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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning 07/01 , 2008, and ending 06/30 , 2009

B Check if applicable: Address change; Name change; Initial return; Termination; Amended return; Application pending

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

C Name of organization: SOUTHFIELD VILLAGE, INC.

Doing Business As:

Number and street (or P O box if mail is not delivered to street address): 6450 MIAMI CIRCLE — Room/suite:

City or town, state or country, and ZIP + 4: SOUTH BEND, IN 46614

D Employer identification number: 35-1866553

E Telephone number: (574) 231-1000

G Gross receipts $ 8,169,032.

F Name and address of principal officer: AMY CALDERONE
1721 GREENCROFT BLVD., GOSHEN, IN 46526

H(a) Is this a group return for affiliates? Yes [ ] No [X]

H(b) Are all affiliates included? Yes [ ] No [ ]
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: [X] 501(c)(03) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website ▶ WWW.SOUTHFIELDVILLAGE.ORG

K Type of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation 1991 | M State of legal domicile IN

Part I Summary

1 Briefly describe the organization's mission or most significant activities
SOUTHFIELD VILLAGE PROVIDES ACTIVE, AFFORDABLE RETIREMENT LIVING WITH SUPPORTIVE SERVICES, ASSISTED LIVING, & SKILLED NURSING CARE. CHARITY CARE PROVIDED FOR FYE JUNE 30, 2009 AMOUNTED TO $782,592.

2 Check this box ▶ [ ] 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	9
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	7
5 Total number of employees (Part V, line 2a)	5	202
6 Total number of volunteers (estimate if necessary)	6	19
7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	23,114.
b Net unrelated business taxable income from Form 990-T, line 34	7b	816.

		Prior Year	Current Year
Revenue	8 Contribution and grants (Part VIII, line 1h)	2,948.	411,702.
	9 Program service revenue (Part VIII, line 2g)	6,384,036.	7,423,218.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	145,992.	101,960.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	55,019.	224,409.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,587,995.	8,161,289.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	NONE	NONE
	14 Benefits paid to or for members (Part IX, column (A), line 4)	NONE	NONE
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	2,960,265.	3,047,080.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	NONE	NONE
	b Total fundraising expenses, Part IX, column (D), line 25) ▶ NONE		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	3,648,573.	4,099,126.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	6,608,838.	7,146,206.
	19 Revenue less expenses Subtract line 18 from line 12	-20,843.	1,015,083.

		Beginning of Year	End of Year
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	16,133,031.	16,442,207.
	21 Total liabilities (Part X, line 26)	17,737,733.	17,355,505.
	22 Net assets or fund balances Subtract line 21 from line 20	-1,604,702.	-913,298.

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 2/9/2010

▶ DALE E. SHENK, Treasurer
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ — Date 2/5/10 — Check if self-employed ▶ [ ] — Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ CROWE HORWATH LLP
330 E JEFFERSON BLVD, PO BOX 7 SOUTH BEND, IN 46624-0007

EIN ▶ 35-0921680

Phone no ▶ 574-232-3992

May the IRS discuss this return with the preparer shown above? (See instructions) [X] Yes [ ] No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2008)

JSA
8E1010 2 000

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 $ 5,929,358. including grants of $ NONE) (Revenue $ 7,423,702.)

SEE STATEMENT 2

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 ▶ $** 5,929,358. *(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*	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? *If "Yes," complete Schedule C, Part II*	4		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*	5		
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*	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, 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 hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		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*	11	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*	12	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 U S ?	14a		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*	14b		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*	15		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*	16		X
17	Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*	17		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*	18		X
19	Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		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*	21		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*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5.? *If "Yes," complete Schedule J*	23		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*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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*	25a		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*	25b		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*	26	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*	27		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)? *If "Yes," complete Schedule L, Part IV*	28a		X
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	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? *If "Yes," complete Schedule L, Part IV*	28c	X	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	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? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35		X
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*	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? *If "Yes," complete Schedule R, Part VI*	37		X

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 27			
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	X	
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 202			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X	
	Note: If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)			
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	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 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			

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

			Yes	No
	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			
1a	Enter the number of voting members of the governing body 1a 9			
b	Enter the number of voting members that are independent 1b 7			
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 organizational documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X	
8	Did the organizations contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9a	Does the organization have local chapters, branches, or affiliates?	9a		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?	9b		
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	10	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*	11		X

Section B. Policies

			Yes	No
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	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*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14		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?	15a	X	
b	Other officers or key employees of the organization?	15b	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?	16a		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?	16b		

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 46526
574-537-4000

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

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

1a Complete this table for all persons required to be listed Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- 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 the organization did not compensate any officer, director, trustee, or key employee.

(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			
CAROL ANDERSON BOARD MEMBER	1.	X						NONE	NONE	NONE
FATHER JOHN DELANEY BOARD MEMBER	1.	X						NONE	NONE	NONE
REV. HOSEA DRAKE BOARD MEMBER	1.	X						NONE	NONE	NONE
DR. KEIM HOUSER BOARD MEMBER	1.	X						NONE	NONE	NONE
MARSHA MCCLURE BOARD MEMBER	1.	X						NONE	NONE	NONE
LOREN ROTH BOARD MEMBER	1.	X						NONE	NONE	NONE
PAUL D. SCHOENLE BOARD MEMBER	1.	X						NONE	NONE	NONE
REV. DAVID SUTTER BOARD MEMBER	1.	X						NONE	NONE	NONE
LEROY TROYER BOARD MEMBER	1.	X						NONE	NONE	NONE
MARY BELL BOARD MEMBER - PARTIAL YEAR	1.	X						NONE	NONE	NONE
AMY CALDERONE PRESIDENT/ADMINISTRATOR	40.			X				76,921.	NONE	22,641.
SUZANNE KINCAID SECRETARY	40.			X				37,913.	NONE	16,284.
DALE SHENK TREASURER	1.			X				NONE	87,592.	25,646.

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

(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			
1b Total ▶								114,834.	87,592.	64,571.

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ NONE

		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 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.

(A) Name and business address	(B) Description of services	(C) Compensation
SEE STATEMENT 3		

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ 3

Part VIII Statement of Revenue 35-1866553

		(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				
	e Government grants (contributions) 1e				
	f All other contributions, gifts, grants, and similar amounts not included above 1f 411,702.				
	g Noncash contributions included in lines 1a-1f $ 397,353.				
	h Total. Add lines 1a-1f ▶	411,702			
Program Service Revenue	Business Code				
	2a NURSING SERVICES	5,753,711.	5,753,711.	NONE	NONE
	b RESIDENT SERVICES	1,669,507.	1,669,507	NONE	NONE
	c				
	d				
	e				
	f All other program service revenue			NONE	NONE
	g Total. Add lines 2a-2f ▶	7,423,218.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶	102,458.	NONE	NONE	102,458.
	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			
	(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory — (ii) Other 3,167				
	b Less cost or other basis and sales expenses — (ii) Other 3,665				
	c Gain or (loss) — (ii) Other -498.				
	d Net gain or (loss) ▶	-498.	NONE	NONE	-498.
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 a 4,562				
	b Less direct expenses b 4,078				
	c Net income or (loss) from fundraising events STMT. 4 ▶	484	484.	NONE	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 GAIN ON FORGIVENESS OF DEBT	153,041.	NONE	NONE	153,041
	b BEAUTY/BARBER SHOP INCOME	41,095.	NONE	NONE	41,095.
	c TOURS 561520	23,114.	NONE	23,114.	NONE
	d All other revenue	6,675.	NONE		6,675
	e Total. Add lines 11a-11d ▶	223,925			
	12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶	8,161,289	7,423,702.	23,114	302,771

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).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the 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	153,759.	153,759.	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	2,187,850.	1,979,979.	207,871.	NONE
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions)	87,395.	78,795.	8,600.	NONE
9 Other employee benefits	443,433.	399,806.	43,627.	NONE
10 Payroll taxes	174,643.	157,458.	17,185.	NONE
11 Fees for services (non-employees)				
a Management	379,103.	NONE	379,103.	NONE
b Legal	8,335.	NONE	8,335.	NONE
c Accounting	36,037.	NONE	36,037.	NONE
d Lobbying	NONE			
e Professional fundraising services See Part IV, line 17	NONE			
f Investment management fees	2,500.	NONE	2,500.	NONE
g Other	819,325.	767,222.	52,103.	NONE
12 Advertising and promotion	87,258.	NONE	87,258.	NONE
13 Office expenses	815,809.	730,920.	84,889.	NONE
14 Information technology	NONE			
15 Royalties	NONE			
16 Occupancy	344,167.	259,257.	84,910.	NONE
17 Travel	5,488.	4,155.	1,333.	NONE
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	NONE			
20 Interest	1,005,794.	1,005,794.	NONE	NONE
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization	469,697.	353,817.	115,880.	NONE
23 Insurance	7,444.	5,607.	1,837.	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 BAD_DEBT_EXPENSE	52,200.	NONE	52,200.	NONE
b MISCELLANEOUS	29,413.	26,876.	2,537.	NONE
c TOURS	20,836.	NONE	20,836.	
d DUES/LICENSES/SUBSCRIPTIONS	15,720.	5,913.	9,807.	NONE
e				
f All other expenses				NONE
25 Total functional expenses. Add lines 1 through 24f	7,146,206.	5,929,358.	1,216,848.	NONE
26 Joint Costs. Check here ▶ ☐ 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	1,200.	1	1,200.
	2	Savings and temporary cash investments	1,472,230.	2	2,439,187.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	375,007.	4	390,446.
	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	24,708.	8	24,168.
	9	Prepaid expenses and deferred charges	158,499.	9	80,121.
	10a	Land, buildings, and equipment cost basis 10a 15,808,982.			
	b	Less accumulated depreciation Complete Part VI of Schedule D 10b 3,719,512.	11,841,442.	10c	12,089,470.
	11	Investments - publicly traded securities	1,619,768.	11	1,014,526.
	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	640,177.	15	403,089.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	16,133,031.	16	16,442,207.
Liabilities	17	Accounts payable and accrued expenses	728,507.	17	753,618.
	18	Grants payable		18	
	19	Deferred revenue	31,762.	19	39,617.
	20	Tax-exempt bond liabilities	16,125,338.	20	15,784,518.
	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	170,000.	22	471,189.
	23	Secured mortgages and notes payable to unrelated third parties	400,000.	23	NONE
	24	Unsecured notes and loans payable		24	
	25	Other liabilities. Complete Part X of Schedule D	282,126.	25	306,563.
	26	**Total liabilities.** Add lines 17 through 25	17,737,733.	26	17,355,505.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	-1,611,551.	27	-932,603.
	28	Temporarily restricted net assets	6,849.	28	19,305.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] 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	-1,604,702.	33	-913,298.
	34	Total liabilities and net assets/fund balances	16,133,031.	34	16,442,207.

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 [ ] Cash [X] Accrual [ ] 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	X	
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)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization	Employer identification number
SOUTHFIELD VILLAGE, INC.	35-1866553

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?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the 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									

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** . . . . . ▶ ☐

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 . . . . . ▶ ☐

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 . . . . . ▶ ☐

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 . . . . . ▶ ☐

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 . . . . . ▶ ☐

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 . . . . . ▶ ☐

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")	67,527	3,087	3,115.	2,948	411,702.	488,379.
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	6,179,364.	3,070,510.	6,087,242.	6,384,036.	7,423,218.	29,144,370.
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	6,246,891	3,073,597.	6,090,357	6,386,984	7,834,920	29,632,749
7a Amounts included on lines 1, 2, and 3 received from disqualified persons					318,932.	318,932.
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					318,932	318,932.
8 **Public support** (Subtract line 7c from line 6)						29,313,817

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	6,246,891	3,073,597	6,090,357.	6,386,984.	7,834,920.	29,632,749
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	120,264.	75,933.	162,420	145,992.	101,960	606,569
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	120,264	75,933.	162,420.	145,992	101,960	606,569.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on				3,889.	2,278.	6,167
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	78,687	21,979	19,731.	25,152.	47,770	193,319.
13 **Total support.** (Add lines 9, 10c, 11, and 12)						30,438,804.

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	96.30 %
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	97.25 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2008** (line 10c, column (f) divided by line 13, column (f))	17	1.99 %
18 Investment income percentage from **2007** Schedule A, Part IV-A, line 27h	18	2.06 %

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 ▶ ☒

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 ▶ ☐

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

Part IV **Supplemental Information.** Complete this part to provide the 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
OTHER INCOME	78,687	21,979.	19,731.	25,152.	47,770	193,319
TOTALS	78,687	21,979.	19,731.	25,152.	47,770	193,319.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ 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.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

SOUTHFIELD VILLAGE, INC.

Employer identification number

35-1866553

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)

☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically importantly land area
☐ Preservation of certified historic structure

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 ▶ $ _____

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
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

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

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

Part IV 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

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

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	NONE	1,197,353.		1,197,353.
b Buildings	NONE	13,125,908.	2,900,539.	10,225,369.
c Leasehold improvements	NONE	60,081.	46,294.	13,787.
d Equipment	NONE	1,067,676.	772,679.	294,997.
e Other	NONE	357,964.	NONE	357,964.
Total. Add lines 1a-1e. *(Column (d) should equal Form 990, Part X, column (B), line 10(c))* ▶				12,089,470.

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

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

(a) Description	(b) Book value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 15)* ▶	

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

(a) Description of liability	(b) Amount
Federal income taxes	
RESIDENT REFUNDS AND DEPOSITS	100,460.
DUE TO AFFILIATE - GRC	58,103.
LIFE LEASE NOTES PAYABLE	148,000.
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	306,563.

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	8,161,289.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	7,146,206.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	1,015,083.
4	Net unrealized gains (losses) on investments	4	-323,679.
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	-323,679.
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	691,404.

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	7,841,688.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-323,679.		
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	-323,679.
3	Subtract line 2e from line 1			3	8,165,367.
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	-4,078.		
c	Add lines 4a and 4b			4c	-4,078.
5	Total revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)			5	8,161,289.

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

1	Total expenses and losses per audited financial statements			1	7,150,284.
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	4,078.		
e	Add lines 2a through 2d			2e	4,078.
3	Subtract line 2e from line 1			3	7,146,206.
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	7,146,206.

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

SEE PAGE 5

Part XIV Supplemental Information *(continued)*

OTHER REVENUE NOT INCLUDED ON FORM 990

SCHEDULE D, PART XII, LINE 4B

FUNDRAISING EVENT EXPENSE -$4,078

OTHER EXPENSES NOT INCLUDED ON FORM 990

SCHEDULE D, PART XIII, LINE 2D

FUNDRAISING EVENT EXPENSE - $4,078

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Attach to Form 990 or Form 990-EZ.
▶ To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, lines 38b or 40b.

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Name of the organization: SOUTHFIELD VILLAGE, INC.

Employer identification number: 35-1866553

Part I Excess Benefit Transacations (section 501(c)(3) and section 501(c)(4) organizations only).
To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

Part II Loans to and/or From Interested Persons.
To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
LOREN ROTH FOR STARTUP	X		52,574	52,574		X	X			X
LEROY TROYER FOR STARTUP	X		356,222.	356,222.		X	X			X
JULIE ROTH FOR STARTUP	X		19,062.	19,062		X	X			X
MILTON GIBSON FOR STARTUP	X		23,330	23,330		X	X			X
JACK MATTHYS FOR STARTUP	X		20,000	20,000		X	X			X
Total . . . . . ▶ $				471,188.						

Part III Grants or Assistance Benefitting Interested Persons.
To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.
To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
THE TROYER GROUP	OWNER IS A BOARD MEMBER	198,614.	ARCHITECTURAL SERVICES.		X

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Non-Cash Contributions

▶ To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No 1545-0047

2008

Open To Public Inspection

Name of the organization

SOUTHFIELD VILLAGE, INC.

Employer identification number

35-1866553

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1	Art-Works of art				
2	Art-Historical treasures				
3	Art-Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities-Publicly traded				
10	Securities-Closely held stock				
11	Securities-Partnership, LLC, or trust interests				
12	Securities-Miscellaneous				
13	Qualified conservation contribution (historic structures)				
14	Qualified conservation contribution (other)				
15	Real estate-Residential				
16	Real estate-Commercial				
17	Real estate-Other	X	3	397,353.	FMV
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶(_____)				
26	Other ▶(_____)				
27	Other ▶(_____)				
28	Other ▶(_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29 3

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, line 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b	If "Yes," describe the arrangement in Part II.			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	X	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
b	If "Yes," describe in Part II			
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II			

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Name of the organization	Employer identification number
SOUTHFIELD VILLAGE, INC.	35-1866553

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

ORGANIZATIONS THAT MAY RECEIVE DEDUCTIBLE CONTRIBUTIONS:

THE ORGANIZATION DID NOT RECEIVE ANY CONTRIBUTIONS OF 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 3

MANAGEMENT AGREEMENT:

AS OF JUNE 2008, THE ORGANIZATION IS UNDER A MANAGEMENT/AFFILIATION CONTRACT WITH GREENCROFT RETIREMENT COMMUNITIES, INC. ("GRC"), A RELATED TAX-EXEMPT ORGANIZATION. ACCORDING TO THE AGREEMENT, GRC HAS THE SOLE AND EXCLUSIVE RIGHT TO SUPERVISE, MANAGE, AND OPERATE THE ORGANIZATION'S FACILITY ("THE FACILITY"). IN ADDITION, GRC HAS THE SOLE CONTROL AND DISCRETION WITH REGARD TO THE OPERATION AND MANAGEMENT OF THE FACILITY FOR ALL CUSTOMARY PURPOSES, AS WELL AS THE RIGHT TO DETERMINE ALL OPERATING POLICIES AFFECTING OR CONCERNING THE APPEARANCE AND MAINTENANCE STANDARDS OF OPERATION, AND ANY OTHER MATTER AFFECTING THE FACILITY OR THE OPERATION THEREOF. THE AGREEMENT TERMINATES IN JUNE 2013, AND IS RENEWABLE ANNUALLY FOR ADDITIONAL ONE YEAR PERIODS.

FORM 990, PART VI, SECTION A, PAGE , LINES 6, 7A, AND 7B

MEMBERS AND THEIR RIGHTS:

THE ORGANIZATION HAS ONE MEMBER, GREENCROFT RETIREMENT COMMUNITIES, INC. (GRC), WHO IS ALSO A RELATED TAX-EXEMPT ORGANIZATION. THE RESERVED POWERS OF THE SOLE MEMBER ARE AS FOLLOWS:

1. APPROVAL TO ANY CHANGES IN CORPORATE MISSION, WHICH MAY BE PROPOSED

Name of the organization: SOUTHFIELD VILLAGE, INC.
Employer identification number: 35-1866553

BY THE ORGANIZATION, BUT WHICH SHALL BECOME EFFECTIVE ONLY UPON APPROVAL OF GRC;

2. APPROVAL OF NOMINATED CANDIDATES TO SERVE AS DIRECTOR OF THE ORGANIZATION;

3. THE CREATION OR DISCONTINUANCE OF PROGRAMS OR SERVICES OFFERED BY THE ORGANIZATION;

4. AMENDMENTS TO THE BYLAWS AND ARTICLES OF INCORPORATION;

5. APPROVAL OR THE ADOPTION OF THE ANNUAL BUDGET;

6. APPROVAL OF NON-BUDGETED CONTRACTS AND/OR NON-BUDGETED PURCHASES OF OVER $50,000;

7. THE INCURRENCE OF INDEBTEDNESS OF OVER $500,000;

8. THE SALE OF REAL ESTATE;

9. THE DONATION OR TRANSFER OF ALL OR SUBSTANTIALLY ALL OF THE ORGANIZATION'S ASSETS;

10. ANY MERGER OR CONSOLIDATION WITH ANY OTHER ORGANIZATION, OR THE PARTIAL OR TOTAL DISSOLUTION OF THE ORGANIZATION;

11. THE CREATION OF SUBSIDIARY CORPORATIONS, LLCS, PARTNERSHIPS, OR OTHER ENTERPRISES;

12. THE ACQUISITION OF CONTROLLING INTERESTS IN ANOTHER ENTITY;

13. THE APPOINTMENT OF THE PRESIDENT/CEO, CFO, SECRETARY, AND TREASURER OF THE CORPORATION (BUT NOT THE OFFICERS OF THE BOARD OF DIRECTORS);

14. THE REMOVAL OF THE CHAIR OF THE BOARD OF DIRECTORS, WITH OR WITHOUT CAUSE;

15. THE REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS, WITH OR WITHOUT CAUSE.

NOTWITHSTANDING THESE RESERVED POWERS, THE MEMBER HAS NO FINANCIAL

Name of the organization: SOUTHFIELD VILLAGE, INC.
Employer identification number: 35-1866553

OBLIGATIONS OR RESPONSIBILITIES FOR ANY ACTIONS OF THE ORGANIZATION BY REASON OF SERVING AS A MEMBER.

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 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.

FORM 990, PART VI, SECTION B, PAGE 6, LINE 14

WRITTEN DOCUMENT RETENTION AND DESTRUCTION POLICY:

THE ORGANIZATION CURRENTLY FOLLOWS THE DOCUMENT RETENTION AND DESTRUCTION POLICY OF ITS SOLE MEMBER, GREENCROFT RETIREMENT COMMUNITIES, INC. (GRC). THE ORGANIZATION IS IN THE PROCESS OF IMPLEMENTING ITS OWN DOCUMENT RETENTION AND DESTRUCTION POLICY.

Name of the organization	Employer identification number
SOUTHFIELD VILLAGE, INC.	35-1866553

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

PROCESS TO DETERMINE COMPENSATION OF TOP MANAGEMENT OFFICIAL AND OTHER OFFICERS AND KEY EMPLOYEES:

SOUTHFIELD VILLAGE'S 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. SOUTHFIELD VILLAGE CONDUCTS PERIODIC REVIEW OF THE MARKET TO DEVELOP AVERAGE WAGES FOR THEIR POSITIONS.

SOUTHFIELD VILLAGE STARTS EMPLOYEES THAT MEET THE MINIMUM REQUIREMENTS FOR THE POSITION AT/OR NEAR THE STARTING WAGE. WE MAKE ADJUSTMENTS TO THE STARTING WAGE BASED ON YEARS OF EXPERIENCE IN THAT SPECIFIC POSITION.

OUR COMPENSATION PHILOSOPHY FOR STAFF OF OUR ORGANIZATION IS BASED ON VARIOUS TIERS. THE FIRST TIER IS GENERAL STAFF. WE HAVE HIRED AN OUTSIDE CONSULTANT TO DEVELOP A COMPENSATION SYSTEM FOR ALL OF SOUTHFIELD VILLAGE'S 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 WAGES SCALES HAVE A MINIMUM, A 25TH PERCENTILE, A 50TH PERCENTILE (AVERAGE) A 75TH PERCENTILE AND A MAXIMUM. WE STRIVE TO KEEP OUR AVERAGE FOR POSITIONS AT THE MID-POINT OF A RANGE 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, AAHSA DATA, AND OTHER INDUSTRY DATA TO DEVELOP THE AVERAGE.

Name of the organization	Employer identification number
SOUTHFIELD VILLAGE, INC.	35-1866553

OUR COMPENSATION PHILOSOPHY FOR MANAGEMENT AND EXECUTIVE STAFF (DIRECTORS AND VICE PRESIDENT) OF OUR ORGANIZATION IS SLIGHTLY DIFFERENT. THE SECOND TIER IS MANAGEMENT STAFF. THE WAGE SCALE SYSTEM IS THE SAME FOR OUR STAFF. HOWEVER, OUR POLICY STATES THAT DIRECTORS ARE LIKE OTHER STAFF AND CAN EARN UP TO THE 100TH PERCENTILE OF THE RANGE FOR THEIR POSITION.

OUR THIRD TIER IS VICE PRESIDENT STAFF. THE WAGE SCALE SYSTEM IS THE SAME FOR OUR STAFF. HOWEVER, THERE IS ONE DIFFERENCE. THE POLICY STATES THAT VICE PRESIDENTS CAN EARN UP TO THE 85TH PERCENTILE OF THE RANGE FOR THEIR POSITION. THE RANGE USES THE MEDIAN AS THE MID-POINT NOT THE AVERAGE. GENERALLY THE MEDIAN IS BELOW THE AVERAGE.

THE OVERALL COMPENSATION POLICY AND THE VP COMPENSATION POLICY ARE APPROVED BY THE GREENCROFT RETIREMENT COMMUNITIES (GRC) BOARD OF DIRECTORS. THE SOUTHFIELD VILLAGE REVIEWS THE COMPENSATION POLICIES. ANNUALLY THE GC BOARD AND THE SOUTHFIELD VILLAGE BOARD REVIEW THE COMPENSATION OF THE EXECUTIVE TEAM. THEY COMPARE CURRENT WAGES WITH NATIONAL DATA PROVIDED BY AMERICAN ASSOCIATION OF HOMES AND SERVICES FOR THE AGING (AAHSA). THE BOARDS REVIEW THE CURRENT WAGE, THE PERCENTILE 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 DOCUMENTS THESE MEETINGS AND ACTIONS TAKEN IN THEIR BOARD MINUTES.

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

Name of the organization	Employer identification number
SOUTHFIELD VILLAGE, INC.	35-1866553

PUBLIC DISCLOSURE OF GOVERNING DOCUMENTS, FINANCIAL STATEMENTS, AND CONFLICT OF INTEREST POLICY:

FINANCIAL STATEMENTS, GOVERNING DOCUMENTS, 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.

FORM 990, PART VII

COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES, AND HIGHEST COMPENSATED EMPLOYEES:

DALE SHENK, TREASURER, DEVOTES APPROXIMATELY 40 HOURS PER WEEK TO GREENCROFT RETIREMENT COMMUNITIES, INC., 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

SOUTHFIELD VILLAGE, INC.

Employer identification number

35-1866553

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
GREENCROFT RETIREMENT COMMUNITIES, INC. 35-1377430 P.O. BOX 819 GOSHEN, IN 46527	HEALTHCARE	IN	501(C)(3)	9	N/A

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

Schedule R (Form 990) 2008

JSA
8E1307 1 000

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations? Yes	(H) No	(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner? Yes	(J) No

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership

Part V Transactions With Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III, or IV.		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 (iv) rent from a controlled entity	1a		X
b Gift, grant, or capital contribution to other organization(s)	1b		X
c Gift, grant, or capital contribution from other organization(s)	1c		X
d Loans or loan guarantees to or for other organization(s)	1d		X
e Loans or loan guarantees by other organization(s)	1e	X	
f Sale of assets to other organization(s)	1f		X
g Purchase of assets from other organization(s)	1g		X
h Exchange of assets	1h		X
i Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m Sharing of facilities, equipment, mailing lists, or other assets	1m	X	
n Sharing of paid employees	1n	X	
o Reimbursement paid to other organization for expenses	1o	X	
p Reimbursement paid by other organization for expenses	1p		X
q Other transfer of cash or property to other organization(s)	1q		X
r Other transfer of cash or property from other organization(s)	1r		X

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

(A) Name of other organization(s)	(B) Transaction type (a–r)	(C) Amount involved
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		

Part VI Unrelated Organizations Taxable as a Partnership

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

(A) Name, address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		(E) Share of end-of-year assets	(F) Disproportionate allocations?		(G) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No

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

THE MISSION OF SOUTHFIELD VILLAGE IS TO PROVIDE ACTIVE, AFFORDABLE RETIREMENT LIVING IN HOMES WITH SUPPORTIVE SERVICES, ASSISTED LIVING, AND SKILLED NURSING CARE. EACH YEAR THE ORGANIZATION STRIVES TO BE A GOOD NEIGHBOR IN THE COMMUNITY WHERE WE SERVE. WE HAVE A HISTORY OF ADDING VALUE TO OUR RESIDENTS, TO SENIORS LIVING OUTSIDE OF OUR COMMUNITY AND TO THE BROADER COMMUNITY WE SERVE. WE STRIVE TO IMPROVE THE QUALITY OF CARE BY CELEBRATING THE LIVES OF THE SENIORS LIVING IN OUR COMMUNITY 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.

THE BOARD HAS BEEN INTENTIONAL ABOUT UNDERSTANDING "COMMUNITY BENEFIT." THESE ARE AMONG THE COMPONENTS OF WHAT WE INCLUDE AS COMMUNITY BENEFIT:

-FREE OR REDUCED COST SERVICES WHEN A RESIDENT IS NOT ABLE TO PAY FOR THE FULL COST OF SERVICES PROVIDED;

-UNREIMBURSED SERVICES FROM THIRD PARTY PAYERS, SUCH AS MEDICARE AND MEDICAID.

FORM 990, PART III - PROGRAM SERVICES

4A PROGRAM SERVICE

SOUTHFIELD VILLAGE (SV) IS A NON-PROFIT COMMUNITY BENEFIT CORPORATION THAT PROVIDES CONTINUING CARE RETIREMENT COMMUNITY (CCRC) SERVICES TO 101 RESIDENTS ON A 19-ACRE CAMPUS. SV PROVIDES CCRC SERVICES INCLUDING ASSISTED LIVING AND SKILLED NURSING CARE.

INDEPENDENT LIVING RESIDENTS PAY A LIFE-LEASE ENTRY FEE TO OCCUPY THE RESIDENCE AND PAY A MONTHLY SERVICE FEE FOR SERVICES RENDERED. ASSISTED LIVING AND SKILLED NURSING RESIDENTS PAY A MONTHLY OR DAILY FEE FOR SERVICES RENDERED. ADDITIONALLY THEY HAVE SOME "A LA CARTE" FEES FOR INCIDENTALS AND SUPPLIES. RESIDENTS WHO DO NOT MISUSE THEIR ASSETS ARE ELIGIBLE FOR SUPPORT FROM THE GREENCROFT FOUNDATION IF THEIR ASSETS RUN OUT.

OVER 9% OF TOTAL REVENUES WERE USED TO PROVIDE COMMUNITY BENEFITS, WHICH INCLUDES THE FOLLOWING AMOUNTS:

INDIGENT CARE/CHARITY CARE	$476,016
MEDICARE WRITE-OFFS	306,576

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

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
QUEST THERAPY SERVICES 6450 MIAMI CIRCLE SOUTH BEND, IN 46614	PT, OT	523,431.
GREENCROFT RETIREMENT COMMUNITIES, INC. P.O. BOX 819 GOSHEN, IN 46527	MANAGEMENT SERVICES	379,103.
THE TROYER GROUP 550 UNION STREET MISHAWAKA, IN 46544	CONSTRUCTION	198,614.
TOTAL COMPENSATION		1,101,148.

FORM 990, PART VIII - FUNDRAISING EVENTS

DESCRIPTION	GROSS INCOME	DIRECT EXPENSES	NET INCOME
SPECIAL EVENTS	4,562.	4,078.	484.
TOTALS	4,562.	4,078.	484.

Fed

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 From 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	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return See instructions	SOUTHFIELD VILLAGE, INC.	35-1866553
	Number, street, and room or suite no If a P O box, see instructions 6450 MIAMI CIRCLE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions SOUTH BEND, IN 46614	

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

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ SUZANNE KINCAID

Telephone No ▶ 574 231-1000 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
▶ [X] 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)

JSA
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