



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

2008**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

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

A For the 2008 calendar year, or tax year beginning

07/01, 2008, and ending

06/30, 2009

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization <u>GREENCROFT RETIREMENT COMMUNITIES, IN</u> Doing Business As _____ Number and street (or P O box if mail is not delivered to street address) Room/suite _____ <u>P. O. BOX 819</u> City or town, state or country, and ZIP + 4 <u>GOSHEN, IN 46527</u> F Name and address of principal officer <u>MARK KING</u> <u>1721 GREENCROFT BLVD., GOSHEN, IN 46527</u>	D Employer identification number <u>30-0036587</u>
		E Telephone number <u>(574) 537-4000</u>
		G Gross receipts \$ <u>10,684,076.</u>
		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (03) ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website ▶ <u>WWW.GREENCROFT.ORG</u>		
K Type of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ L Year of formation <u>2002</u> M State of legal domicile <u>IN</u>		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities <u>GREENCROFT RETIREMENT COMMUNITIES' MISSION IS TO PROVIDE MANAGEMENT & SUPPORT SERVICES TO RELATED NOT-FOR-PROFIT ORGANIZATIONS THAT PROVIDE AFFORDABLE HOUSING, QUALITY CARE, & CHARITY CARE FOR OLDER ADULTS.</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	<u>11</u>
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	<u>11</u>
	5 Total number of employees (Part V, line 2a)	5	<u>23</u>
	6 Total number of volunteers (estimate if necessary)	6	<u>26</u>
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	<u>NONE</u>
	b Net unrelated business taxable income from Form 990-T, line 34	7b	<u>NONE</u>
Revenue	8 Contribution and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	<u>19,581.</u>	<u>17,200.</u>
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<u>2,643,577.</u>	<u>3,737,284.</u>
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<u>95,658.</u>	<u>178,463.</u>
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<u>6,825.</u>	<u>3,575.</u>
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<u>2,765,641.</u>	<u>3,936,522.</u>
Expenses	14 Benefits paid to or for members (Part IX, column (A), line 4)	<u>NONE</u>	<u>NONE</u>
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<u>NONE</u>	<u>NONE</u>
	16a Professional fundraising fees (Part IX, column (A), line 11e)	<u>2,028,250.</u>	<u>2,341,155.</u>
	b Total fundraising expenses (Part IX, column (D), line 25) ▶	<u>NONE</u>	<u>NONE</u>
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	<u>714,970.</u>	<u>655,277.</u>
	18 Total expenses - add lines 13-17 (must equal Part IX, column (A), line 25)	<u>2,050,671.</u>	<u>3,281,245.</u>
Net Assets or Fund Balances	19 Revenue less expenses - subtract line 18 from line 12	<u>714,970.</u>	<u>655,277.</u>
	20 Total assets (Part X, line 16)	Beginning of Year	End of Year
	21 Total liabilities (Part X, line 26)	<u>5,881,081.</u>	<u>8,745,039.</u>
	22 Net assets or fund balances - subtract line 21 from line 20	<u>962,562.</u>	<u>862,320.</u>

Part II Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.		
	Signature of officer <u>DALE E. SHENK</u> Type or print name and title <u>Treasurer</u>	Date <u>2/12/2010</u>	
Paid Preparer's Use Only	Preparer's signature <u>[Signature]</u> Firm's name (or yours if self-employed), address, and ZIP + 4 <u>CROWE HORWATH LLP</u> <u>330 E JEFFERSON BLVD, PO BOX 7 SOUTH BEND, IN 46624-0007</u>	Date <u>2/10/10</u>	Check if self-employed <input type="checkbox"/> Preparer's identifying number (see instructions) <u>574-232-3992</u>

May the IRS discuss this return with the preparer shown above? (See instructions)

☒ Yes ☐ No

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

Form 990 (2008)

JSA
8E1010 2 000

42979P A22P 02/09/2010 12:13:28 V08-8.3 857200.002

4

Gib-17 21

SCANNED MAR 11 2010

Part III Statement of Program Service Accomplishments (see instructions)**1** Briefly describe the organization's mission

SEE STATEMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ 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 exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported**4a** (Code _____) (Expenses \$ 3,281,245. including grants of \$ NONE) (Revenue \$ 3,737,284)

GREENCROFT RETIREMENT COMMUNITIES, INC. (GRC) IS THE SPONSOR OF NINE NOT-FOR-PROFIT CONTINUING CARE RETIREMENT COMMUNITIES (CCRC).

GRC PROVIDES THEM WITH SUPPORT AND SERVICES, AND GIVES 2,000 ELDERLY RESIDENTS OF ALL ECONOMIC LEVELS AN ENVIRONMENT THAT EMBRACES THEIR CREATIVITY AND CONTRIBUTIONS AS WELL AS THE CHALLENGES OF AGING.

AT LEAST 40 PERCENT OF RESIDENTS HAVE INCOME BELOW THE FEDERAL POVERTY LINE. RESIDENTS WHO DO NOT MISUSE THEIR ASSETS ARE ELIGIBLE FOR SUPPORT FROM THE GREENCROFT FOUNDATION (ANOTHER RELATED ORGANIZATION) IF THEIR ASSETS RUN OUT.

4b (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)**4c** (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)**4d** Other program services. (Describe in Schedule O.)

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

4e Total program service expenses ► \$ 3,281,245. (Must equal Part IX, Line 25, column (B))

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		X
5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If "Yes," complete Schedule D, Parts XI, XII, and XIII		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the U.S.?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? If "Yes," complete Schedule F, Part I		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J	X	
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 questions 24b-24d and complete Schedule K. If "No," go to question 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	X

Form **990** (2008)

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a	NONE
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	NONE
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	23
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
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 question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	
6a	Did the organization solicit any contributions that were not tax deductible?	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).		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	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, during the year, 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	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
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	

Form **990** (2008)

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O. See instructions

	Yes	No
1a Enter the number of voting members of the governing body	11	
b Enter the number of voting members that are independent	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?	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 organizational documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a material diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organizations contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9a Does the organization have local chapters, branches, or affiliates?		X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	X	
11 Is there any officer, director or 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

	Yes	No
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13 Does the organization have a written whistleblower policy?	X	
14 Does 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		
a The organization's CEO, Executive Director, or top management official?	X	
b Other officers or key employees of the organization?	X	
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," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed IN

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization DALE SHENK, 1721 GREENCROFT BLVD., GOSHEN, IN 46527
574-537-4000

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

Part VIII Statement of Revenue

30-0036587

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d	17,200				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	NONE				
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f		17,200.				
Program Service Revenue	2a	MANAGEMENT/AFFILIATE SUPPORT SERVICES	Business Code	3,737,284.	3,737,284.	NONE	NONE	
	b							
	c							
	d							
	e							
	f	All other program service revenue				NONE	NONE	
	g	Total. Add lines 2a-2f		3,737,284				
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		220,849.	NONE	NONE	220,849.
4		Income from investment of tax-exempt bond proceeds		NONE				
5		Royalties		NONE				
		(i) Real	(ii) Personal					
6a		Gross Rents						
b		Less rental expenses						
c		Rental income or (loss)						
d		Net rental income or (loss)		NONE				
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
			6,679,001	26,167.				
b		Less cost or other basis and sales expenses						
			6,718,400	29,154.				
c		Gain or (loss)						
			-39,399.	-2,987				
d		Net gain or (loss)			-42,386.	NONE	NONE	-42,386
8a		Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a					
b		Less direct expenses	b					
c		Net income or (loss) from fundraising events			NONE			
9a	Gross income from gaming activities See Part IV, line 19	a						
b	Less direct expenses	b						
c	Net income or (loss) from gaming activities			NONE				
10a	Gross sales of inventory, less returns and allowances	a						
b	Less cost of goods sold	b						
c	Net income or (loss) from sales of inventory			NONE				
Miscellaneous Revenue			Business Code					
11a	OTHER INCOME		3,575	NONE	NONE	3,575.		
b								
c								
d	All other revenue			NONE	NONE			
e	Total. Add lines 11a-11d		3,575					
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		3,936,522.	3,737,284	NONE	182,038		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	NONE			
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	NONE			
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	688,494.	688,494.	NONE	NONE
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	NONE			
7 Other salaries and wages	1,049,229.	1,049,229.	NONE	NONE
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions) . .	111,917.	111,917.	NONE	NONE
9 Other employee benefits	371,048.	371,048.	NONE	NONE
10 Payroll taxes	120,467.	120,467.	NONE	NONE
11 Fees for services (non-employees)				
a Management	NONE			
b Legal	33,745.	33,745.	NONE	NONE
c Accounting	127,129.	127,129.	NONE	NONE
d Lobbying	NONE			
e Professional fundraising services See Part IV, line 17	NONE			
f Investment management fees	NONE			
g Other	42,600.	42,600.	NONE	NONE
12 Advertising and promotion	44,790.	44,790.	NONE	NONE
13 Office expenses	76,510.	76,510.	NONE	NONE
14 Information technology	17,104.	17,104.	NONE	NONE
15 Royalties	NONE			
16 Occupancy	68,571.	68,571.	NONE	NONE
17 Travel	19,203.	19,203.	NONE	NONE
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	24,196.	24,196.	NONE	NONE
20 Interest	NONE			
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization . . .	119,143.	119,143.	NONE	NONE
23 Insurance	4,376.	4,376.	NONE	NONE
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a MISCELLANEOUS	146,041.	146,041.	NONE	NONE
b STAFF/PROFESSIONAL DEVELOP.	124,980.	124,980.	NONE	NONE
c GROUNDS/MAINTENANCE	60,600.	60,600.	NONE	NONE
d DUES/SUBSCRIPTIONS	20,506.	20,506.	NONE	NONE
e REPAIRS/MAINTENANCE	10,596.	10,596.	NONE	NONE
f All other expenses			NONE	NONE
25 Total functional expenses. Add lines 1 through 24f	3,281,245.	3,281,245.	NONE	NONE
26 Joint Costs. Check here <input type="checkbox"/> If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	360.	1	260.
	2 Savings and temporary cash investments	2,562,043.	2	4,577,763.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	21,516.	4	41,461.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sales or use	3,080.	8	5,270.
	9 Prepaid expenses and deferred charges	199,393.	9	73,834.
	10a Land, buildings, and equipment cost basis	10a 2,099,384.		
	b Less accumulated depreciation. Complete Part VI of Schedule D.	10b 795,946.		
		1,268,103.	10c	1,303,438.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11	23,698.	13	515,137.
	14 Intangible assets		14	
15 Other assets See Part IV, line 11	1,802,888.	15	2,227,876.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	5,881,081.	16	8,745,039.	
Liabilities	17 Accounts payable and accrued expenses	458,921.	17	516,763.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow account liability. Complete Part IV of Schedule D		21	
	22 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		24	
	25 Other liabilities. Complete Part X of Schedule D	503,641.	25	345,557.
	26 Total liabilities. Add lines 17 through 25.	962,562.	26	862,320.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	4,918,519.	27	7,882,719.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	4,918,519.	33	7,882,719.
	34 Total liabilities and net assets/fund balances	5,881,081.	34	8,745,039.

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X
b	Were the organization's financial statements audited by an independent accountant?	2b	X
c	If "Yes" to lines 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	
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
b	If "Yes," did the organization undergo the required audit or audits?	3b	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

To be completed by all section 501(c)(3) organizations and section 4947(a)(1)
nonexempt charitable trusts.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization

Employer identification number

GREENCROFT RETIREMENT COMMUNITIES, INC.

30-0036587

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: (Please check only one organization.)

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). (Attach Schedule H.)
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 ☐ A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 ☒ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4). (see instructions)
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III - Functionally Integrated d ☐ Type III - Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box. _____ ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____
- (ii) A family member of a person described in (i) above? _____
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? _____

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the organizations the organization supports

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the US?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

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

Schedule A (Form 990 or 990-EZ) 2008

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)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 1-3						
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) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 IV)						
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 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 2008 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	%
16a 33 1/3% support test - 2008. 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 - 2007. 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 - 2008. 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 "fact-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Schedule A (Form 990 or 990-EZ) 2008

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	NONE	11,027.	18,106.	19,581.	17,200	65,914
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	NONE	1,807,767.	2,155,560	2,643,577	3,737,284	10,344,188.
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 1-5	NONE	1,818,794	2,173,666.	2,663,158.	3,754,484.	10,410,102
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b.						
8 Public support. (Subtract line 7c from line 6)						10,410,102.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6.	NONE	1,818,794.	2,173,666.	2,663,158.	3,754,484	10,410,102.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	NONE	36,487.	56,790.	95,658.	220,849	409,784
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	NONE	36,487.	56,790.	95,658	220,849	409,784.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	NONE	NONE	NONE	6,825	3,575.	10,400.
13 Total support. (Add lines 9, 10c, 11, and 12)						10,830,286
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 checked="" type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%
19a 33 1/3% support tests - 2008. 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 type="checkbox"/>		
b 33 1/3% support tests - 2007. 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 **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10, Part II, line 17a or 17b, or Part III, line 12. Provide any other additional information. (see instructions)

SCHEDULE A, PART III - OTHER INCOME

DESCRIPTION	2004	2005	2006	2007	2008	TOTAL
MISCELLANEOUS INCOME	NONE	NONE	NONE	6,825	3,575	10,400
TOTALS	NONE	NONE	NONE	6,825	3,575	10,400

**SCHEDULE D
(Form 990)**

Supplemental Financial Statements

OMB No 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

► **Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.**

Name of the organization

Employer identification number

GREENCROFT RETIREMENT COMMUNITIES, INC.

30-0036587

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate 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? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing 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 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, 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 XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, 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) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items.

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

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

Schedule D (Form 990) 2008

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

3 Using the organization's 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 d ☐ Loan or exchange programs
 b ☐ Scholarly research e ☐ Other _____
 c ☐ Preservation for future generations

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

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

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

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

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

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

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

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

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

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

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ▶ _____ %
 b Permanent endowment ▶ _____ %
 c Term endowment ▶ _____ %

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

- (i) unrelated organizations
 (ii) related organizations

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		984,162.		984,162.
b Buildings		8,235.	2,679.	5,556.
c Leasehold improvements		NONE	NONE	NONE
d Equipment		1,106,987.	793,267.	313,720.
e Other		NONE	NONE	NONE
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c))				1,303,438.

Schedule D (Form 990) 2008

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other -----		

Total. (Column (b) should equal Form 990, Part X, col (B) line 12) ▶		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
SAMARITAN ALLIANCE	NONE	FMV
PCRRG	515,137.	FMV

Total. (Column (b) should equal Form 990, Part X, col (B) line 13) ▶	515,137.	

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

(a) Description	(b) Book value
DUE FROM AFFILIATE- CTL MANOR	199,219.
DUE FROM AFFILIATE- MANOR II	7,953.
DUE FROM AFFILIATE- MANOR III	29,155.
DUE FROM AFFILIATE- MIDDLEBURY	178,100.
DUE FROM AFFILIATE- GOSHEN	215,803.
DUE FROM AFFILIATE- SFV	58,103.
DUE FROM AFFILIATE- HG	147,867.
DUE FROM AFFILIATE- WLNT HILLS	1,362,952.
DUE FROM AFFILIATE - CTV	2,681.
ACCRUED INTEREST RECEIVABLE	26,043.
Total. (Column (b) should equal Form 990, Part X, col (B) line 15) ▶	2,227,876.

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

(a) Description of liability	(b) Amount
Federal income taxes	
DUE TO AFFILIATE - FOUNDATION	NONE
DEFERRED COMPENSATION LIABILITY	345,557.

Total. (Column (b) should equal Form 990, Part X, col (B) line 25) ▶	345,557.

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4-8	9	
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	

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

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIV)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIV)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)		5	

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

1	Total expenses and losses per audited financial statements		1	
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	Losses reported on Form 990, Part IX, line 25	2c		
d	Other (Describe in Part XIV)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIV)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)		5	

Part XIV Supplemental Information

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

This image shows a single sheet of white paper with ten horizontal dashed lines, typical of primary-ruled notebook paper. The lines are evenly spaced and run across the width of the page. There is no handwriting or other markings on the paper.

Part XIV Supplemental Information (continued)

Schedule D (Form 990) 2008

JSA

8E1272 1 000

42979P A22P 02/09/2010 12:13:28 V08-8.3 857200.002

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

► Attach to Form 990. To be completed by organizations
that answered "Yes" to Form 990, Part IV, line 23.

Name of the organization

GREENCROFT RETIREMENT COMMUNITIES, INC.

Employer identification number

30-0036587

Part I Questions Regarding Compensation

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

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

- b** If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain
- 2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

- 3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

<input type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

- 4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a

- 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 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

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

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

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

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

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

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

Yes No

1b	X	
2	X	
4a		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X

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

Schedule J (Form 990) 2008

Part III Supplemental Information

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

SCHEDULE J, PART I, LINE 1A

TRAVEL FOR COMPANIONS:

THE PRESIDENT'S SPOUSE AND/OR FAMILY IS ALLOWED TO ACCOMPANY HIM ON

BUSINESS TRIPS; AMOUNTS PAID ARE TREATED AS TAXABLE INCOME TO THE

PRESIDENT.

SCHEDULE J, PART I, LINE 1A

HEALTH OR SOCIAL CLUB DUES OR INITIATION FEES:

COUNTRY CLUB DUES ARE PAID FOR TWO EMPLOYEES FOR BUSINESS ACTIVITY. NO

TAXABLE BENEFIT IS INCURRED NOR COMPENSATION REPORTED.

**SCHEDULE J-2
(Form 990)**

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

► Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

OMB No 1545-0047

2008

**Open to Public
Inspection**

Name of the Organization

GREENCROFT RETIREMENT COMMUNITIES, INC.

Employer Identification number

30-0036587

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
CONNIE FULMER BOARD MEMBER	1.	X						NONE	NONE	NONE
SHERMAN HANSEN BOARD MEMBER	1.	X						NONE	NONE	NONE
JIM HISTAND BOARD MEMBER	1.	X						NONE	NONE	NONE
DOUG JOHNSTON BOARD MEMBER	1.	X						NONE	NONE	NONE
JOHN L. LIECHTY BOARD MEMBER	1.	X						NONE	NONE	NONE
LAURIE NEUMANN NAFZIGER BOARD MEMBER	1.	X						NONE	NONE	NONE
DAVID OGLE VICE CHAIR	1.	X		X				NONE	NONE	NONE
LOREN ROTH BOARD MEMBER	1.	X						NONE	NONE	NONE
KAREN THOMSON BOARD MEMBER	1.	X						NONE	NONE	NONE
BURL TROYER BOARD MEMBER	1.	X						NONE	NONE	NONE
DALE L. WEAVER CHAIR	1.	X		X				NONE	NONE	NONE
PATRICIA FORD SECRETARY	40.			X				46,137.	NONE	10,863.
ROBERT GIBSON VICE PRESIDENT	40.			X				154,667.	NONE	27,286.
MARK KING PRESIDENT/CEO	40.			X				295,536.	NONE	40,766.
DALE SHENK TREASURER	40.			X				87,592.	NONE	25,646.
SANDRA YODER ADMINISTRATOR/SENIOR VP	5.					X		108,610.	NONE	26,864.
DAVID THOMPSON ADMINISTRATOR/SENIOR VP	5.					X		103,608.	NONE	20,460.
P. WILLIAM TRIPLETT ADMINISTRATOR/SENIOR VP	5.					X		101,012.	NONE	20,231.

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

Schedule J-2 (Form 990) 2008

JSA

8E1294 1 000

42979P A22P 02/09/2010 12:13:28 V08-8.3 857200.002

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

**Open to Public
Inspection**

GREENCROFT RETIREMENT COMMUNITIES, INC.

Employer identification number

30-0036587

FORM 990, PART IV, PAGE 3, LINE 12 AND PART XI, PAGE 11, LINES 2B AND 2C

AUDITED FINANCIAL STATEMENTS:

THE ORGANIZATION'S FINANCIAL STATEMENTS WERE AUDITED IN ACCORDANCE WITH

GAAP BY AN INDEPENDENT ACCOUNTANT ON A CONSOLIDATED BASIS. THE

ORGANIZATION ALSO HAS A COMMITTEE THAT ASSUMES THE RESPONSIBILITY FOR

OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN

INDEPENDENT ACCOUNTANT.

FORM 990, PART V, PAGE 5, LINES 7G AND 7H

ORGANIZATIONS THAT MAY RECEIVE DEDUCTIBLE CONTRIBUTIONS:

THE ORGANIZATION DID NOT RECEIVE ANY CONTRIBUTIONS OF QUALIFIED

INTELLECTUAL PROPERTY, CARS, BOATS, AIRPLANES, OR OTHER VEHICLES DURING

THE YEAR ENDED JUNE 30, 2009; THEREFORE, THESE QUESTIONS DO NOT APPLY AND

HAVE BEEN INTENTIONALLY LEFT BLANK.

FORM 990, PART VI, SECTION A, PAGE 6, LINE 2

FAMILY/BUSINESS RELATIONSHIPS:

JOHN LIECHTY, BOARD MEMBER, AND SANDRA YODER, ADMINISTRATOR/SENIOR VP,

HAVE A FAMILY RELATIONSHIP.

FORM 990, PART VI, SECTION A, PAGE 6, LINE 10

BOARD REVIEW OF FORM 990:

A FINAL DRAFT OF THE FULL FORM 990, INCLUDING ALL APPLICABLE SCHEDULES,

IS PRESENTED BY OUR TAX ADVISORS TO ALL MEMBERS OF THE GOVERNING BODY

DURING A BOARD MEETING PRIOR TO ITS FILING. THIS ALLOWS THE BOARD OF

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

Schedule O (Form 990) 2008

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

Supplemental Information to Form 990

► Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

**Open to Public
Inspection**

Employer identification number

DIRECTORS AND MANAGEMENT TO REVIEW AND PROVIDE COMMENTS AND EXPLANATIONS
REGARDING CHANGES TO THE REDESIGNED FORM.

FORM 990, PART VI, SECTION B, PAGE 6, LINE 12C

COMPLIANCE WITH CONFLICT OF INTEREST POLICY:

BOARD MEMBERS, OFFICERS AND KEY EMPLOYEES ARE REQUIRED TO ANNUALLY
DISCLOSE ANY CONFLICTS OF INTERESTS THEY MAY HAVE WITH THE ORGANIZATION.
THE VP OF FINANCE REVIEWS EACH POLICY STATEMENT SIGNED BY THESE
INDIVIDUALS TO DETERMINE IF ANY CONFLICTS HAVE OCCURRED AND NEED TO BE
BROUGHT TO THE ATTENTION OF THE BOARD. IF A CONFLICT ARISES, THE
RESPECTIVE BOARD MEMBER WILL ABSTAIN HIM/HERSELF FROM ANY RELATED
DISCUSSION, VOTE OR SIMILAR ACTION ON THE MATTER.

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

Schedule O (Form 990) 2008

JSA
8E1300 1 000

42979P A22P 02/09/2010 12:13:28 V08-8.3 857200.002

Name of the organization

Employer identification number

GREENCROFT RETIREMENT COMMUNITIES, INC.

30-0036587

FORM 990, PART VI, SECTION B, PAGE 6, LINES 15A AND 15B

PROCESS TO DETERMINE COMPENSATION OF TOP MANAGEMENT OFFICIAL AND OTHER

OFFICERS AND KEY EMPLOYEES:

GREENCROFT RETIREMENT COMMUNITIES' (GRC) PHILOSOPHY IS TO COMPENSATE TEAM

MEMBERS IN A FAIR MANNER FOR THE WORTH OF WORK PROVIDED WITHIN THE

CURRENT MARKET VALUE RANGE FOR EACH POSITION IN THE ORGANIZATION. GRC

WILL CONDUCT PERIODIC REVIEW OF THE MARKET TO DEVELOP AVERAGE WAGES FOR

POSITIONS WITHIN GREENCROFT RETIREMENT COMMUNITIES.

GREENCROFT RETIREMENT COMMUNITIES WILL START EMPLOYEES THAT MEET THE

MINIMUM REQUIREMENTS FOR THE POSITION AT/OR NEAR THE STARTING WAGE.

EMPLOYEES WITH EXPERIENCE IN A JOB ARE HIRED HIGHER UP IN THE WAGE SCALE.

A HIRING GRID IS USED FOR UP TO ELEVEN YEARS OF EXPERIENCE.

OUR COMPENSATION PHILOSOPHY FOR STAFF OF OUR ORGANIZATION IS BASED ON THE

VARIOUS TIERS. THE FIRST TIER IS GENERAL AND MANAGEMENT STAFF. WE HAVE

HIRED AN OUTSIDE CONSULTANT TO DEVELOP A COMPENSATION SYSTEM FOR ALL OF

GREENCROFT RETIREMENT COMMUNITIES' POSITIONS. THE CONSULTANTS DEVELOPED

A SYSTEM WITH WAGE SCALES THAT USE THE MARKETPLACE AVERAGE FOR KEY

POSITIONS AS THE STARTING POINT FOR THE SCALES. THE WAGE SCALES HAVE A

MINIMUM, A 25TH PERCENTILE, A 50TH PERCENTILE (AVERAGE), A 75TH

PERCENTILE, AND A MAXIMUM. WE STRIVE TO KEEP THE AVERAGE PAY IN THE

MARKETPLACE FOR POSITIONS AT THE MID-POINT OF OUR PAY RANGE FOR A

POSITION DEVELOPED BY OUR CONSULTANTS.

PERIODICALLY WE HIRE A CONSULTANT TO UPDATE THE MARKETPLACE AVERAGE FOR

SEVERAL KEY POSITIONS. THE CONSULTANT WILL USE AREA MARKETPLACE DATA.

Name of the organization

Employer identification number

GREENCROFT RETIREMENT COMMUNITIES, INC.

30-0036587

AAHSA DATA, AND OTHER INDUSTRY DATA TO DEVELOP THE AVERAGE.

OUR COMPENSATION PHILOSOPHY FOR EXECUTIVE STAFF (VICE PRESIDENTS AND

ABOVE) OF OUR ORGANIZATION IS SLIGHTLY DIFFERENT. THE SECOND TIER IS

VICE PRESIDENTS. THE WAGE SCALE SYSTEM IS THE SAME FOR OUR STAFF.

HOWEVER, OUR POLICY STATES THAT VICE PRESIDENTS CAN EARN UP TO THE 85TH

PERCENTILE OF THE RANGE FOR THEIR POSITION.

OUR THIRD TIER IS SENIOR VICE PRESIDENTS AND CEO STAFF. THE WAGE SCALE

SYSTEM IS THE SAME FOR OUR STAFF. HOWEVER, THERE ARE TWO DIFFERENCES.

FIRST, THE POLICY STATES THAT SENIOR VICE PRESIDENTS AND THE CEO CAN EARN

UP TO THE 75TH PERCENTILE OF THE RANGE FOR THEIR POSITION. THE PAY RANGE

USES THE MARKETPLACE MEDIAN AS THE MID-POINT FOR THESE PAY RANGES, NOT

THE MARKETPLACE AVERAGE. GENERALLY THE MEDIAN IS BELOW THE AVERAGE. THE

BOARD HAS ALSO DESIGNED A QUALIFIED DEFERRED COMPENSATION PROGRAM FOR

THIS TIER OF EMPLOYEE. ANNUAL THE BOARD SETS ASIDE UP TO 10% OF THESE

EMPLOYEES' WAGES IN THIS PROGRAM. ANNUALLY THE BOARD REVIEWS THE SALARY

AND WAGE COMPARISONS FOR EACH EXECUTIVE STAFF MEMBER.

THE OVERALL COMPENSATION POLICY, THE VP'S COMPENSATION POLICES AND THE

CEO COMPENSATION POLICY ARE APPROVED BY THE GREENCROFT RETIREMENT

COMMUNITIES (GRC) BOARD OF DIRECTORS. THE VARIOUS AFFILIATES IN THE GRC

STRUCTURE REVIEW THE COMPENSATION POLICIES. ANNUALLY THE GRC BOARD AND

ITS AFFILIATE BOARDS REVIEW THE COMPENSATION OF THEIR RESPECTIVE

EXECUTIVE TEAMS. THEY COMPARE BASE WAGES AND VARIABLE PAY PLAN WITH

NATIONAL DATA PROVIDED BY AMERICAN ASSOCIATION OF HOMES AND SERVICES FOR

THE AGING (AAHSA). THE BOARDS REVIEW THE CURRENT WAGE, THE PERCENTILE

Name of the organization

GREENCROFT RETIREMENT COMMUNITIES, INC.

Employer identification number

30-0036587

RANKING OF THE EMPLOYEE IN HIS/HER RESPECTIVE RANGE AND THE MEDIAN OF THE

MARKETPLACE COMPARED TO THE MID-POINT OF THE EMPLOYEE'S RANGE. THE

BOARDS DOCUMENT THESE MEETINGS AND ACTIONS TAKEN IN THEIR BOARD MINUTES.

THE GRC BOARD HAS REVIEWED THE BASE WAGE AND THE VARIABLE PAY FOR THE

PRESIDENT AND CEO OF GREENCROFT RETIREMENT COMMUNITIES. IN THE FISCAL

YEAR 2009 THIS POSITION WAS AT THE 5TH PERCENTILE OF THE MARKET FOR

SIMILAR SIZE ORGANIZATIONS IN BASE COMPENSATION AND AT THE 11TH

PERCENTILE OF THE MARKET FOR THE VARIABLE PAY COMPENSATION.

FORM 990, PART VI, SECTION C, PAGE 6, LINE 19

PUBLIC DISCLOSURE OF GOVERNING DOCUMENTS, FINANCIAL STATEMENTS, AND

CONFLICT OF INTEREST POLICY:

GOVERNING DOCUMENTS, FINANCIAL STATEMENTS, AND CONFLICT OF INTEREST

POLICIES ARE NOT REQUIRED DISCLOSURES PURSUANT TO INTERNAL REVENUE CODE

(IRC) SECTION 6104. THESE DOCUMENTS ARE NOT AVAILABLE TO THE PUBLIC AT

THIS TIME.

Name of the organization

Employer identification number

GREENCROFT RETIREMENT COMMUNITIES, INC.

30-0036587

FORM 990, PART VII

COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES, AND

HIGHEST COMPENSATED EMPLOYEES:

SHERMAN HANSEN, BOARD MEMBER, DEVOTES APPROXIMATELY ONE HOUR PER WEEK TO
 GREENCROFT MIDDLEBURY, INC. AND HAVEN HUBBARD HOMES, INC. D/B/A HAMILTON
 GROVE, RELATED TAX-EXEMPT ORGANIZATIONS.

DAVID OGLE, BOARD MEMBER, DEVOTES APPROXIMATELY ONE HOUR PER WEEK TO THE
 FOLLOWING RELATED TAX-EXEMPT ORGANIZATIONS:

GREENCROFT GOSHEN, INC.

GREENCROFT CENTRAL MANOR, INC.

GREENCROFT MANOR II, INC.

GREENCROFT MANOR III, INC.

GREENCROFT HOME HEALTH SERVICE, INC.

LOREN ROTH, BOARD MEMBER, DEVOTES APPROXIMATELY ONE HOUR PER WEEK TO
 SOUTHFIELD VILLAGE, INC., A RELATED TAX-EXEMPT ORGANIZATION.

KAREN THOMSON, BOARD MEMBER, DEVOTES APPROXIMATELY ONE HOUR PER WEEK TO
 GREENCROFT FOUNDATION, INC., A RELATED TAX-EXEMPT ORGANIZATION.

BURL TROYER, BOARD MEMBER, DEVOTES APPROXIMATELY ONE HOUR PER WEEK TO
 HAVEN HUBBARD HOMES, INC. D/B/A HAMILTON GROVE, A RELATED TAX-EXEMPT
 ORGANIZATION.

PATRICIA FORD, SECRETARY, DEVOTES APPROXIMATELY ONE HOUR PER WEEK TO THE
 FOLLOWING RELATED TAX-EXEMPT ORGANIZATIONS:

Name of the organization

Employer identification number

GREENCROFT RETIREMENT COMMUNITIES, INC.

30-0036587

GREENCROFT FOUNDATION, INC.

GREENCROFT GOSHEN, INC.

GREENCROFT CENTRAL MANOR, INC.

GREENCROFT MANOR II, INC.

GREENCROFT MANOR III, INC.

GREENCROFT MIDDLEBURY, INC.

GREENCROFT HOME HEALTH SERVICE, INC.

ROBERT GIBSON, VICE PRESIDENT, DEVOTES APPROXIMATELY ONE HOUR PER WEEK TO

GREENCROFT HOME HEALTH SERVICE, INC., A RELATED TAX-EXEMPT ORGANIZATION.

MARK KING, PRESIDENT, DEVOTES APPROXIMATELY ONE HOUR PER WEEK TO

GREENCROFT HOME HEALTH SERVICE, INC., A RELATED TAX-EXEMPT ORGANIZATION.

DALE SHENK, TREASURER, DEVOTES APPROXIMATELY ONE HOUR PER WEEK TO THE

FOLLOWING RELATED TAX-EXEMPT ORGANIZATIONS:

GREENCROFT FOUNDATION, INC.

GREENCROFT GOSHEN, INC.

GREENCROFT CENTRAL MANOR, INC.

GREENCROFT MANOR II, INC.

GREENCROFT MANOR III, INC.

GREENCROFT MIDDLEBURY, INC.

GREENCROFT HOME HEALTH SERVICE, INC.

SOUTHFIELD VILLAGE, INC.

WALNUT HILLS RETIREMENT COMMUNITIES, INC.

HAVEN HUBBARD HOMES, INC. D/B/A HAMILTON GROVE

Name of the organization

Employer identification number

GREENCROFT RETIREMENT COMMUNITIES, INC.

30-0036587

SANDRA YODER, ADMINISTRATOR/SENIOR VP, DEVOTES TIME TO THE FOLLOWING

RELATED TAX-EXEMPT ORGANIZATIONS:

GREENCROFT GOSHEN, INC. 30 HOURS PER WEEK

GREENCROFT CENTRAL MANOR, INC. 1 HOUR PER WEEK

GREENCROFT MANOR II, INC. 5 HOURS PER WEEK

GREENCROFT MANOR III, INC. 5 HOURS PER WEEK

DAVID THOMPSON, ADMINISTRATOR/SENIOR VP, DEVOTES APPROXIMATELY 40 HOURS

PER WEEK TO HAVEN HUBBARD HOMES, INC. D/B/A HAMILTON GROVE, A RELATED

TAX-EXEMPT ORGANIZATION.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

► Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
► See separate instructions.

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization

GREENCROFT RETIREMENT COMMUNITIES, INC.

Employer identification number

30-0036587

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
SEE SCHEDULE R-1					

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

Schedule R (Form 990) 2008

Part V Transactions With Related Organizations

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

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

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

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(A) Name of other organization(s)	(B) Transaction type (e-r)	(C) Amount involved
(1)	SEE SCHEDULE R-1		
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2008

Part II Continuation of Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
GREENCROFT FOUNDATION, INC. P.O. BOX 819 GOSHEN, IN 46527 23-7126990	RAISE FUNDS	IN	501(C)(3)	7	N/A
GREENCROFT GOSHEN, INC. P.O. BOX 819 GOSHEN, IN 46527 35-1270709	HEALTHCARE	IN	501(C)(3)	9	N/A
GREENCROFT CENTRAL MANOR, INC. P.O. BOX 819 GOSHEN, IN 46527 35-6047318	HOUSING	IN	501(C)(3)	9	N/A
GREENCROFT MANOR II, INC. P.O. BOX 819 GOSHEN, IN 46527 35-1377430	HOUSING	IN	501(C)(3)	9	N/A
GREENCROFT MANOR III, INC. P.O. BOX 819 GOSHEN, IN 46527 35-1431475	HOUSING	IN	501(C)(3)	9	N/A
GREENCROFT MIDDLEBURY, INC. P.O. BOX 819 GOSHEN, IN 46527 30-0036865	HOUSING	IN	501(C)(3)	9	N/A
GREENCROFT HOME HEALTH SERVICE, INC. P.O. BOX 819 GOSHEN, IN 46527 35-1606010	HEALTHCARE	IN	501(C)(3)	9	N/A
HAVEN HUBBARD HOMES, INC. D/B/A HAMILTON GROVE, 31869 CHICAGO TRAIL NEW CARLISLE, IN 46552 35-0870110	HEALTHCARE	IN	501(C)(3)	9	N/A
SOUTHFIELD VILLAGE, INC. 6450 MIAMI CIRCLE SOUTH BEND, IN 46614 35-1866553	HEALTHCARE	IN	501(C)(3)	9	N/A
WALNUT HILLS RETIREMENT COMMUNITIES, INC. P.O. BOX 129 WALNUT CREEK, OH 44687 35-1317338	HEALTHCARE	IN	501(C)(3)	9	N/A
MENNONITE HEALTH SERVICES 234 S. MAIN ST., SUITE A GOSHEN, IN 46526 23-1421919	HEALTHCARE	IN	501(C)(3)	9	N/A

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

(A) Name of other organization	(B) Transaction type (a-r)	(C) Amount involved
(7) GREENCROFT FOUNDATION, INC.	C	17,200.
(8) GREENCROFT CENTRAL MANOR, INC.	D	199,219.
(9) GREENCROFT MANOR II, INC.	D	7,953.
(10) GREENCROFT MANOR III, INC.	D	29,155.
(11) GREENCROFT MIDDLEBURY, INC.	D	178,100.
(12) GREENCROFT GOSHEN, INC.	D	215,803.
(13) SOUTHFIELD VILLAGE, INC.	D	58,103.
(14) HAVEN HUBBARD HOMES, INC.	D	147,867.
(15) WALNUT HILLS RETIREMENT COMMUNITIES, INC.	D	1,362,952.
(16) GREENCROFT CENTRAL MANOR, INC.	K	42,468.
(17) GREENCROFT MANOR II, INC.	K	82,150.
(18) GREENCROFT MANOR III, INC.	K	50,243.
(19) GREENCROFT MIDDLEBURY, INC.	K	52,049.
(20) GREENCROFT GOSHEN, INC.	K	2,301,625.
(21) GREENCROFT FOUNDATION, INC.	K	201,816.
(22) SOUTHFIELD VILLAGE, INC.	K	413,903.
(23) HAVEN HUBBARD HOMES, INC.	K	533,944.
(24) GREENCROFT GOSHEN, INC.	R	2,262,138.

Schedule R-1 (Form 990) 2008

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

THE MISSION OF GREENCROFT RETIREMENT COMMUNITIES (GRC) IS TO PROVIDE MANAGEMENT AND SUPPORT SERVICES TO RELATED NOT-FOR-PROFIT ORGANIZATIONS THAT PROVIDE AFFORDABLE HOUSING, QUALITY CARE, AND CHARITY CARE FOR OLDER ADULTS. WE STRIVE TO IMPROVE THE QUALITY OF CARE BY CELEBRATING THE LIVES OF THE SENIORS LIVING IN OUR COMMUNITIES AND WORKING WITH THEM TO ENSURE THEY HAVE OPPORTUNITIES TO LIVE LIFE OUT TO THE FULLEST AND TO WORK TOGETHER TO ADDRESS THE CHALLENGES OF AGING.

STATEMENT 1

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS
=====NAME AND ADDRESS
-----DESCRIPTION OF SERVICES COMPENSATION
-----CROWE HORWATH LLP
330 E. JEFFERSON BLVD., P. O. BOX 7
SOUTH BEND, IN 46624-0007

ACCOUNTING

127,129.

TOTAL COMPENSATION

127,129.
=====

Feb

Form **8868**

(Rev. April 2008)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization <u>GREENCROFT RETIREMENT COMMUNITIES, INC.</u>	Employer identification number <u>30-0036587</u>
	Number, street, and room or suite no. If a P O box, see instructions <u>P. O. BOX 819</u>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <u>GOSHEN, IN 46527</u>	

Check type of return to be filed (file a separate application for each return)

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► GREENCROFT RETIREMENT COMM

Telephone No. ► 574 537-4000

FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☐ calendar year _____ or
► ☒ tax year beginning 07/01, 2008, and ending 06/30, 2009

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	NONE
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	NONE
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	NONE

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2008)

