers (estimate if necessary)	6 1110
Net Assets or Fund Balances	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a -8,922.
	b Net unrelated business taxable income from Form 990-T, line 34	7b -8,922.
		Prior Year Current Year
	8 Contributions and grants (Part VIII, line 1h)	3,186,616. 5,128,326.
	9 Program service revenue (Part VIII, line 2g)	129,444,214. 150,180,199.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,311,396. 9,130,263.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	318,337. 306,256.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	134,260,563. 164,745,044.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0. 0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	53,683,508. 61,187,743.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
	b Total fundraising expenses (Part IX, column (D), line 25) ► 836,786.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	79,375,464. 90,993,505.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	133,058,972. 152,181,248.
	19 Revenue less expenses. Subtract line 18 from line 12	1,201,591. 12,563,796.
	20 Total assets (Part X, line 16)	Beginning of Current Year 407,553,159. End of Year 475,622,708.
	21 Total liabilities (Part X, line 26)	529,032,992. 620,764,969.
	22 Net assets or fund balances. Subtract line 21 from line 20	-121,479,833. -145,142,261.

Part II Signature Block

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

Sign Here	► Signature of officer	Date		
	► KIM EHRENFRIED, ASSISTANT TREASURER			
Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name JOHN NORMAN	Preparer's signature JOHN NORMAN	Date 11/05/18	Check <input type="checkbox"/> if self-employed PTIN P01506766
	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		

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III 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.**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 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 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 \$ 53,683,697. including grants of \$) (Revenue \$ 57,142,932.)

SKILLED NURSING FACILITIES: OPERATION OF 3 SKILLED NURSING FACILITIES (SNF'S) FOR THE AGED WITH 434 TOTAL BEDS PROVIDING 153,247 DAYS OF SERVICE IN 2017. THE ORGANIZATION PROVIDED \$21,263,583 OF CONTRACTUAL ALLOWANCES TO RESIDENTS OF THE SNF IN 2017.

4b (Code:) (Expenses \$ 49,172,153. including grants of \$) (Revenue \$ 63,234,398.)

RESIDENTIAL LIVING FACILITIES: OPERATION OF 1,676 RESIDENTIAL LIVING UNITS FOR THE AGED, PROVIDING 552,244 DAYS OF SERVICE IN 2017. THE ORGANIZATION PROVIDED \$80,123 OF BENEVOLENT CARE AND \$225,162 OF CONTRACTUAL ALLOWANCES TO RESIDENTIAL LIVING RESIDENTS DURING 2017. THE ORGANIZATION ALSO SUPPLIED WELLNESS.

4c (Code:) (Expenses \$ 23,485,982. including grants of \$) (Revenue \$ 29,802,869.)

ASSISTED LIVING FACILITIES: OPERATION OF 4 ASSISTED LIVING FACILITIES FOR THE AGED WITH 292 TOTAL SUITES PROVIDING 101,630 RESIDENT DAYS IN 2017. THE ORGANIZATION PROVIDED \$2,480,914 OF BENEVOLENT CARE AND \$32,131 OF CONTRACTUAL ALLOWANCES TO THE ASSISTED LIVING RESIDENTS IN 2017.4d Other program services (Describe in Schedule O.)

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

4e Total program service expenses ► 126,341,832.

Form 990 (2017)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5 X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9 X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. <ul style="list-style-type: none"> a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11a X	
11b X	11b X	
11c X	11c X	
11d X	11d X	
11e X	11e X	
11f X	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a X	
12b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13 X	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
14b X	14b X	
15 X	15 X	
16 X	16 X	
17 X	17 X	
18 X	18 X	
19 X	19 X	

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 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? If "Yes," complete Schedule I, Parts I and II		
22 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? If "Yes," complete Schedule I, Parts I and III		
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25a		
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		
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? If "Yes," complete Schedule L, Part I		
26 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? If "Yes," complete Schedule L, Part II		
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		
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)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?		
Note. All Form 990 filers are required to complete Schedule O		

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	142
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	
2a	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	2a	1714
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O	3b	X
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
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).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).	7a	X
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	9a	
9	Sponsoring organizations maintaining donor advised funds.	9b	
10	Section 501(c)(7) organizations. Enter:	10a	
a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	11a	
11	Section 501(c)(12) organizations. Enter:	11b	
a	Gross income from members or shareholders	12a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	12b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	13a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	13b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	13c	
a	Is the organization licensed to issue qualified health plans in more than one state?	14a	
<i>Note.</i> See the instructions for additional information the organization must report on Schedule O.		14b	X
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	14b	
c	Enter the amount of reserves on hand	14b	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14b	
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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 X

Section A. Governing Body and Management

		1a	15	Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	.....	.....	.....	.....
	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.				
1b	Enter the number of voting members included in line 1a, above, who are independent	.....	.....	.....	.....
2	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?	.....	.....	.....	X
3	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?	.....	.....	.....	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	.....	.....	.....	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	.....	.....	.....	X
6	Did the organization have members or stockholders?	.....	.....	.....	X
7a	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?	.....	.....	.....	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	.....	.....	.....	.....
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:	.....	.....	.....	X
a	The governing body?	.....	.....	.....	X
b	Each committee with authority to act on behalf of the governing body?	.....	.....	.....	X
9	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	.....	.....	.....	X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	.....	X
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?	.....	.....
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	.....	X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.	.....	.....
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	.....	X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	.....	.....
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	.....	.....
13	Did the organization have a written whistleblower policy?	.....	.....
14	Did the organization have a written document retention and destruction policy?	.....	X
15	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?	.....	X
a	The organization's CEO, Executive Director, or top management official	.....	.....
b	Other officers or key employees of the organization	.....	.....
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	.....	.....
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	.....	X
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?	.....	.....
16b		.....	.....

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.	
	<input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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: ►	
	ANDREW JEANNERET, CFO - 301-250-2100	
	5285 WESTVIEW DRIVE, FREDERICK, MD 21703	

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 X

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) CAROLYN STAMATAKIS CHAIR	2.00	X	X				0.	0.	0.
(2) ROBERT BOYD VICE CHAIR, TREASURER	2.00	X	X				0.	0.	0.
(3) NICK SERENYI DIRECTOR	2.00	X					0.	0.	0.
(4) DENNIS HANSEN DIRECTOR	2.00	X					0.	0.	0.
(5) THOMAS ETTINGER DIRECTOR	2.00	X					0.	0.	0.
(6) RICHARD FINDLEY DIRECTOR	2.00	X					0.	0.	0.
(7) SANDRA HALBRUNER DIRECTOR	2.00	X					0.	0.	0.
(8) GORDON NAUGHTON DIRECTOR	2.00	X					0.	0.	0.
(9) CAROLINE KIM DIRECTOR	2.00	X					0.	0.	0.
(10) DAVID LINGRELL DIRECTOR	2.00	X					0.	0.	0.
(11) LORRAINE SEXTON DIRECTOR	2.00	X					0.	0.	0.
(12) DONALD TRISSLER DIRECTOR	2.00	X					0.	0.	0.
(13) ROBERT BURKE DIRECTOR, SECRETARY	2.00	X	X				0.	0.	0.
(14) ANNICE CODY DIRECTOR	2.00	X					0.	0.	0.
(15) NELLIE COLE DIRECTOR	2.00	X					0.	0.	0.
(16) JEFF ENRICO DIRECTOR	2.00	X					0.	0.	0.
(17) THOMAS HOLETS DIRECTOR	2.00	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			
(18) LOU GRAMMES DIRECTOR	2.00	X					0.	0.	0.
(19) LARRY PARKS DIRECTOR	2.00						0.	0.	0.
(20) DOUGLAS LEIDIG DIRECTOR, PRESIDENT	2.00	X	X				0.	597,728.	26,095.
(21) SUE DACAMARA DIRECTOR	2.00			X			0.	434,839.	22,112.
(22) ANDREW JOSEPH ASST. SECRETARY	2.00		X				0.	261,634.	24,310.
(23) ANDREW JEANNERET ASST. TREASURER	2.00			X			0.	265,960.	7,687.
(24) MELISSA HADLEY VICE PRESIDENT	2.00		X				0.	271,339.	24,781.
(25) JIM SCHNEIDER VICE PRESIDENT	60.00			X			202,075.	0.	21,030.
(26) ROBIN STERN VICE PRESIDENT	2.00		X				0.	252,531.	25,585.
	60.00			X					
1b Sub-total							202,075.	2,084,031.	151,600.
c Total from continuation sheets to Part VII, Section A							1,239,714.	1,030,431.	208,129.
d Total (add lines 1b and 1c)							1,441,789.	3,114,462.	359,729.

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 ►

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
SODEXO INC. & AFFILIATES PO BOX 536922, ATLANTA, GA 30353	FOOD SERVICE	15,486,158.
FLAGSHIP REHABILITATION SERVICES 157 BALTIMORE STREET, CUMBERLAND, MD 21502	REHABILITATION SERVICE	4,332,864.
TRADEMARK DESIGN AND BUILD 18404 BRIGHT PLUME TERRACE, BOYDS, MD 20841	CONSTRUCTION SERVICE	1,017,563.
OMNICARE, 9036 ANNAPOLIS JUNCTION DR., ANNAPOLIS JUNCTION, MD 20701	PHARMACY SERVICE	1,000,635.
HELIX FLOORS, INC. 8725 BOLLMAN PLACE #4, SAVAGE, MD 20763	FLOORING SERVICE	674,886.

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 ►

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SEE PART VII, SECTION A CONTINUATION SHEETS

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

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
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d	5,128,326.		
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f			
	g Noncash contributions included in lines 1a-1f: \$				
	h Total. Add lines 1a-1f		5,128,326.		
Program Service Revenue	2 a NET RESIDENT REVENUE	Business Code 623312	102,018,019.	102,018,019.	
	b MEDICARE/MEDICAID PAYMENTS	623312	27,480,270.	27,480,270.	
	c AMORTIZATION OF ENTRANCE FEES	623312	19,053,207.	19,053,207.	
	d OTHER OPERATING REVENUE	623312	1,628,703.	1,628,703.	
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		150,180,199.		
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,993,519.		1,993,519.
	4 Income from investment of tax-exempt bond proceeds				
	5 Royalties				
	6 a Gross rents	(i) Real 340,363.			
	b Less: rental expenses	(ii) Personal 34,107.			
	c Rental income or (loss)	306,256.			
	d Net rental income or (loss)		306,256.	-8,922.	315,178.
	7 a Gross amount from sales of assets other than inventory	(i) Securities 43,805,513.			
	b Less: cost or other basis and sales expenses	(ii) Other 34,900,837.	1,767,932.		
	c Gain or (loss)	8,904,676.	-1,767,932.		
	d Net gain or (loss)		7,136,744.		7,136,744.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a			
	b Less: direct expenses	b			
	c Net income or (loss) from fundraising events				
	9 a Gross income from gaming activities. See Part IV, line 19	a			
	b Less: direct expenses	b			
	c Net income or (loss) from gaming activities				
	10 a Gross sales of inventory, less returns and allowances	a			
	b Less: cost of goods sold	b			
	c Net income or (loss) from sales of inventory				
	Miscellaneous Revenue	Business Code			
	11 a				
	b				
	c				
	d All other revenue				
	e Total. Add lines 11a-11d		164,745,044.	150,180,199.	-8,922.
	12 Total revenue. See instructions.				9,445,441.

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				
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	1,860,389.		1,860,389.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	47,253,993.	44,178,958.	2,346,942.	728,093.
9 Other employee benefits	1,691,858.	1,581,834.	81,576.	28,448.
10 Payroll taxes	6,733,509.	4,833,251.	1,848,255.	52,003.
11 Fees for services (non-employees):	3,647,994.	3,329,545.	318,449.	
a Management	7,204,394.		7,176,152.	28,242.
b Legal	103,029.		103,029.	
c Accounting	113,081.		113,081.	
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.)	9,712,282.	9,345,622.	366,660.	
12 Advertising and promotion	1,077,455.	1,056,611.	20,844.	
13 Office expenses	3,885,596.	3,338,009.	547,587.	
14 Information technology	4,420,036.	24,522.	4,395,514.	
15 Royalties				
16 Occupancy	9,797,987.	6,069,970.	3,728,017.	
17 Travel	117,808.	78,608.	39,200.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	15,333,395.	15,111,743.	221,652.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	23,244,942.	22,908,601.	336,341.	
23 Insurance	783,356.		783,356.	
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 FOOD	5,832,236.	5,829,484.	2,752.	
b REPAIRS & MAINTENANCE	4,062,356.	3,987,789.	74,567.	
c MEDICAL SUPPLIES & PHAR	2,357,840.	2,352,584.	5,256.	
d BAD DEBT	826,316.	826,316.		
e All other expenses	2,121,396.	1,488,385.	633,011.	
25 Total functional expenses. Add lines 1 through 24e	152,181,248.	126,341,832.	25,002,630.	836,786.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,540,346.	1	3,089,240.
	2 Savings and temporary cash investments	46,088,509.	2	51,249,155.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	4,494,677.	4	5,469,833.
	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	8,659,002.	7	5,869,670.
	8 Inventories for sale or use	171,583.	8	209,664.
	9 Prepaid expenses and deferred charges	1,557,507.	9	1,904,416.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 595,180,423.		
	b Less: accumulated depreciation	10b 309,388,390.	10c	285,792,033.
	11 Investments - publicly traded securities	32,558,242.	11	41,489,215.
	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	62,863,386.	15	80,549,482.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	407,553,159.	16	475,622,708.
Liabilities	17 Accounts payable and accrued expenses	9,229,742.	17	10,500,233.
	18 Grants payable		18	
	19 Deferred revenue	118,831,270.	19	153,647,638.
	20 Tax-exempt bond liabilities	214,944,787.	20	237,193,752.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	40,239.	21	41,509.
	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	185,986,954.	25	219,381,837.
	26 Total liabilities. Add lines 17 through 25	529,032,992.	26	620,764,969.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-148,370,326.	27	-176,000,097.
	28 Temporarily restricted net assets	2,025,623.	28	3,356,574.
	29 Permanently restricted net assets	24,864,870.	29	27,501,262.
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	-121,479,833.	33	-145,142,261.
	34 Total liabilities and net assets/fund balances	407,553,159.	34	475,622,708.

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Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	164,745,044.
2 Total expenses (must equal Part IX, column (A), line 25)	2	152,181,248.
3 Revenue less expenses. Subtract line 2 from line 1	3	12,563,796.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-121,479,833.
5 Net unrealized gains (losses) on investments	5	-3,606,867.
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	-32,619,356.
10 Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-145,142,260.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X
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		
2b Were the organization's financial statements audited by an independent accountant?	2b	X
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 type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis		
2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

Form 990 (2017)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section

4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ.

► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public
Inspection

Name of the organization

ASBURY ATLANTIC, INC.

Employer identification number

52-0607956

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 12, 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 (Form 990 or 990-EZ).)
- 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 agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 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.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 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 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - 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
 - g Provide the following information about the supported organization(s).

(I) Name of supported organization	(II) EIN	(III) Type of organization (described on lines 1-10 above (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		
Total						

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. 732021 10-06-17 Schedule A (Form 990 or 990-EZ) 2017

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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2016 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2017. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
b 33 1/3% support test - 2016. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2017. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2016. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		
► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		
► <input type="checkbox"/>		

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

(Complete only if you checked the box on line 10 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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	4,305,710.	2,070,731.	972,387.	3,186,616.	5,128,326.	15,663,770.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	116,579,022.	121,138,341.	126,342,656.	129,444,214.	150,180,199.	643,684,432.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	120,884,732.	123,209,072.	127,315,043.	132,630,830.	155,308,525.	659,348,202.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
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						0.
c Add lines 7a and 7b						0.
8 Public support. (Subtract line 7c from line 6.)						659,348,202.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
9 Amounts from line 6	120,884,732.	123,209,072.	127,315,043.	132,630,830.	155,308,525.	659,348,202.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	2,003,195.	2,053,937.	2,302,257.	1,923,550.	2,333,882.	10,616,821.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	2,003,195.	2,053,937.	2,302,257.	1,923,550.	2,333,882.	10,616,821.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)	122,887,927.	125,263,009.	129,617,300.	134,554,380.	157,642,407.	669,965,023.
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						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f))	15	98.42	%
16 Public support percentage from 2016 Schedule A, Part III, line 15	16	98.39	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f))	17	1.58	%
18 Investment income percentage from 2016 Schedule A, Part III, line 17	18	1.61	%
19a 33 1/3% support tests - 2017. 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			
► <input checked="" type="checkbox"/>			
b 33 1/3% support tests - 2016. 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			
► <input type="checkbox"/>			
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions			
► <input type="checkbox"/>			

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1		
2		
3a		
3b		
3c		
4a		
4b		
4c		
5a		
5b		
5c		
6		
7		
8		
9a		
9b		
9c		
10a		
10b		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a 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?	11a	
b A family member of a person described in (a) above?	11b	
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.	11c	

Section B. Type I Supporting Organizations

	Yes	No
1 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 Part VI 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.	1	
2 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 Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.	2	

Section C. Type II Supporting Organizations

	Yes	No
1 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 Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).	1	

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1	
2 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 Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).	2	
3 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 Part VI the role the organization's supported organizations played in this regard.	3	

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		Yes	No
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 Activities Test. Answer (a) and (b) below.			
a 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 Part VI 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.	2a		
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 Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b		
3 Parent of Supported Organizations. Answer (a) and (b) below.			
a 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 Part VI.	3a		
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 Part VI the role played by the organization in this regard.	3b		

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 (explain in Part VI.) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(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 Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8		
Section B - Minimum Asset Amount		(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 Total (add lines 1a, 1b, and 1c)	1d		
e Discount 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 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount			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 Distributable Amount. 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) 2017

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	Total annual distributions. 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 2017 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-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013			
c From 2014			
d From 2015			
e From 2016			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2017 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2017, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI . See instructions.			
6 Remaining underdistributions for 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2018. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2013			
b Excess from 2014			
c Excess from 2015			
d Excess from 2016			
e Excess from 2017			

Schedule A (Form 990 or 990-EZ) 2017

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017**Name of the organization****ASBURY ATLANTIC, INC.****Employer identification number****52-0607956****Organization type** (check one):**Filers of:****Section:**Form 990 or 990-EZ 501(c)(3) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ► \$ _____

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

ASBURY ATLANTIC, INC.

Employer identification number

52-0607956

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 5,128,326.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

ASBURY ATLANTIC, INC.

Employer identification number

52-0607956

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____

Name of organization

ASBURY ATLANTIC, INC.

Employer identification number

52-0607956

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check ► if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ► if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No												

4-Year Averaging Period Under section 501(h)

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

See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?	X		6,270.
j Total. Add lines 1c through 1i			6,270.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?		
5 Taxable amount of lobbying and political expenditures (see instructions)	4	
	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B, LINE 1, LOBBYING ACTIVITIES:

A PORTION OF ASBURY ATLANTIC'S DUES TO LEADINGAGE WERE FOR USED FOR

ADVOCACY ISSUES RELATED TO RESIDENTIAL AND HEALTHCARE SERVICES FOR THE

AGED.

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**► Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990.

► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017Open to Public
Inspection

Name of the organization

ASBURY ATLANTIC, INC.

Employer identification number
52-0607956**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" on 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" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input checked="" type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> 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.	
2a Total number of conservation easements	Held at the End of the Tax Year
2b Total acreage restricted by conservation easements	1
2c Number of conservation easements on a certified historic structure included in (a)	15.00
2d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	
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 ►	1
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

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

Complete if the organization answered "Yes" on 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 on 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 on Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

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

Schedule D (Form 990) 2017

732051 10-09-17

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" on 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
1c	
1d	
1e	
1f	

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 on Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	24,864,870.	24,829,939.	24,174,363.	23,389,624.	22,763,584.
b Contributions					
c Net investment earnings, gains, and losses	854,431.	34,931.	655,576.	784,739.	626,040.
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	25,719,301.	24,864,870.	24,829,939.	24,174,363.	23,389,624.

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 ► 100.00 %

c Temporarily restricted endowment ► %

The percentages on 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
3a(i)		X
3a(ii)	X	
3b	X	

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

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" on 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
1a Land		20,065,107.		20,065,107.
b Buildings	498,664,751.	251,231,730.	247,433,021.	
c Leasehold improvements	22,117,381.	11,235,434.	10,881,947.	
d Equipment	53,517,840.	46,525,751.	6,992,089.	
e Other	815,344.	395,475.		419,869.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)			► 285,792,033.	

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on 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)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ►		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on 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)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ►		

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) INTEREST IN NET ASSETS OF FOUNDATION	23,257,606.
(2) DEFERRED MARKETING COSTS	1,098,163.
(3) OTHER RECEIVABLE	446,729.
(4) INTEREST RECEIVABLE	150,935.
(5) DUE FROM ACOMM	55,420,346.
(6) DEPOSITS AND OTHER ASSETS	41,511.
(7) INVESTMENT IN LAND	134,192.
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	80,549,482.

Part X Other Liabilities.

Complete if the organization answered "Yes" on 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) VALUATION SWAP AGREEMENTS	24,591,723.	
(3) REFUNDABLE FEES	2,027,826.	
(4) OBLIGATION-DEFERRED GIVING	388,965.	
(5) CONTINGENT REFUNDABLE ENTRANCE FEE		
(6) LIABILITY	184,032,003.	
(7) PROJECTED REFUND OF STANDARD		
(8) ENTRANCE FEES	4,743,864.	
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	219,381,837.	

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" on Form 990, Part IV, line 12a.

1 Total revenue, gains, and other support per audited financial statements	1	168,022,644.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains (losses) on investments	2a	-3,606,867.
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIII.)	2d	6,884,467.
e Add lines 2a through 2d	2e	3,277,600.
3 Subtract line 2e from line 1	3	164,745,044.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII.)	4b	
c Add lines 4a and 4b	4c	0.
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	164,745,044.

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

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

1 Total expenses and losses per audited financial statements	1	155,997,941.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a Donated services and use of facilities	2a	
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIII.)	2d	3,816,693.
e Add lines 2a through 2d	2e	3,816,693.
3 Subtract line 2e from line 1	3	152,181,248.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII.)	4b	
c Add lines 4a and 4b	4c	0.
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	152,181,248.

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 II, LINE 3:

ASBURY ATLANTIC, INC. HAS A 15 ACRE FOREST CONSERVATION EASEMENT

AGREEMENT WITH THE CITY OF GAITHERSBURG, MD THAT PRESERVES TREES, TREE

CANOPY AND FORESTS. ASBURY ATLANTIC, INC. DOES NOT REPORT CONSERVATION

EASEMENTS IN ITS FINANCIAL STATEMENTS. THERE ARE NO REVENUES, EXPENSES OR

ASSETS, OTHER THAN THE LAND, RELATED TO THIS CONSERVATION EASEMENT.

PART IV, LINE 2B:

ASBURY ATLANTIC, INC. HOLDS AND MANAGES RESIDENT TRUST FUND ACCOUNTS THAT

ARE USED FOR PERSONAL ITEMS FOR THE RESIDENTS. ASBURY ATLANTIC, INC. IS

ACTING IN A FIDUCIARY ROLE AND IS LIABLE FOR THE FUNDS IN THE RESIDENT

TRUST FUND.

Part XIII Supplemental Information (continued)**PART V, LINE 4:**

THE INTENDED USE OF THE ENDOWMENT FUND IS TO SUPPORT BENEVOLENT CARE.

PART X, LINE 2:

ASBURY ATLANTIC IS 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 AS THERE ARE NO UNRELATED TRADES OR BUSINESSES.

THE COMPANY HAS IMPLEMENTED PROCESSES TO ENSURE COMPLIANCE WITH THE 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 OF ALL COMPENSATION ARRANGEMENTS WITH DISQUALIFIED PERSONS 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 COMPENSATION COMMITTEE ALSO HIRES OUTSIDE COUNSEL TO ADVISE THE COMPANY ON COMPLIANCE.

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'S REASSESSMENT OF ITS TAX POSITIONS DID NOT HAVE A MATERIAL IMPACT ON THE COMPANY'S RESULTS OF OPERATIONS OR FINANCIAL POSITION.

Part XIII Supplemental Information (continued)

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 2014 TO 2016 ARE OPEN TO EXAMINATION BY FEDERAL, LOCAL, AND STATE AUTHORITIES.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

RENT EXPENSE	34,107.
VALUE CHANGES IN DERIVATIVE INSTRUMENTS	1,234,194.
CHANGE IN BENEFICIAL INTEREST IN NET ASSETS OF FOUNDATION	2,283,754.
CHANGE IN VALUE OF OBLIGATIONS UNDER CHARITABLE GIFT	
ANNUITIES	-40,716.
TWO MONTHS ASBURY SOLOMONS ACTIVITY REPORTED ON SEPARATE 990	3,373,128.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	6,884,467.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSES	34,107.
TRANSFER TO ACOMM	579,500.
TWO MONTHS ASBURY SOLOMONS ACTIVITY REPORTED ON SEPARATE 990	3,203,086.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	3,816,693.

Part XIII **Supplemental Information** *(continued)*

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

(a) Description of liability

(b) Amount

DEPOSITS FROM PROSPECTIVE RESIDENTS

3,597,456.

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.

► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017Open to Public
Inspection

Name of the organization

ASBURY ATLANTIC, INC.Employer identification number
52-0607956**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 on 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 (such as, 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 on 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 type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed on 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 on 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" on line 5a or 5b, describe in Part III.

6 For persons listed on 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" on line 6a or 6b, describe in Part III.

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

8 Were any amounts reported on 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" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

Schedule J (Form 990) 2017

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 on 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 aren't 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 on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) DOUGLAS LEIDIG DIRECTOR, PRESIDENT	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 499,059.	86,473.	12,196.	10,600.	15,495.	623,823.	0.
(2) SUE DACAMARA DIRECTOR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 400,139.	30,153.	4,547.	10,600.	11,512.	456,951.	0.
(3) ANDREW JOSEPH ASST. SECRETARY	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 244,738.	15,750.	1,146.	10,600.	13,710.	285,944.	0.
(4) ANDREW JEANNERET ASST. TREASURER	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 215,133.	50,000.	827.	0.	7,687.	273,647.	0.
(5) MELISSA HADLEY VICE PRESIDENT	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 256,678.	12,277.	2,384.	10,600.	14,181.	296,120.	0.
(6) JIM SCHNEIDER VICE PRESIDENT	(i) 183,411.	13,664.	5,000.	8,708.	12,322.	223,105.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(7) ROBIN STERN VICE PRESIDENT	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 240,756.	9,703.	2,072.	10,326.	15,259.	278,116.	0.
(8) KIM EHRENFRIED ASST. TREASURER	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 199,770.	15,032.	643.	9,323.	15,229.	239,997.	0.
(9) PEGGY CRESPI KAPLAN ASST. SECRETARY	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 334,915.	25,316.	8,173.	10,600.	11,465.	390,469.	0.
(10) BRAD ANDRUS ASST. SECRETARY	(i) 0.	7,414.	0.	0.	0.	7,414.	0.
	(ii) 208,619.	0.	648.	9,129.	14,231.	232,627.	0.
(11) RHONDA TERANTO ASST. TREASURER	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 217,078.	18,410.	1,827.	9,922.	12,292.	259,529.	0.
(12) BRIAN GRUNDUSKY VICE PRESIDENT	(i) 185,703.	9,944.	390.	8,685.	11,644.	216,366.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(13) DOUG MYERS PRESIDENT & CEO, FOUNDATION	(i) 255,668.	20,314.	1,273.	10,600.	14,729.	302,584.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(14) ROBERT LIEBREICH EXECUTIVE DIRECTOR, AMV	(i) 236,626.	3,933.	488.	1,640.	298.	242,985.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(15) DEBORAH HEDGES ASSOCIATE EXECUTIVE DIRECTOR, AMV	(i) 146,002.	4,992.	304.	7,344.	10,617.	169,259.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(16) BRENT BAYES DIRECTOR SALES & MARKETING	(i) 127,004.	18,200.	392.	7,209.	14,718.	167,523.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.

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 on 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 aren't 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.

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 AND ALL DISQUALIFIED PERSONS IS

REVIEWED AND RECOMMENDED TO THE BOARD OF ASBURY COMMUNITIES, INC. BY THE

COMPENSATION COMMITTEE OF THE BOARD.

► Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
 ► Attach to Form 990. ► Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

ASBURY ATLANTIC, INC.

Employer identification number
 52-0607956

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
CITY OF GAITHERSBURG A (MD)	52-6000792	363128BL2	11/30/06	73,400,702.	CURRENT REFUNDING		X		X	X	
CITY OF GAITHERSBURG B (MD)	52-6000792	363128CB3	12/16/09	18,837,005.	CURRENT REFUNDING		X		X	X	
CUMBERLAND COUNTY C MUNICIPAL AUTHORITY (PA)	23-6003119	230614FK0	11/10/10	73,542,289.	CURRENT REFUNDING		X		X		X
CUMBERLAND COUNTY D MUNICIPAL AUTHORITY (PA)	23-6003119	230614GK9	10/31/12	52,585,767.	CURRENT REFUNDING		X		X		X

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired		20,751,989.	5,867,289.	2,885,767.
2 Amount of bonds legally defeased				
3 Total proceeds of issue	73,400,702.	18,837,005.	73,542,289.	52,585,767.
4 Gross proceeds in reserve funds	6,768,263.	576,770.	6,498,922.	2,339,434.
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds	1,416,958.	376,740.	1,470,845.	1,051,715.
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds				
11 Other spent proceeds	65,215,481.	17,883,495.	65,572,522.	49,194,618.
12 Other unspent proceeds				
13 Year of substantial completion	2006	2009	2010	2012
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X		X	
15 Were the bonds issued as part of an advance refunding issue?		X		X
16 Has the final allocation of proceeds been made?	X		X	X
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X	X

Part III Private Business Use

	A	B	C	D
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?				
2 Are there any lease arrangements that may result in private business use of bond-financed property?	X		X	

Supplemental Information on Tax-Exempt Bonds

► Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
► Attach to Form 990. ► Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

ASBURY ATLANTIC, INC.

Employer identification number
52-0607956

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
CITY OF GAITHERSBURG A (MD)	52-6000792	363128CF4	04/09/14	15,945,241	CURRENT REFUNDING		X		X		X
B											
C											
D											

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired	1,295,241.			
2 Amount of bonds legally defeased				
3 Total proceeds of issue	15,945,241.			
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds				
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds				
11 Other spent proceeds	15,945,241.			
12 Other unspent proceeds				
13 Year of substantial completion				
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X			
15 Were the bonds issued as part of an advance refunding issue?		X		
16 Has the final allocation of proceeds been made?	X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X			

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
		X						
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?								
2 Are there any lease arrangements that may result in private business use of bond-financed property?	X							

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X		X		X		X	
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X		X		X	
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government .....		.47	%		%		%	%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government			%		%		%	%
6 Total of lines 4 and 5 .....		.47	%		%		%	%
7 Does the bond issue meet the private security or payment test?		X		X		X		X
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		X
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X		X		X		X

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?	X		X		X		X	
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X	X		X		X	
b Exception to rebate?		X		X		X		X
c No rebate due?	X		X		X		X	
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X		X		X		X
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		X
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X							
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X							
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X						

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X							
b Exception to rebate?		X						
c No rebate due?		X						
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X						
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X	

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation isn't available under applicable regulations?	X		X		X		X	

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K. See instructions.

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X						
7 Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation isn't available under applicable regulations?	X							

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K. See instructions

SCHEULE K, PART IV, ARBITRAGE, LINE 2C:

(A) ISSUER NAME: CITY OF GAITHERSBURG (MD)

DATE THE REBATE COMPUTATION WAS PERFORMED: 12/31/2017

SCHEULE K, PART I, ROW A, COLUMN (E):

THE ORGANIZATION IS A MEMBER OF AN OBLIGATED GROUP. THE ENTRIES SHOWN IN COLUMN (E) REPRESENTS THE PORTION OF THE TOTAL ISSUE PRICE ALLOCATED TO THE ORGANIZATION.

SCHEULE K, PART II, ROW A, LINES 4 AND 7:

THESE AMOUNTS REPRESENT A PRO RATA PORTION OF THE TOTAL BASED ON THE PORTION OF THE TOTAL ISSUE PRICE ALLOCATED TO THE ORGANIZATION.

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.
- Go to www.irs.gov/Form990 for the latest information.

Name of the organization

ASBURY ATLANTIC, INC.

Employer identification number
52-0607956

FORM 990, PART III, LINE 3, CHANGES IN PROGRAM SERVICES:

ON MARCH 1, 2017, ASBURY SOLOMONS AND ASBURY ATLANTIC ENTERED INTO A BILL OF SALE AND TRANSFER AGREEMENT. UNDER THE TERMS OF THE AGREEMENT, ASBURY ATLANTIC ACQUIRED ALL OF ASBURY SOLOMON'S ASSETS EXCEPT FOR OUTSTANDING ACCOUNTS RECEIVABLE AS OF THE TRANSACTION DATE. IN ADDITION, ASBURY ATLANTIC ASSUMED ALL OBLIGATIONS, INCLUDING THIRD PARTY CONTRACTS, OF ASBURY SOLOMONS. THERE WERE NO CHANGES IN SERVICES PROVIDED BY ASBURY SOLOMONS OR ASBURY ATLANTIC AS A RESULT OF THE TRANSACTION.

FORM 990, PART III, LINE 4

AS PART OF ASBURY COMMUNITIES, ASBURY ATLANTIC PLEDGES EACH DAY TO MAKE A DIFFERENCE IN THE LIVES OF THOSE WE SERVE AND TO SERVE AS A PARTNER FOR GOOD IN THE COMMUNITY AT LARGE.

WE HONOR OUR LEGACY THROUGH SUPPORTING AND PARTNERING WITH CHARITABLE AND COMMUNITY ORGANIZATIONS, EDUCATIONAL INSTITUTIONS, AND AGING SERVICES AND HEALTH PROVIDERS.

AT ASBURY ATLANTIC, OUR CONTRIBUTIONS ARE PRIMARILY FOCUSED ON:

- SUPPORTING SENIOR WELLNESS IN THE REGIONS WHERE WE OPERATE; AND
- TRAINING THE NEXT GENERATION OF AGING SERVICES PROFESSIONALS.

PROVIDING PEACE OF MIND FOR RESIDENTS - BENEVOLENT CARE

A CORNERSTONE OF LIVING OUR MISSION IS ENSURING THAT RESIDENTS WHO

OUTLIVE THEIR FINANCIAL RESOURCES CAN REMAIN IN THEIR HOME AT ASBURY.

Name of the organization

ASBURY ATLANTIC, INC.

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THE ASBURY FOUNDATION, A 501(C)(3) NOT-FOR-PROFIT ORGANIZATION THAT SECURES PHILANTHROPIC SUPPORT TO SUPPORT THE MISSION AND ENHANCE QUALITY OF LIFE FOR OLDER ADULTS SERVED BY THE ASBURY SYSTEM, WAS ESTABLISHED TO SUPPORT THESE EFFORTS. ASBURY PROVIDES FINANCIAL SUPPORT TO RESIDENTS WHO OUTLIVE THEIR RESOURCES THROUGH NO FAULT OF THEIR OWN.

HIGHLIGHTS OF THIS YEAR'S COMMUNITY BENEFIT ACCOMPLISHMENTS AT EACH ASBURY ATLANTIC COMMUNITY INCLUDE THE FOLLOWING:

ASBURY METHODIST VILLAGE

IN THE AREA OF TRAINING FUTURE GENERATIONS OF CAREGIVERS, ASBURY METHODIST VILLAGE (AMV) PROVIDED MENTORING AND TRAINING IN SOCIAL WORK AND PASTORAL CARE SERVICES FOR STUDENTS AT LOYOLA UNIVERSITY OF MARYLAND AND THE UNIVERSITY OF MARYLAND BALTIMORE COUNTY.

AMV DONATED MEETING SPACE FOR MORE THAN 30 NON-PROFIT, COMMUNITY ORGANIZATIONS THROUGHOUT THE YEAR. THOUGH THE MAJORITY OF THIS GROUP'S EFFORTS BENEFIT YOUTH, THIS RESIDENT-CREATED AND RUN COLLABORATION WITH GAITHERSBURG AND MONTGOMERY COUNTY (GAITHERSBURG BELOVED COMMUNITY INITIATIVE) DEVOTED HUNDREDS OF HOURS TO MENTORING AREA AT RISK CHILDREN, HOSTING PARTIES AT ASBURY'S POOL AND OTHER STRUCTURED FITNESS ACTIVITIES. THIS INTERGENERATIONAL MENTORING PROGRAM IS FOCUSED ON THE DEVELOPMENT OF CHARACTER IN THE YOUNG PEOPLE. ASBURY METHODIST VILLAGE HOSTED A CONVERSATIONAL ENGLISH GROUP WITH 25 LATINO MOTHERS FROM THE GAITHERSBURG AREA WHEREBY THEY MET WEEKLY TO STUDY THEIR ENGLISH WITH ASBURY RESIDENTS. STUDENTS FROM GAITHERSBURG AND SOUTHLAKE ELEMENTARY

Name of the organization

ASBURY ATLANTIC, INC.

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SCHOOLS WERE TRANSPORTED TO AMV TO PARTICIPATE IN AN INTER-GENERATIONAL MENTORING PROGRAM WHOSE FOCUS IS THE DEVELOPMENT OF CHARACTER IN THE YOUNG PEOPLE. SUPPORTED MEALS ON WHEELS AND THE MONTGOMERY COUNTY COALITION FOR THE HOMELESS SHELTER WITH FOOD PREPARATION AND STRATEGIC PLANNING SPACE. AMV ASSOCIATES VOLUNTEERED 2 TIMES DURING 2017 AT THE MANNA FOOD BANK WHERE THEY HELPED SORT DONATED FOOD. AMV ASSOCIATES COLLECTED SCHOOL SUPPLIES AND BACKPACKS FOR STUDENTS THAT ATTEND SUMMIT HALL ELEMENTARY SCHOOL IN GAITHERSBURG. COLLECTED ENOUGH TO FILL 150 BACKPACKS AND DONATED 50 CHRISTMAS GIFTS FOR CHILDREN IN THE PROGRAM.

BETHANY VILLAGE

IN THE AREA OF TRAINING THE NEXT GENERATION OF PROFESSIONALS, THE FOLLOWING OCCURRED. PROVIDED TRAINING FOR CERTIFIED NURSING ASSISTANTS, LICENSED PRACTICAL NURSES, REGISTERED NURSES STUDENTS AT SHIPPENSBURG UNIVERSITY, HARRISBURG AREA COMMUNITY COLLEGE AND MESSIAH COLLEGE. ALSO SUPERVISED STUDENTS FROM CUMBERLAND PERRY VOCATIONAL TECHNICAL SCHOOL AND PROVIDED BUDGET TRAINING TO STUDENTS FROM CUMBERLAND VALLEY HIGH SCHOOL.

ORGANIZED AND RAISED \$7,583 FOR THE AREA CHAPTER OF THE ALZHEIMER'S ASSOCIATION THOUGH A ROCK-A-THON AND DONATED \$2,000 FOR THE ASSOCIATION'S WALK TO END ALZHEIMER'S. HOSTED SUPPORT GROUPS FOR FAMILY MEMBERS AND OTHER CAREGIVERS OF PEOPLE WITH ALZHEIMER'S DISEASE.

BETHANY VILLAGE DONATED MEETING SPACE FOR MORE THAN 11 NON-PROFIT, COMMUNITY ORGANIZATIONS THROUGHOUT THE YEAR. IN CONJUNCTION WITH COMMUNITY AID, BETHANY VILLAGE ASSOCIATES COLLECTED, STORED AND ARRANGED FOR PICK-UP OF DONATED CLOTHING. THE EXECUTIVE DIRECTOR OF

Name of the organization

ASBURY ATLANTIC, INC.

Employer identification number

52-0607956

BETHANY VILLAGE SERVES ON THE LEADING AGE PA BOARD OF DIRECTORS.

LEADING AGE IS A NOT-FOR-PROFIT ENTITY THAT REPRESENTS NOT-FOR-PROFIT

SENIOR LIVING PROVIDERS ACROSS THE STATE OF PA. BETHANY VILLAGE

ASSOCIATES SERVED AS VOLUNTEERS THROUGHOUT THE YEAR AT THE FOOD PANTRY

BENEFITING THE UNDERPRIVILEGED SERVED BY NEW HOPE MINISTRIES. THE

FIRST ANNUAL ONE MORE DAY FOUNDATION 5K RUN WAS HELD AT BETHANY VILLAGE

DURING 2017. THIS EVENT PROMOTES AWARENESS TO PREVENT DISTRACTED

DRIVING. FINALLY, BETHANY VILLAGE HOSTED AND FACILITATED A MONTHLY

SUPPORT GROUP TO BENEFIT ALZHEIMER'S ASSOCIATION AND BETHANY VILLAGE

ALSO PROVIDED A \$2,000 SPONSORSHIP FOR THE ALZHEIMER'S ASSOCIATION

MEMORY WALK.

SPRINGHILL

IN THE AREA OF TRAINING THE NEXT GENERATION OF PROFESSIONALS, THE

FOLLOWING OCCURRED.

PROVIDED TRAINING AND RESEARCH ASSISTANCE FOR NURSING AND

REHABILITATIVE THERAPY STUDENTS AT GANNON AND MERCYHURST UNIVERSITIES

AS WELL AS THE ERIE COUNTY TECHNOLOGY SCHOOL.

SPRINGHILL ASSOCIATES PARTICIPATED IN THE ADOPT-A-HIGHWAY HIGHWAY

CLEAN- UP PROJECT. SPRINGHILL ASSOCIATES WERE ALSO ACTIVE MEMBER OF THE

ALZHEIMER'S ASSOCIATION AND ALZHEIMER'S ASSOCIATION SUPPORT GROUP.

ADDITIONALLY, \$2,212 WAS RAISED FOR AND ASSOCIATES HELPED ORGANIZE WALK

TO END ALZHEIMER'S. HELD MONTHLY PARKINSON'S PARTNERS SUPPORT GROUP

MEETINGS THAT SUPPORT RESIDENTS IN THE COMMUNITY AND INDIVIDUALS

OUTSIDE THE COMMUNITY THAT CARE FOR OR HAVE PARKINSON'S. SNF

ADMINISTRATOR VOLUNTEERED AS A SURVEYOR FOR A CARF/CCAC SURVEYS AT A

732212 09-07-17

Schedule O (Form 990 or 990-EZ) (2017)

Name of the organization

ASBURY ATLANTIC, INC.

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52-0607956

CCRC'S IN NEW JERSEY AND FLORIDA. SPRINGHILL ASSOCIATE VOLUNTEERS AT THE LOCAL FIRE DEPARTMENT PROVIDING FIREFIGHTING, RESCUE, AND EMS RESPONSES. AN ASSOCIATE PARTICIPATED IN THE WEST COUNTY PARAMEDIC BOARD MEETINGS AND SERVED ON THE ERIE PUBLIC SAFETY ADVISORY COMMITTEE.

SPRINGHILL ASSOCIATES WERE ALSO ACTIVE MEMBERS OF THE HEALTHCARE VENTURES ALLIANCE. SPRINGHILL ASSOCIATES AND RESIDENTS HELD A COAT DRIVE BENEFITTING THE UPPER ROOM HOMELESS SHELTER. DURING 2017, SPRINGHILL DONATED 3 WHEELCHAIRS, 22 WALKERS, 4 PULMONARY WALKERS, AND 2 CANES TO CHOSE INTERNATIONAL. ADDITIONALLY, SPRINGHILL ASSOCIATES ORGANIZED A DRIVE FOR THE HUMANE SOCIETY WHICH WAS IN DESPERATE NEED OF TOWELS, SHEETS, AND USED LINENS FOR SHELTERED ANIMALS WAITING FOR ADOPTION.

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 6:

ASBURY ATLANTIC HAS ONE MEMBER, ASBURY COMMUNITIES, INC.

FORM 990, PART VI, SECTION A, LINE 7A:

ASBURY COMMUNITIES, INC IS THE SOLE MEMBER OF ASBURY ATLANTIC AND ELECTS THE GOVERNING BODY.

FORM 990, PART VI, SECTION A, LINE 7B:

ONLY CERTAIN DECISIONS OF THE GOVERNING BODY ARE SUBJECT TO ASBURY

Name of the organization

ASBURY ATLANTIC, INC.

Employer identification number

52-0607956

COMMUNITY INC'S APPROVAL. THESE DECISIONS INCLUDE: (1) MANAGEMENT SERVICES RELATIONSHIPS AND CONTRACTS; (2) ANY ORGANIZATIONAL CHANGE IN GENERAL, INCLUDING MERGERS, SALES, LEASES, ETC, OF SUBSTANTIALLY ALL OF THE ASSETS AND THE CREATION OF NEW ENTITIES; (3) AMENDMENTS TO MISSION OR VISION STATEMENTS; (4) AMENDMENTS TO THE ARTICLES OF INCORPORATION OR BYLAWS.

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

ASBURY COMMUNITIES, INC. IS THE SOLE MEMBER OF ASBURY ATLANTIC, INC., ASBURY-SOLOMONS, INC., INVERNESS VILLAGE, AN OKLAHOMA NOT FOR PROFIT CORPORATION, CALVERT COUNTY NURSING CENTER, INC., ASBURY, INC., BETHANY DEVELOPMENT CORPORATION, AND ASBURY HCBS, INC. ASBURY COMMUNITIES, INC. HAS A SYSTEM WIDE AUDIT AND COMPLIANCE COMMITTEE. THE ASBURY COMMUNITIES, INC. BOARD OF DIRECTORS HAS DELEGATED A REVIEW OF THE FORM 990 TO THE SYSTEM AUDIT AND COMPLIANCE COMMITTEE WHICH PERFORMED THEIR REVIEW ON 9/27/18. THE ASBURY COMMUNITIES, INC., FOUNDATION, ASBURY ATLANTIC, ASBURY SOLOMONS, ASBURY COMMUNITIES HCBS, CALVERT COUNTY NURSING CENTER, ASBURY, INC., BETHANY DEVELOPMENT CORPORATION, AND INVERNESS VILLAGE BOARD OF DIRECTORS WERE FORWARDED A COPY OF THEIR RESPECTIVE DRAFT FORM 990 FOR THEIR REVIEW AND PROVIDED A LINK TO A RECORDING OF THE AUDIT AND COMPLIANCE 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 STAFF AND AUDIT AND COMPLIANCE COMMITTEE.

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

THE ASBURY COMMUNITIES CONFLICT OF INTEREST POLICY WAS APPROVED BY THE BOARD OF DIRECTORS. THE COMPLIANCE OFFICER 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

Name of the organization

ASBURY ATLANTIC, INC.

Employer identification number

52-0607956

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 OF INTEREST DISCLOSURE FORM AND IS ADVISED OF THEIR FIDUCIARY OBLIGATIONS. THE COMPLIANCE OFFICER, WHO HAD A DIRECT REPORTING LINE TO THE CHAIR OF THE AUDIT AND COMPLIANCE COMMITTEE AND REPORTS QUARTERLY TO THE AUDIT AND COMPLIANCE COMMITTEE, ANALYZES ALL DISCLOSURE FORMS FOR POTENTIAL CONFLICTS, AND PREPARES A REPORT FOR THE AUDIT AND COMPLIANCE COMMITTEE. A REPORT WAS MADE TO THE BOARD THAT THERE WERE NO CONFLICTS DURING 2017. WHEN AN ACTUAL OR POTENTIAL CONFLICT OF INTEREST ARISES INVOLVING A BOARD OR COMMITTEE MEMBER, THE AUDIT AND COMPLIANCE COMMITTEE IS INFORMED AND WILL FOLLOW SPECIFIC PROTOCOL OUTLINED IN THE CONFLICT OF INTEREST POLICIES AND PROCEDURES.

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

THE COMPENSATION COMMITTEE MEETS WITH THE INDEPENDENT COMPENSATION CONSULTANT, AND BASED ON INFORMATION PROVIDED TO THE COMMITTEE 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 ARE 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 HAS A PRESENTATION ONCE A YEAR ON EXECUTIVE COMPENSATION AND BENEFITS. THE PRESIDENT IS PRESENT TO GIVE BOARD MEMBERS AN OPPORTUNITY TO ASK QUESTIONS AND TO PROVIDE SALARIES AND GRADE LEVELS

Name of the organization

ASBURY ATLANTIC, INC.

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52-0607956

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 SULLIVAN COTTER (A COMPENSATION CONSULTING FIRM).

THE COMPENSATION COMMITTEE HAS DEVELOPED AND USES A COMPENSATION PHILOSOPHY DOCUMENT WHICH ESTABLISHES GUIDELINES FOR COMPENSATION AND IDENTIFIES COMPARABLE DATA. THE COMMITTEE HOLDS A MINIMUM OF 4 MEETINGS EACH YEAR. AT THE FALL MEETING THEY REVIEW SULLIVAN COTTER DATA AND REPORTS IN ORDER TO MAKE RECOMMENDATIONS REGARDING SALARIES AND BENEFITS. THIS ANNUAL REVIEW ALSO ENSURES COMPLIANCE WITH IRS INTERMEDIATE SANCTIONS REQUIREMENTS. THE BOARD OF DIRECTORS ULTIMATELY REVIEWS/APPROVES/ AND OR ADJUSTS RECOMMENDATIONS FROM THE COMPENSATION COMMITTEE AND SETS COMPENSATION. THE PROCESS WAS LAST REVIEWED IN 2017.

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

THE GOVERNING DOCUMENTS ARE AVAILABLE IN THE RESIDENT LIBRARIES. THE CONFLICT OF INTEREST POLICY IS AVAILABLE UPON REQUEST. THE AUDITED FINANCIAL STATEMENTS ARE AVAILABLE FOR PUBLIC VIEWING ON OUR WEBSITE.

FORM 990, PART VII, SECTION A

THE OFFICERS THAT HAVE COMPENSATION FROM RELATED ORGANIZATIONS REPORTED IN PART VII, SECTION A, COLUMN E OF THE FORM 990 PROVIDE EXECUTIVE MANAGEMENT SUPPORT AND OVERALL GUIDANCE TO ASBURY ATLANTIC, INC. AS WELL AS THE OTHER RELATED AND SUPPORTED ORGANIZATIONS OF ASBURY COMMUNITIES, INC. THERE ARE OVER 2,500 TOTAL EMPLOYEES IN THE ASBURY COMMUNITIES, INC. SYSTEM. THE 2017 CONSOLIDATED AUDITED FINANCIAL STATEMENTS FOR ASBURY COMMUNITIES, INC. HAD TOTAL REVENUES OF \$248.9

Name of the organization

ASBURY ATLANTIC, INC.

Employer identification number

52-0607956

MILLION AND TOTAL ASSETS IN EXCESS OF \$660 MILLION.FORM 990, PART VII, SECTION A

BEGINNING WITH YEAR 2014, FOUNDATION ASSOCIATE SALARIES AND BENEFITS,
WHICH WERE PREVIOUSLY REPORTED ON THE ASBURY FOUNDATION IRS FORM 990,
WILL BE REPORTED BY THE ASBURY ENTITY WHERE THEY DEDICATED THEIR TIME.
ASBURY FOUNDATION ASSISTS WITH THE MISSION OF THE NON PROFIT ENTITIES
WITHIN THE ASBURY COMMUNITIES SYSTEM.

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

<u>NET UNREALIZED GAIN ON CHANGE IN MARKET VALUE OF DERIVATIVE</u>	
<u>INSTRUMENTS</u>	1,234,194.
<u>TRANSFER TO ACOMM</u>	-579,500.
<u>CHANGE IN BENEFICIAL INTEREST IN NET ASSETS OF FOUNDATION</u>	2,283,754.
<u>CHANGE IN VALUE OF OBLIGATIONS UNDER CHARITABLE GIFT</u>	
<u>ANNUITIES</u>	-40,716.
<u>NET ASSET TRANSFER FROM ASBURY SOLOMONS</u>	-35,505,213.
<u>TWO MONTH ASBURY SOLOMONS SWAP LOSS</u>	46,458.
<u>TWO MONTH ASBURY SOLOMONS UNREALIZED GAIN ON INVESTMENTS</u>	-58,333.
<u>TOTAL TO FORM 990, PART XI, LINE 9</u>	-32,619,356.

FORM 990, PART XII, LINE 2CTHERE HAS BEEN NO CHANGE IN OVERSIGHT PROCESS FROM THE PRIOR YEAR.

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

► Attach to Form 990.

► Go to www.irs.gov/Form990 for instructions and the latest information

Name of the organization

ASBURY ATLANTIC, INC.

Employer identification number
52-0607956

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

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.

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

Schedule R (Form 990) 2017

Part II Continuation of Identification of Related Tax-Exempt Organizations

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.

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.

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.

		Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a	Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		X
b	Gift, grant, or capital contribution to related organization(s)		X
c	Gift, grant, or capital contribution from related organization(s)		
d	Loans or loan guarantees to or for related organization(s)		X
e	Loans or loan guarantees by related organization(s)		X
f	Dividends from related organization(s)		
g	Sale of assets to related organization(s)		X
h	Purchase of assets from related organization(s)		X
i	Exchange of assets with related organization(s)		X
j	Lease of facilities, equipment, or other assets to related organization(s)		
k	Lease of facilities, equipment, or other assets from related organization(s)		
l	Performance of services or membership or fundraising solicitations for related organization(s)		
m	Performance of services or membership or fundraising solicitations by related organization(s)		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		
o	Sharing of paid employees with related organization(s)		
p	Reimbursement paid to related organization(s) for expenses		
q	Reimbursement paid by related organization(s) for expenses		
r	Other transfer of cash or property to related organization(s)		
s	Other transfer of cash or property from related organization(s)		

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)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

Part VII Supplemental Information.

Provide additional information for responses to questions on Schedule R. See instructions.

PART IV, IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS CORP OR TRUST:**NAME OF RELATED ORGANIZATION:**

IVA, INC.

DIRECT CONTROLLING ENTITY: ASBURY ATLANTIC, INC. AND INVERNESS VILLAGE