



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



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

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning

and ending

B Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☒ Application pending

Please use IRS label or print or type

See Specific Instructions

C Name of organization

ASHBY PONDS, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

21170 ASHBY PONDS BLVD.

City or town, state or country, and ZIP + 4

ASHBURN, VA 20147

F Name and address of principal officer DAVID GALLAGHER

SAME AS C ABOVE

D Employer identification number

20-5609803

E Telephone number

703-723-1999

G Gross receipts \$

15,742,055.

H(a) Is this a group return

for affiliates?

☐ Yes

☒ No

H(b) Are all affiliates included?

☐ Yes

☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number

I Tax-exempt status ☒ 501(c) (3) (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: **NATIONALSENIORCAMPUSES.ORG/SUPPORTED**

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation: **2006**

M State of legal domicile: **MD**

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: PROVIDE A HOME FOR SENIORS THAT SATISFIES THEIR THREE PRIMARY NEEDS. SEE SCHEDULE O.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	11
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	11
	5	Total number of employees (Part V, line 2a)	5	272
	6	Total number of volunteers (estimate if necessary)	6	140
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	8,173.	126,734.
	9	Program service revenue (Part VIII, line 2g)	1,827,436.	11,220,076.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	534,875.	4,307,742.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	16,200.	87,503.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,386,684.	15,742,055.
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	
14		Benefits paid to or for members (Part IX, column (A), line 4)		
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	2,382,155.	4,758,068.
16a		Professional fundraising fees (Part IX, column (A), line 11e)		
b		Total fundraising expenses (Part IX, column (D), line 25)	18,160.	
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	4,172,394.	12,583,448.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	6,554,549.	17,341,516.	
19	Revenue less expenses Subtract line 18 from line 12	<4,167,865.>	<1,599,461.>	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	81,168,593.	129,239,903.
	21	Total liabilities (Part X, line 26)	85,348,579.	134,717,293.
	22	Net assets or fund balances Subtract line 21 from line 20	<4,179,986.>	<5,477,390.>

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 *Eileen Erstad* **Date** **11/10/10**

EILEEN ERSTAD, DIRECTOR

Type or print name and title

Paid Preparer's Use Only

Preparer's signature *Michael R. McLaughlin* **Date** **11/9/10** **Check if self-employed** ☐ **Preparer's identifying number (see instructions)** **000100419**

Firm's name (or yours if self-employed), address, and ZIP + 4 **RSM MCGLADREY, INC.**
100 INTERNATIONAL DRIVE, SUITE 1400
BALTIMORE, MARYLAND 21202

EIN **21-11170** **Phone no.** **(410) 246-9300**

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

☒ Yes

☐ No

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

THE BOARD OF DIRECTORS OF NATIONAL SENIOR CAMPUSES, INC. AND ITS SUPPORTED COMMUNITIES ARE COMMITTED TO CREATING COMMUNITIES THAT CELEBRATE LIFE. SEE SCHEDULE O FOR THE COMPLETE MISSION STATEMENT.

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 \$ 15,710,737. including grants of \$ 0.) (Revenue \$ 11,220,076.)

ASHBY PONDS, INC. PROVIDES SERVICES NEEDED BY SENIOR RESIDENTS, WHO RESIDE IN 352 INDEPENDENT LIVING UNITS. THE SERVICES WE PROVIDE TO OUR RESIDENTS INCLUDE, BUT ARE NOT LIMITED TO HOUSING, FOOD, MEDICAL, SECURITY AND MAINTENANCE SERVICES, RECREATIONAL AND PASTORAL ACTIVITIES.

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 ► \$ 15,710,737.

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)? <i>If "Yes," complete Schedule A</i>	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? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Section 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? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		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? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>		
• Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		
• Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		
• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		
• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X.</i>		
12 Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
12A Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</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? <i>If "Yes," complete Schedule F, Part II</i>		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? <i>If "Yes," complete Schedule F, Part III</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35 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>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule OForm **990** (2009)

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.		
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c <input checked="" type="checkbox"/>	
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 272	
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 <input checked="" type="checkbox"/>	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	<input checked="" type="checkbox"/>
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a <input checked="" type="checkbox"/>	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b <input checked="" type="checkbox"/>	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a <input checked="" type="checkbox"/>	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b <input checked="" type="checkbox"/>	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	<input checked="" type="checkbox"/>
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 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9 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 For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.**Section A. Governing Body and Management**

	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 organization 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	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	X	

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

	Yes	No
10a 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?		
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11A Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
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	
If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," 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: **VA**

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: **▶**
NEAL GANTERT - (410) 402-2375
701 MAIDEN CHOICE LANE, BALTIMORE, MD 21228

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. Report compensation for the calendar year ending with or within the organization's tax year. 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. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

☐ Check this box if the organization did not compensate any current officer, director, or trustee.

(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			
RONALD E. WALKER PRESIDENT/DIRECTOR	24.00	X		X				1,000.	122,503.	0.
MERYLE S. TWERSKY VICE PRESIDENT/DIRECTOR	22.00	X		X				1,000.	127,753.	0.
JAMES M. ANDERS, JR. TREASURER/DIRECTOR	19.00	X		X				5,875.	85,878.	0.
ERIC GROSS ASSISTANT SECRETARY	0.00			X				0.	0.	0.
HAROLD ASHBY SECRETARY/DIRECTOR	31.00	X		X				1,000.	142,378.	0.
C. JACKSON BAIN DIRECTOR	5.00	X						5,875.	17,628.	0.
L. CARROLL YINGLING, JR. DIRECTOR	7.00	X						10,875.	37,628.	0.
EILEEN ERSTAD DIRECTOR	4.00	X						5,875.	17,628.	0.
JOANNE MALLOY RORAPAUGH DIRECTOR	7.00	X						5,875.	17,628.	0.
JERRY SEALS DIRECTOR	7.00	X						5,875.	17,628.	0.
WILLOW PASLEY DIRECTOR	25.00	X						1,000.	107,503.	0.
LAWRENCE D. SHUBNELL DIRECTOR	14.00	X						5,875.	100,878.	0.
DEBRA B. DOYLE VICE PRESIDENT	10.00			X				0.	0.	0.
JEFFREY A. JACOBSON ASSISTANT TREASURER	10.00			X				0.	0.	0.
KERRY JONES ASSISTANT SECRETARY	10.00			X				0.	0.	0.
DAVID GALLAGHER EXECUTIVE DIRECTOR/VP	40.00			X				159,267.	0.	4,848.
CHRISTOPHER VILLA DIRECTOR OF FINANCE	40.00			X				110,434.	0.	11,546.

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			
NICOLE WALKER-BANISTER DIR. OF HUMAN RESOURCES	40.00					X		117,652.	0.	5,957.
1b Total								437,478.	795,033.	22,351.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **3**

- 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
- 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
- 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

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
ERICKSON RETIREMENT COMMUNITIES, LLC 701 MAIDEN CHOICE LANE, BALTIMORE, MD 21228	MANAGEMENT	366,926.
ELEGANT CARPET AND FLOORING, 21770 BEAUMEADE CIRCLE 105, ASHBURN, VA 20147	CARPET & FLOORING	205,821.
PRICE MODERN PO BOX 62032, BALTIMORE, MD 21264	FURNITURE INSTALLATION	110,939.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **3**

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a 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	126,734.				
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f			126,734.			
Program Service Revenue	2 a RESIDENT FEES	Business Code	623990	7,351,161.	7,351,161.		
	b RESIDENT DEPOSITS		623990	2,194,355.	2,194,355.		
	c ANCILLARY FEES		623990	1,641,985.	1,641,985.		
	d PROCESSING FEES		623990	32,575.	32,575.		
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			11220076.			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			4,307,742.		
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6 a Gross Rents		(i) Real	(ii) Personal				
b Less rental expenses							
c Rental income or (loss)				87,503.			
d Net rental income or (loss)				87,503.			87,503.
7 a Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other				
b Less cost or other basis and sales expenses							
c Gain or (loss)							
d Net gain or (loss)							
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18		a					
b Less direct expenses		b					
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities See Part IV, line 19		a					
b Less direct expenses		b					
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances		a					
b Less: cost of goods sold		b					
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code				
11 a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See instructions.				15742055.	11220076.	0.	4395245.

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 VII.	(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				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	336,220.		336,220.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	3,512,028.	3,149,213.	362,815.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	7,303.	5,449.	1,854.	
9 Other employee benefits	583,538.	484,511.	99,027.	
10 Payroll taxes	318,979.	259,649.	59,330.	
11 Fees for services (non-employees)				
a Management	366,926.	366,926.		
b Legal	90,834.	85,772.	5,062.	
c Accounting	67,345.	67,345.		
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion	108,042.		108,042.	
13 Office expenses	1,164,483.	1,130,232.	34,130.	121.
14 Information technology				
15 Royalties				
16 Occupancy	6,536,134.	6,536,022.	112.	
17 Travel	20,888.	15,662.	5,226.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	362,867.	362,867.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	669,127.	669,127.		
23 Insurance	96,743.	96,743.		
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 CONTRACT PROF. SERVICES	2,872,664.	2,304,343.	550,282.	18,039.
b EQUIPMENT RENTAL	143,787.	130,110.	13,677.	
c ADMINISTRATIVE AND MISC	63,975.	36,020.	27,955.	
d RESIDENT RELATIONS	19,633.	10,746.	8,887.	
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	17,341,516.	15,710,737.	1,612,619.	18,160.
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	500.	1	1,917.
	2 Savings and temporary cash investments	7,490,801.	2	11,395,642.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	167,602.	4	119,846.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. 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	9,753,088.	7	7,305,434.
	8 Inventories for sale or use	39,525.	8	57,892.
	9 Prepaid expenses and deferred charges	9,582.	9	40,356.
	10a Land, buildings, and equipment - cost or other basis. Complete Part VI of Schedule D	10a 3,080,047.		
	b Less: accumulated depreciation	10b 878,590.	10c	2,201,457.
	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		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	61,022,091.	15	108,117,359.
16 Total assets. Add lines 1 through 15 (must equal line 34)	81,168,593.	16	129,239,903.	
Liabilities	17 Accounts payable and accrued expenses	1,338,899.	17	973,058.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial 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 to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	84,009,680.	25	133,744,235.
	26 Total liabilities. Add lines 17 through 25	85,348,579.	26	134,717,293.
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	<4,180,654.>	27	<5,541,715.>
	28 Temporarily restricted net assets	668.	28	64,325.
	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	<4,179,986.>	33	<5,477,390.>
34 Total liabilities and net assets/fund balances	81,168,593.	34	129,239,903.	

Form 990 (2009)

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both

☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number

20-5609803

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

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

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

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2009

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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2009. 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 - 2008. 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 - 2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

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

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")				8,173.	126,734.	134,907.
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			136,950.	182,743.	112,200.	131,844.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5			136,950.	183,560.	113,468.	133,193.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 Public support (Subtract line 7c from line 6)						133,193.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6			136,950.	183,560.	113,468.	133,193.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources			4,846.	551,075.	439,524.	495,116.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b			4,846.	551,075.	439,524.	495,116.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)			141,796.	238,684.	157,420.	182,705.

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 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2009. 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 - 2008. 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 ☐

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number

20-5609803

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? ...		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

<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 a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

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

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

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

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

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ 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 acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a ☐ Public exhibition 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 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 the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and 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) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		3,080,047.	878,590.	2,201,457.
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ► 2,201,457.

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		
Closely-held equity interests		
Other		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

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

(a) Description	(b) Book value
COMMUNITY LOAN RECEIVABLE	108,117,359.
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	
	108,117,359.

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

1. (a) Description of liability	(b) Amount
Federal income taxes	
ADVANCE DEPOSITS	1,025,354.
WORKING CAPITAL LOAN	8,982,160.
DEFERRED INTEREST	486,462.
CLAIMS RESERVE	102,143.
FUNDS HELD FOR RESIDENTS	2,998.
RESIDENT DEPOSITS (NET)	122,484,782.
UNCLAIMED PROPERTY	1,895.
MARKETING FEE DEFERRED	15,941.
RESIDENT REFUNDS PAYABLE	642,500.
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	133,744,235.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	15,742,055.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	17,341,516.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	<1,599,461.>
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	302,057.
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	302,057.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	<1,297,404.>

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	15,742,855.
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	800.
e	Add lines 2a through 2d	2e	800.
3	Subtract line 2e from line 1	3	15,742,055.
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	0.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	15,742,055.

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

1	Total expenses and losses per audited financial statements	1	17,342,316.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	800.
e	Add lines 2a through 2d	2e	800.
3	Subtract line 2e from line 1	3	17,341,516.
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	0.
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	17,341,516.

Part XIV Supplemental Information

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

PART X: ASHBY PONDS, INC. ("APL") HAS APPLIED FOR EXEMPTION

FROM FEDERAL AND STATE INCOME TAXES UNDER SECTION 501(C)(3) OF THE

INTERNAL REVENUE CODE AND THE APPLICABLE STATE INCOME TAX REGULATIONS. IN

2008, APL ADOPTED THE GUIDANCE ON FASB INTERPRETATION NO. 48 ("FIN 48"),

ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, AN INTERPRETATION OF SFAS NO.

109, ACCOUNTING FOR INCOME TAXES. THE ADOPTION OF THIS STANDARD DID NOT

HAVE A MATERIAL EFFECT ON THE FINANCIAL STATEMENTS. NO FIN 48 LIABILITIES

WERE IDENTIFIED FOR THE YEAR ENDED DECEMBER 31, 2009.

Part XIV Supplemental Information (continued)

PART XII, LINE 2D - OTHER ADJUSTMENTS:

ADJUSTMENT TO TRNA: 800.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

ADJUSTMENT TO TRNA: 800.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number

20-5609803

Part I Questions Regarding Compensation

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

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

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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all 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 type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

- a** The organization?
- 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

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

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

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

Schedule J (Form 990) 2009

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

ALL OF THE INDIVIDUALS LISTED IN SCHEDULE J, PART II ARE
EMPLOYEES OF ERICKSON RETIREMENT COMMUNITIES, LLC ("ERC"), AN UNRELATED
ORGANIZATION TO ASHBY PONDS, INC., IN ACCORDANCE WITH THE MANAGEMENT
AGREEMENT BETWEEN ASHBY PONDS, INC. AND ERC. SEE SCHEDULE O EXPLANATION
FOR FORM 990, PART VI, SECTION A, LINE 3. THEREFORE, FOR IRS MATCHING
PURPOSES, ERC IS THE ISSUER OF THESE FORMS W-2.

UNDER THE MANAGEMENT AGREEMENT, ASHBY PONDS, INC. REIMBURSES ERC FOR THE COST OF SERVICES PERFORMED FOR ASHBY PONDS, INC.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered**
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No 1545-0047

2009

**Open To Public
Inspection**

Name of the organization

ASHBY PONDS, INC.

Employer identification number

20-5609803

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

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

Complete if the organization 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?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No

Total ▶ \$

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

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

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 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
ERICKSON RETIREMENT COMMUND	DOYLE, D GALLAGHE	366,926.	MANAGEMENT		X

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2009

SEE SCHEDULE O FOR SCHEDULE L CONTINUATIONS

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number
20-5609803

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

DEBRA B. DOYLE, OFFICER, KERRY JONES, OFFICER, JEFFREY A. JACOBSON,
OFFICER, ERIC GROSS, OFFICER, AND DAVID GALLAGHER, OFFICER, HAVE A BUSINESS
RELATIONSHIP.

FORM 990, PART VI, SECTION A, LINE 3:

ASHBY PONDS, INC. HAS CONTRACTED WITH ERICKSON RETIREMENT COMMUNITIES, LLC
("ERC") TO PROVIDE MANAGEMENT SERVICES AND CERTAIN ADMINISTRATIVE SUPPORT,
SUCH AS HIRING, FIRING, SUPERVISING PERSONNEL, PLANNING AND EXECUTING
BUDGETS AND FINANCIAL OPERATIONS, AND OVERALL SUPERVISION OF THE
ORGANIZATION, UNDER A MANAGEMENT AGREEMENT. THE AGREEMENT PROVIDES FOR THE
REIMBURSEMENT OF DIRECT AND CERTAIN SHARED COSTS AND THE PAYMENT OF FIXED
MANAGEMENT FEES. ERC IS A MARYLAND LIMITED LIABILITY COMPANY WHICH OPERATES
AND MANAGES LARGE SCALE CONTINUING CARE RETIREMENT COMMUNITIES.

FORM 990, PART VI, SECTION A, LINE 6:

ASHBY PONDS, INC.'S SOLE MEMBER IS NATIONAL SENIOR CAMPUSES, INC. ("NSC").
NSC IS A MARYLAND NON-STOCK CORPORATION. AT THE CURRENT TIME, NSC HAS FILED
AN APPLICATION FOR RECOGNITION OF EXEMPTION WITH THE INTERNAL REVENUE
SERVICE, AS A "SUPPORTING ORGANIZATION" WITH RESPECT TO ASHBY PONDS, INC.,
AS WELL AS CERTAIN OTHER ORGANIZATIONS SPECIFIED IN ITS GOVERNING
DOCUMENTS. AS REQUIRED BY THE REGULATIONS RELATING TO "SUPPORTING
ORGANIZATIONS," CERTAIN MEMBERS OF THE BOARD OF DIRECTORS OF NSC WILL ALSO
BE MEMBERS OF THE BOARD OF DIRECTORS OF THE ORGANIZATION.

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

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

Schedule O (Form 990) 2009

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number
20-5609803

NATIONAL SENIOR CAMPUSES, INC. HAS THE RIGHT TO APPOINT AND ELECT ALL
DIRECTORS.

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

CERTAIN EXTRAORDINARY ACTIONS OF THE CORPORATION REQUIRE THE APPROVAL OF
THE MEMBER UNDER APPLICABLE STATE LAW.

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

THE BOARD APPOINTS A COMMITTEE FROM AMONG ITS DIRECTORS AS WELL AS THE
DIRECTORS FROM ONE OR MORE RELATED ENTITIES TO OVERSEE THE PREPARATION OF
FORM 990. THE BOARD CHAIR HAS THE RESPONSIBILITY TO REVIEW FORM 990 PRIOR
TO ITS FILING OR TO DESIGNATE ANOTHER BOARD MEMBER TO REVIEW THE FORM. THE
FULL BOARD IS GIVEN THE OPPORTUNITY TO REVIEW THE FINAL VERSION OF FORM 990
BEFORE IT IS FILED AND ASK QUESTIONS OF THE COMMITTEE OR THE REVIEWER
REGARDING THE FORM. THE BOARD CHAIR DESIGNATES AN OFFICER TO SIGN FORM 990.

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

ASHBY PONDS, INC.'S CONFLICT OF INTEREST POLICY COVERS ALL DIRECTORS,
OFFICERS, KEY EMPLOYEES, EMPLOYEES AND VOLUNTEERS IN A POSITION TO EXERCISE
SUBSTANTIAL INFLUENCE OVER ASHBY PONDS, INC.'S AFFAIRS, COMMITTEE MEMBERS,
PROSPECTIVE DIRECTORS, AND SENIOR STAFF PROVIDING SERVICES TO THE
ORGANIZATION UNDER A MANAGEMENT AGREEMENT. EACH COVERED PERSON COMPLETES A
CONFLICT OF INTEREST DISCLOSURE STATEMENT ANNUALLY AND AS POTENTIAL
CONFLICTS ARISE DURING THE YEAR. THESE STATEMENTS ARE REVIEWED BY THE BOARD
CHAIR. IF THE CONFLICT INVOLVES A COVERED EMPLOYEE, THE CHAIR DETERMINES
WHETHER A CONFLICT EXISTS AND, IF SO, HOW IT IS TO BE HANDLED, OR THE CHAIR

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number
20-5609803

MAY REFER THE MATTER TO THE BOARD OF DIRECTORS FOR CONSIDERATION. FOR ALL
OTHER CONFLICTS, THE BOARD OF DIRECTORS OR A COMMITTEE OF DISINTERESTED
DIRECTORS WILL DETERMINE WHETHER A CONFLICT ACTUALLY EXISTS. A COVERED
PERSON MAY NOT PARTICIPATE IN ANY DISCUSSION OR DEBATE BY THE BOARD BUT MAY
ANSWER QUESTIONS OR PROVIDE CLARIFYING INFORMATION UNLESS ANY BOARD MEMBER
OBJECTS.

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

THE BOARD HAS APPROVED A DIRECTORS' COMPENSATION POLICY WHICH ESTABLISHES
THE PROCESS BY WHICH ALL DIRECTOR COMPENSATION IS DETERMINED. OFFICERS
SERVE WITHOUT COMPENSATION. A REVIEW OF THE DIRECTORS' COMPENSATION IS
CONDUCTED EACH FISCAL YEAR. COMPENSATION IS APPROACHED ON AN OVERALL BASIS
AND THE TOTAL VALUE OF ALL FORMS OF COMPENSATION IS ESTABLISHED AND
MONITORED. AN INDEPENDENT COMPENSATION CONSULTANT IS PERIODICALLY RETAINED
TO PERFORM AN ANALYSIS OF ASHBY PONDS, INC.'S COMPENSATION USING
COMPARABLES OF BOTH FOR-PROFIT AND NON-PROFIT PEERS. A COMMITTEE OF THE NSC
BOARD REVIEWS THE CONSULTANT'S REPORT AND MAKES A RECOMMENDATION TO THE
ORGANIZATION AS TO APPROPRIATE COMPENSATION OF DIRECTORS. THE FULL BOARD
HAS ACCESS TO ASHBY PONDS INC.'S CONSULTANT'S REPORT AND AN OPPORTUNITY TO
QUESTION THE CONSULTANT ABOUT THE PROCESS, METRICS, AND COMPARABLES THAT
WERE USED IN DETERMINING THE RECOMMENDED COMPENSATION. THE BOARD THEN VOTES
ON THE COMPENSATION RECOMMENDATIONS AND A CONTEMPORANEOUS RECORD IS MADE OF
THE MEETING AND THE VOTE. THE CONSULTANT REVIEW WAS LAST UNDERTAKEN IN 2008
AND WAS ACTED UPON BY THE BOARD IN EARLY 2009.

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

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

932211
02-03-10

Schedule O (Form 990) 2009

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number

20-5609803

A COPY OF FORM 1023, APPLICATION FOR RECOGNITION OF EXEMPTION UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE, AND COPIES OF FORM 990, RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX, ARE MADE AVAILABLE FOR REVIEW BY THE PUBLIC IN THE READING FILE IN THE EXECUTIVE DIRECTOR'S CORPORATE OFFICE.

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: ERICKSON RETIREMENT COMMUNITIES, LLC ("ERC")

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

D DOYLE, D GALLAGHER, E GROSS, J JACOBSON & K JONES ARE OFFICERS OF ERC.

(C) AMOUNT OF TRANSACTION \$ 366926.

(D) DESCRIPTION OF TRANSACTION: MANAGEMENT SERVICES

(E) SHARING OF ORGANIZATION REVENUES? = NO

MISSION STATEMENT - 990 PAGE 1, PART I, LINE 1 AND PART III, LINE 1

MISSION STATEMENT

SHARING OUR GIFTS TO CREATE COMMUNITIES THAT CELEBRATE LIFE

THE BOARD OF DIRECTORS OF NATIONAL SENIOR CAMPUSES, INC. AND ITS
SUPPORTED COMMUNITIES ARE COMMITTED TO ACHIEVING THE MISSION BY:

1. PROMOTING AN ACTIVE QUALITY OF LIFE FOR SENIORS

-CREATING LARGE SCALE RETIREMENT CAMPUSES TO PROMOTE ACTIVITY
AND HEALTHY LIVING.

-PROVIDING A RESIDENT CENTERED SERVICE CULTURE.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number

20-5609803

-ENCOURAGING RESIDENT RUN ACTIVITIES WITH PROFESSIONAL SUPPORT.

2. ACHIEVING EXCELLENCE IN SERVICES AND PROGRAMS

-EXERCISING ITS AUTHORITY IN SERVICES, PROGRAMS, FEES,
FACILITIES AND FINANCING.

-EMBRACING COMPLIANCE, ETHICS AND INTEGRITY.

-OVERSEEING SERVICES AND PROGRAMS PERSONALLY AND IN
MEETINGS WITH THE RESIDENTS ADVISORY COUNCIL.

-TAKING A LONG-TERM VIEW OF FIDUCIARY RESPONSIBILITY.

3. INSURING AFFORDABILITY TO MIDDLE INCOME SENIORS

-FOCUSING ON THE LONG TERM VIABILITY OF THE COMMUNITY FOR
CURRENT AND FUTURE RESIDENTS.

-USING FINANCING STRATEGIES TO LOWER THE COST OF CAPITAL.

-QUALIFYING FOR EXEMPTION FROM FEDERAL AND STATE INCOME TAX.

-OBTAINING PROPERTY TAX REDUCTIONS FROM COMMUNITY GOVERNMENTS.

-ACCUMULATING NET INCOME TO FURTHER THE MISSION.

-MAINTAINING A POLICY FOR 100% REFUNDABLE ENTRANCE DEPOSIT.

-OFFERING FEE-FOR-SERVICE HEALTH CARE.

4. MAKING A LIFE CARE COMMITMENT

-TO THE EXTENT FEASIBLE, ENSURING THAT NO RESIDENT SHOULD EVER
HAVE TO LEAVE A COMMUNITY AS A RESULT OF FINANCIAL INABILITY TO
PAY FOR THE COST OF THEIR CARE.

-ENCOURAGING FUNDRAISING EFFORTS IN SUPPORT OF BENEVOLENT CARE.

5. FOSTERING GROWTH

-COMMITTING TO MAKING THIS LIFESTYLE AVAILABLE TO AN INCREASING
NUMBER OF SENIORS.

-INCREASING EFFORTS TO ACHIEVE AFFORDABILITY.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number
20-5609803

-DEVELOPING NEW COMMUNITIES IN CURRENT MARKETS.

-DEVELOPING COMMUNITIES IN NEW MARKETS.

FORM 990, PART VI, LINE 9

THE BOARD OF DIRECTORS AS LISTED IN PART VII, SECTION A, CAN BE REACHED
AT THE FOLLOWING ADDRESS:

C/O BOARD RELATIONS MANAGER

NATIONAL SENIOR CAMPUSES, INC.

701 MAIDEN CHOICE LANE

BALTIMORE, MD 21228

FORM 990, PART VII - BOARD OF DIRECTORS COMPENSATION

PLEASE NOTE THAT THE HOURS PER WEEK REFLECTED ON PART VII FOR THE BOARD
OF DIRECTORS REFLECT THE HOURS OF THE INDIVIDUALS FOR ALL ORGANIZATIONS
LISTED BELOW.

THE COMPENSATION PAID BY RELATED ENTITIES FOR EACH DIRECTOR IS AS
FOLLOWS:

INDIVIDUAL: JAMES M. ANDERS JR.

ORGANIZATION	COMPENSATION
--------------	--------------

NATIONAL SENIOR CAMPUSES, INC.	\$ 55,500
--------------------------------	-----------

OAK CREST VILLAGE, INC.	\$ 5,876
-------------------------	----------

SEABROOK VILLAGE, INC.	\$ 1,000
------------------------	----------

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number
20-5609803

GREENSPRING VILLAGE, INC. \$ 5,876

RIDERWOOD VILLAGE, INC. \$ 5,876

CEDAR CREST VILLAGE, INC. \$ 1,000

MARIS GROVE, INC. \$ 1,000

LINDEN PONDS, INC. \$ 1,000

SEDGEBROOK, INC. \$ 1,000

ANN'S CHOICE, INC. \$ 1,000

BROOKSBY VILLAGE, INC. \$ 250

FOX RUN VILLAGE, INC. \$ 1,000

TALLGRASS CREEK, INC. \$ 1,000

HICKORY CHASE, INC. \$ 500

HIGHLAND SPRINGS, INC. \$ 1,000

EAGLE'S TRACE, INC. \$ 1,000

WIND CREST, INC. \$ 1,000

MONARCH LANDING, INC. \$ 1,000

ASHBY PONDS, INC. \$ 5,875

INDIVIDUAL SUB-TOTAL \$ 91,753

INDIVIDUAL: HAROLD ASHBY

ORGANIZATION	COMPENSATION
---------------------	---------------------

NATIONAL SENIOR CAMPUSES, INC.	\$ 95,500
---------------------------------------	-----------

OAK CREST VILLAGE, INC.	\$ 0
--------------------------------	------

SEABROOK VILLAGE, INC.	\$ 1,000
-------------------------------	----------

GREENSPRING VILLAGE, INC.	\$ 0
----------------------------------	------

RIDERWOOD VILLAGE, INC.	\$ 0
--------------------------------	------

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number

20-5609803

CEDAR CREST VILLAGE, INC. \$ 1,000

MARIS GROVE, INC. \$ 1,000

LINDEN PONDS, INC. \$ 1,000

SEDGEBROOK, INC. \$ 6,143

ANN'S CHOICE, INC. \$ 1,000

BROOKSBY VILLAGE, INC. \$ 250

FOX RUN VILLAGE, INC. \$ 6,143

TALLGRASS CREEK, INC. \$ 5,675

HICKORY CHASE, INC. \$ 500

HIGHLAND SPRINGS, INC. \$ 5,675

EAGLE'S TRACE, INC. \$ 5,674

WIND CREST, INC. \$ 5,675

MONARCH LANDING, INC. \$ 6,143

ASHBY PONDS, INC. \$ 1,000

INDIVIDUAL SUB-TOTAL \$143,378

INDIVIDUAL: WILLOW PASLEY

ORGANIZATION	COMPENSATION
---------------------	---------------------

NATIONAL SENIOR CAMPUSES, INC.	\$ 80,500
---------------------------------------	-----------

OAK CREST VILLAGE, INC.	\$ 0
--------------------------------	------

SEABROOK VILLAGE, INC.	\$ 1,000
-------------------------------	----------

GREENSPRING VILLAGE, INC.	\$ 0
----------------------------------	------

RIDERWOOD VILLAGE, INC.	\$ 0
--------------------------------	------

CEDAR CREST VILLAGE, INC.	\$ 1,000
----------------------------------	----------

MARIS GROVE, INC.	\$ 1,000
--------------------------	----------

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number

20-5609803

LINDEN PONDS, INC. \$ 7,752

SEDGEBROOK, INC. \$ 1,000

ANN'S CHOICE, INC. \$ 1,000

BROOKSBY VILLAGE, INC. \$ 7,751

FOX RUN VILLAGE, INC. \$ 1,000

TALLGRASS CREEK, INC. \$ 1,000

HICKORY CHASE, INC. \$ 500

HIGHLAND SPRINGS, INC. \$ 1,000

EAGLE'S TRACE, INC. \$ 1,000

WIND CREST, INC. \$ 1,000

MONARCH LANDING, INC. \$ 1,000

ASHBY PONDS, INC. \$ 1,000

INDIVIDUAL SUB-TOTAL \$108,503

INDIVIDUAL: LAWERENCE D. SHUBNELL

ORGANIZATION **COMPENSATION**

NATIONAL SENIOR CAMPUSES, INC. \$ 70,500

OAK CREST VILLAGE, INC. \$ 5,876

SEABROOK VILLAGE, INC. \$ 1,000

GREENSPRING VILLAGE, INC. \$ 5,876

RIDERWOOD VILLAGE, INC. \$ 5,876

CEDAR CREST VILLAGE, INC. \$ 1,000

MARIS GROVE, INC. \$ 1,000

LINDEN PONDS, INC. \$ 1,000

SEDGEBROOK, INC. \$ 1,000

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number
20-5609803

ANN'S CHOICE, INC. \$ 1,000

BROOKSBY VILLAGE, INC. \$ 250

FOX RUN VILLAGE, INC. \$ 1,000

TALLGRASS CREEK, INC. \$ 1,000

HICKORY CHASE, INC. \$ 500

HIGHLAND SPRINGS, INC. \$ 1,000

EAGLE'S TRACE, INC. \$ 1,000

WIND CREST, INC. \$ 1,000

MONARCH LANDING, INC. \$ 1,000

ASHBY PONDS, INC. \$ 5,875

INDIVIDUAL SUB-TOTAL \$106,753

INDIVIDUAL: MERYLE S. TWERSKY

ORGANIZATION **COMPENSATION**

NATIONAL SENIOR CAMPUSES, INC. \$ 95,500

OAK CREST VILLAGE, INC. \$ 0

SEABROOK VILLAGE, INC. \$ 5,875

GREENSPRING VILLAGE, INC. \$ 0

RIDERWOOD VILLAGE, INC. \$ 0

CEDAR CREST VILLAGE, INC. \$ 5,876

MARIS GROVE, INC. \$ 5,876

LINDEN PONDS, INC. \$ 1,000

SEDGEBROOK, INC. \$ 1,000

ANN'S CHOICE, INC. \$ 5,876

BROOKSBY VILLAGE, INC. \$ 250

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number

20-5609803

FOX RUN VILLAGE, INC. \$ 1,000

TALLGRASS CREEK, INC. \$ 1,000

HICKORY CHASE, INC. \$ 500

HIGHLAND SPRINGS, INC. \$ 1,000

EAGLE'S TRACE, INC. \$ 1,000

WIND CREST, INC. \$ 1,000

MONARCH LANDING, INC. \$ 1,000

ASHBY PONDS, INC. \$ 1,000

INDIVIDUAL SUB-TOTAL \$128,753

INDIVIDUAL: RONALD E. WALKER

ORGANIZATION	COMPENSATION
---------------------	---------------------

NATIONAL SENIOR CAMPUSES, INC.	\$ 95,500
---------------------------------------	-----------

OAK CREST VILLAGE, INC.	\$ 0
--------------------------------	------

SEABROOK VILLAGE, INC.	\$ 1,000
-------------------------------	----------

GREENSPRING VILLAGE, INC.	\$ 0
----------------------------------	------

RIDERWOOD VILLAGE, INC.	\$ 0
--------------------------------	------

CEDAR CREST VILLAGE, INC.	\$ 1,000
----------------------------------	----------

MARIS GROVE, INC.	\$ 1,000
--------------------------	----------

LINDEN PONDS, INC.	\$ 7,752
---------------------------	----------

SEDGEBROOK, INC.	\$ 1,000
-------------------------	----------

ANN'S CHOICE, INC.	\$ 1,000
---------------------------	----------

BROOKSBY VILLAGE, INC.	\$ 7,751
-------------------------------	----------

FOX RUN VILLAGE, INC.	\$ 1,000
------------------------------	----------

TALLGRASS CREEK, INC.	\$ 1,000
------------------------------	----------

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number
20-5609803

HICKORY CHASE, INC. \$ 500

HIGHLAND SPRINGS, INC. \$ 1,000

EAGLE'S TRACE, INC. \$ 1,000

WIND CREST, INC. \$ 1,000

MONARCH LANDING, INC. \$ 1,000

ASHBY PONDS, INC. \$ 1,000

INDIVIDUAL SUB-TOTAL \$123,503

INDIVIDUAL: L. CARROLL YINGLING, JR.

ORGANIZATION	COMPENSATION
---------------------	---------------------

NATIONAL SENIOR CAMPUSES, INC.	\$ 5,000
---------------------------------------	----------

OAK CREST VILLAGE, INC.	\$ 10,876
--------------------------------	-----------

SEABROOK VILLAGE, INC.	\$ 0
-------------------------------	------

GREENSPRING VILLAGE, INC.	\$ 10,876
----------------------------------	-----------

RIDERWOOD VILLAGE, INC.	\$ 10,876
--------------------------------	-----------

CEDAR CREST VILLAGE, INC.	\$ 0
----------------------------------	------

MARIS GROVE, INC.	\$ 0
--------------------------	------

LINDEN PONDS, INC.	\$ 0
---------------------------	------

SEDGEBROOK, INC.	\$ 0
-------------------------	------

ANN'S CHOICE, INC.	\$ 0
---------------------------	------

BROOKSBY VILLAGE, INC.	\$ 0
-------------------------------	------

FOX RUN VILLAGE, INC.	\$ 0
------------------------------	------

TALLGRASS CREEK, INC.	\$ 0
------------------------------	------

HICKORY CHASE, INC.	\$ 0
----------------------------	------

HIGHLAND SPRINGS, INC.	\$ 0
-------------------------------	------

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number
20-5609803

EAGLE'S TRACE, INC. \$ 0

WIND CREST, INC. \$ 0

MONARCH LANDING, INC. \$ 0

ASHBY PONDS, INC. \$ 10,875

INDIVIDUAL SUB-TOTAL \$ 48,503

INDIVIDUAL: C. JACKSON BAIN

ORGANIZATION	COMPENSATION
--------------	--------------

NATIONAL SENIOR CAMPUSES, INC.	\$ 0
---------------------------------------	------

OAK CREST VILLAGE, INC.	\$ 5,876
--------------------------------	----------

SEABROOK VILLAGE, INC.	\$ 0
-------------------------------	------

GREENSPRING VILLAGE, INC.	\$ 5,876
----------------------------------	----------

RIDERWOOD VILLAGE, INC.	\$ 5,876
--------------------------------	----------

CEDAR CREST VILLAGE, INC.	\$ 0
----------------------------------	------

MARIS GROVE, INC.	\$ 0
--------------------------	------

LINDEN PONDS, INC.	\$ 0
---------------------------	------

SEDGEBROOK, INC.	\$ 0
-------------------------	------

ANN'S CHOICE, INC.	\$ 0
---------------------------	------

BROOKSBY VILLAGE, INC.	\$ 0
-------------------------------	------

FOX RUN VILLAGE, INC.	\$ 0
------------------------------	------

TALLGRASS CREEK, INC.	\$ 0
------------------------------	------

HICKORY CHASE, INC.	\$ 0
----------------------------	------

HIGHLAND SPRINGS, INC.	\$ 0
-------------------------------	------

EAGLE'S TRACE, INC.	\$ 0
----------------------------	------

WIND CREST, INC.	\$ 0
-------------------------	------

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number
20-5609803

MONARCH LANDING, INC. \$ 0

ASHBY PONDS, INC. \$ 5,875

INDIVIDUAL SUB-TOTAL \$ 23,503

INDIVIDUAL: EILEEN ERSTAD

ORGANIZATION COMPENSATION

NATIONAL SENIOR CAMPUSES, INC. \$ 0

OAK CREST VILLAGE, INC. \$ 5,876

SEABROOK VILLAGE, INC. \$ 0

GREENSPRING VILLAGE, INC. \$ 5,876

RIDERWOOD VILLAGE, INC. \$ 5,876

CEDAR CREST VILLAGE, INC. \$ 0

MARIS GROVE, INC. \$ 0

LINDEN PONDS, INC. \$ 0

SEDGEBROOK, INC. \$ 0

ANN'S CHOICE, INC. \$ 0

BROOKSBY VILLAGE, INC. \$ 0

FOX RUN VILLAGE, INC. \$ 0

TALLGRASS CREEK, INC. \$ 0

HICKORY CHASE, INC. \$ 0

HIGHLAND SPRINGS, INC. \$ 0

EAGLE'S TRACE, INC. \$ 0

WIND CREST, INC. \$ 0

MONARCH LANDING, INC. \$ 0

ASHBY PONDS, INC. \$ 5,875

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number
20-5609803

INDIVIDUAL SUB-TOTAL **\$ 23,503**

INDIVIDUAL: JOANNE MALLOY RORAPAUGH

ORGANIZATION	COMPENSATION
NATIONAL SENIOR CAMPUSES, INC.	\$ 0
OAK CREST VILLAGE, INC.	\$ 5,876
SEABROOK VILLAGE, INC.	\$ 0
GREENSPRING VILLAGE, INC.	\$ 5,876
RIDERWOOD VILLAGE, INC.	\$ 5,876
CEDAR CREST VILLAGE, INC.	\$ 0
MARIS GROVE, INC.	\$ 0
LINDEN PONDS, INC.	\$ 0
SEDGEBROOK, INC.	\$ 0
ANN'S CHOICE, INC.	\$ 0
BROOKSBY VILLAGE, INC.	\$ 0
FOX RUN VILLAGE, INC.	\$ 0
TALLGRASS CREEK, INC.	\$ 0
HICKORY CHASE, INC.	\$ 0
HIGHLAND SPRINGS, INC.	\$ 0
EAGLE'S TRACE, INC.	\$ 0
WIND CREST, INC.	\$ 0
MONARCH LANDING, INC.	\$ 0
ASHBY PONDS, INC.	\$ 5,875

INDIVIDUAL SUB-TOTAL **\$ 23,503**

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number
20-5609803

INDIVIDUAL: JERRY SEALS

ORGANIZATION	COMPENSATION
NATIONAL SENIOR CAMPUSES, INC.	\$ 0
OAK CREST VILLAGE, INC.	\$ 5,876
SEABROOK VILLAGE, INC.	\$ 0
GREENSPRING VILLAGE, INC.	\$ 5,876
RIDERWOOD VILLAGE, INC.	\$ 5,876
CEDAR CREST VILLAGE, INC.	\$ 0
MARIS GROVE, INC.	\$ 0
LINDEN PONDS, INC.	\$ 0
SEDGEBROOK, INC.	\$ 0
ANN'S CHOICE, INC.	\$ 0
BROOKSBY VILLAGE, INC.	\$ 0
FOX RUN VILLAGE, INC.	\$ 0
TALLGRASS CREEK, INC.	\$ 0
HICKORY CHASE, INC.	\$ 0
HIGHLAND SPRINGS, INC.	\$ 0
EAGLE'S TRACE, INC.	\$ 0
WIND CREST, INC.	\$ 0
MONARCH LANDING, INC.	\$ 0
ASHBY PONDS, INC.	\$ 5,875
INDIVIDUAL SUB-TOTAL	\$ 23,503

MORTGAGES AND OTHER NOTES PAYABLE - PART X, LINE 23

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

932211
02-03-10

Schedule O (Form 990) 2009

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number
20-5609803

APL ENTERED INTO A WORKING CAPITAL LOAN AGREEMENT (THE "W/C LOAN") WITH
ASHBURN CAMPUS, LLC ("ASH") IN MAY 2007. THE AGREEMENT PROVIDES FOR
BORROWING UP TO \$33,600,000 AT AN ANNUAL INTEREST RATE OF PRIME PLUS 1%
(4.25% AT DECEMBER 31, 2009 AND 2008, RESPECTIVELY). REPAYMENT OF THE
W/C LOAN IS DUE BY MAY 31, 2015. INTEREST IS PAYABLE TO ASH MONTHLY TO
THE EXTENT THAT APL'S CASH EXCEEDS ANTICIPATED EXPENSES. ACCRUED
INTEREST IS INCLUDED IN NON-CURRENT LIABILITIES ON THE ACCOMPANYING
BALANCE SHEETS AND WAS \$486,462 AND \$123,596 AS OF DECEMBER 31, 2009
AND 2008, RESPECTIVELY. THE BALANCE DRAWN ON THE WIC LOAN WAS
\$8,982,160 AND \$6,367,647 AS OF DECEMBER 31, 2009 AND 2008,
RESPECTIVELY. INTEREST EXPENSE ACCRUED DURING THE YEARS ENDED DECEMBER
31, 2009 AND 2008 WAS \$362,867 AND \$123,284, RESPECTIVELY.

TRANSACTIONS WITH INTERESTED PERSONS - SCHEDULE L

THE OFFICERS LISTED IN PART IV OF SCHEDULE L ARE EMPLOYEES OF ERICKSON
RETIREMENT COMMUNITIES, LLC WHICH PROVIDES MANAGEMENT SERVICES TO THE
ORGANIZATION. WITH THE EXCEPTIONS OF DAVID GALLAGHER, WHO SERVES AS
THE EXECUTIVE DIRECTOR OF THE ORGANIZATION'S FACILITIES, RESPECTIVELY,
THE OTHERS SERVE AS OFFICERS FOR ADMINISTRATIVE CONVENIENCE ONLY IN
CONNECTION WITH THEIR PERFORMANCE OF DUTIES UNDER THE MANAGEMENT
AGREEMENT. BOARD MEMBERS ALSO SERVE AS OFFICERS OF THE ORGANIZATION
AND THE BOARD MEMBERS HAVE PRIMARY RESPONSIBILITY FOR CARRYING OUT THE
DUTIES OF THE ORGANIZATION'S OFFICERS. THE AMOUNT LISTED AS MANAGEMENT
FEE ON SCHEDULE L, PART VI IS THE TOTAL MANAGEMENT FEE PAID BY THE

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

ASHBY PONDS, INC.

Employer identification number
20-5609803

COMMUNITY TO ERICKSON RETIREMENT COMMUNITIES, LLC.

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

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

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

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

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

	(a) Name of other organization(s)	(b) Transaction type (a-r)	(c) Amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

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
ANN'S CHOICE, INC - 52-2095427					
10000 ANN'S CHOICE WAY	CONTINUING CARE RETIREMENT				
WARMINSTER, PA 18974	COMMUNITY	MARYLAND	501(C)(3)	9	NATIONAL SENIOR CAMPUSES, INC
HICKORY CHASE, INC - 20-8991395					
701 MAIDEN CHOICE LANE	CONTINUING CARE RETIREMENT				
BALTIMORE, MD 21228	COMMUNITY	MARYLAND	501(C)(3)	9	NATIONAL SENIOR CAMPUSES, INC
HIGHLAND SPRINGS, INC - 51-0536892					
8000 FRANKFORD ROAD	CONTINUING CARE RETIREMENT				
DALLAS, TX 75252	COMMUNITY	MARYLAND	501(C)(3)	9	NATIONAL SENIOR CAMPUSES, INC
LINDEN PONDS, INC - 14-1849849					
300 LINDEN PONDS WAY	CONTINUING CARE RETIREMENT				
HINGHAM, MA 2043	COMMUNITY	MARYLAND	501(C)(3)	9	NATIONAL SENIOR CAMPUSES, INC
MARIS GROVE, INC - 55-0878964					
100 MARIS GROVE WAY	CONTINUING CARE RETIREMENT				
GLEN MILLS, PA 19342	COMMUNITY	MARYLAND	501(C)(3)	9	NATIONAL SENIOR CAMPUSES, INC
MONARCH LANDING, INC - 55-0878965					
2255 ERICKSON DRIVE	CONTINUING CARE RETIREMENT				
NAPERVILLE, IL 60563	COMMUNITY	MARYLAND	501(C)(3)	9	NATIONAL SENIOR CAMPUSES, INC
NATIONAL SENIOR CAMPUSES, INC - 20-4356247					
701 MAIDEN CHOICE LANE					
BALTIMORE, MD 21228	SUPPORTING ORGANIZATION	MARYLAND	501(C)(3)	11	NATIONAL SENIOR CAMPUSES, INC
NATIONAL SENIOR CAMPUSES FOUNDATION, INC -					
03-0611973, 701 MAIDEN CHOICE LANE					
BALTIMORE, MD 21228	FOUNDATION	MARYLAND	501(C)(3)	11	NATIONAL SENIOR CAMPUSES, INC
OAK CREST VILLAGE, INC - 52-1874053					
8800 WALTHER BOULEVARD	CONTINUING CARE RETIREMENT				
PARKVILLE, MD 21234	COMMUNITY	MARYLAND	501(C)(3)	9	NATIONAL SENIOR CAMPUSES, INC
RIDERWOOD VILLAGE, INC - 52-2126753					
3110 GRACEFIELD ROAD	CONTINUING CARE RETIREMENT				
SILVER SPRING, MD 20904	COMMUNITY	MARYLAND	501(C)(3)	9	NATIONAL SENIOR CAMPUSES, INC
SEABROOK VILLAGE, INC - 52-2126751					
3000 ESSEX ROAD	CONTINUING CARE RETIREMENT				
TINTON FALLS, NJ 7753	COMMUNITY	MARYLAND	501(C)(3)	9	NATIONAL SENIOR CAMPUSES, INC
SEDGEBROOK, INC - 30-0192403					
800 AUDUBON WAY	CONTINUING CARE RETIREMENT				
LINCOLNSHIRE, IL 60069	COMMUNITY	MARYLAND	501(C)(3)	9	NATIONAL SENIOR CAMPUSES, INC

Schedule R-1 (Form 990) 2009

Part II Continuation of Identification of Related Tax-Exempt Organizations

[illegible]

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

- 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 ASHBY PONDS, INC.	Employer identification number 20-5609803
	Number, street, and room or suite no. If a P.O. box, see instructions. 21170 ASHBY PONDS BLVD.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ASHBURN, VA 20147	

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 |

JEFFREY TRIMMER

- The books are in the care of ► **817 MAIDEN CHOICE LANE, SUITE 100 - BALTIMORE, MD 21228**

Telephone No. ► **(410) 402-2362**

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 **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year **2009** or► ☐ tax year beginning _____, and ending _____.

- 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	\$
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	\$
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	\$ N/A

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.

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

Form **8868** (Rev. 4-2009)

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

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

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

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

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer identification number
	ASHBY PONDS, INC.		20-5609803
	Number, street, and room or suite no. If a P.O. box, see instructions.		For IRS use only
	21170 ASHBY PONDS BLVD.		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	ASHBURN, VA 20147		

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

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

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

NEAL GANTERT

- The books are in the care of **701 MAIDEN CHOICE LANE - BALTIMORE, MD 21228**

Telephone No **(410) 402-2375**

FAX No

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

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**

5 For calendar year **2009**, or other tax year beginning , and ending .

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

7 State in detail why you need the extension

ADDITIONAL TIME IS NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	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.	8a	\$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c	Balance Due. Subtract line 8b from line 8a. 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.	8c	\$ N/A

Signature and Verification

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

Signature **Julia Miller** Title **CPA**

Date **8/9/10**

Form 8868 (Rev. 4-2009)