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Form **990**

Return of Organization Exempt From Income Tax

2009

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2009 calendar year, or tax year beginning , 2009, and ending , 20

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 SPRINGPOINT SENIOR LIVING, INC.		D Employer identification number 22-3498690
		Doing Business As		E Telephone number (609) 987-8900
		Number and street (or P O box if mail is not delivered to street address) 13 ROSZEL ROAD	Room/suite C120	G Gross receipts \$ 129,538,346.
		City or town, state or country, and ZIP + 4 PRINCETON, NJ 08540		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)
F Name and address of principal officer GARY T. PUMA 13 ROSZEL ROAD PRINCETON, NJ 08540		H(c) Group exemption number ► 8048		
I Tax-exempt status ☒ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527		J Website: ► WWW.SPRINGPOINTSL.ORG		
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ►		L Year of formation 1997	M State of legal domicile NJ	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities SPRINGPOINT SENIOR LIVING, INC. IS A NOT-FOR-PROFIT ORGANIZATION PROVIDING HOUSING AND SERVICES THAT PROMOTE CHOICE, INDEPENDENCE AND DIGNITY FOR SENIORS.		
	2 Check this box ☐ 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	14
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	13
	5 Total number of employees (Part V, line 2a)	5	2,002
	6 Total number of volunteers (estimate if necessary)	6	1,015
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	7,968,648.	7,054,439.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	118,367,019.	121,468,723.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,645,681.	454,229.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	402,836.	446,324.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	129,384,184.	129,423,715.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	777,131.	681,080.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	53,899,069.	55,189,566.
	16b Total fundraising expenses, Part IX, column (D), line 25) ► 943,178.	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	74,207,685.	77,247,842.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	128,883,885.	133,118,488.
	19 Revenue less expenses Subtract line 18 from line 12	500,299.	-3,694,773.
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year	End of Year
	21 Total liabilities (Part X, line 26)	456,605,907.	475,337,889.
	22 Net assets or fund balances Subtract line 21 from line 20	432,214,593.	444,305,303.

Part II Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature of officer: <i>Garrett T. Midgett III</i> Type or print name and title: Garrett T. Midgett III		Date: 1/13/2012	
Paid Preparer's Use Only	Preparer's signature: <i>Ants Par</i> Firm's name (or yours if self-employed), address, and ZIP + 4: WITHUMSMITH+BROWN, PC 465 SOUTH ST STE 200 MORRISTOWN, NJ 07960-6497	Date: 1/17/2012	Check if self-employed: ☐	Preparer's identifying number (see instructions): P00365556
	EIN: 22-2027092		Phone no: 973-898-9494	

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

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

Form 990 (2009)

Part III Statement of Program Service Accomplishments**1** Briefly describe the organization's mission:

ATTACHMENT 3

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 541900) (Expenses \$ 111,894,313 including grants of \$ 681,080) (Revenue \$ 121,468,723)EXPENSES INCURRED IN PROVIDING SENIOR HOUSING AND SERVICES,
AFFORDABLE HOUSING, ASSISTED LIVING, SKILLED NURSING CARE,
REHABILITATION, AND ALZHEIMER'S CARE. PLEASE REFER TO SCHEDULE O
FOR THE ORGANIZATION'S COMMUNITY BENEFIT STATEMENT.**4b** (Code) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe in Schedule O)

(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses ► 111,894,313.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	X	
5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	X	
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	X	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		
• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		
• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		
• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		
• 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? If "Yes," complete Schedule D, Part X		
12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII		X
12A Was the organization included in consolidated, independent audited financial statement for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the 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? If "Yes," complete Schedule F, Part I		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H		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	
24 a	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 question 25.</i>	X	
24 b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
24 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?		X
24 d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25 a	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
25 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)		
28 a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
28 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
28 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? Note. All Form 990 filers are required to complete Schedule O.	X	

Form 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. 1a 389		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 2,002		
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).	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
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)?	X	
b	If "Yes," enter the name of the foreign country: <u>CAYMAN ISLANDS</u> 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?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
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?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year. 7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	X	
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
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?		X
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12. 10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders. 11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
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	1a 14	
b Enter the number of voting members that are independent	1b 13	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4 X	
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6 X	
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a X	
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	8a X	
b Each committee with authority to act on behalf of the governing body?	8b X	
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	9a	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?	10a	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?	10b	
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11 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	12a X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c X	
13 Does the organization have a written whistleblower policy?	13 X	
14 Does the organization have a written document retention and destruction policy?	14 X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a X	
b Other officers or key employees of the organization	15b X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► FL, NJ, PA, _____

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 ► GARRETT T. MIDGETT, III 13 ROSZEL ROAD PRINCETON, NJ 08540
 (609) 987-8900

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			
MICHAEL DAGNES CHAIRMAN - TRUSTEE	3.00	X		X				0.	0.	0.
CAROLYN G HOLMES VICE CHAIR - TRUSTEE	3.00	X		X				0.	0.	0.
DAVID H BLAIR TRUSTEE	3.00	X						0.	0.	0.
FRANCIS V BONELLO TRUSTEE	3.00	X						0.	0.	0.
ERIC N BURKETT MD TRUSTEE	3.00	X						0.	0.	0.
MARY ANN CHRISTOPHER TRUSTEE	3.00	X						0.	0.	0.
ELIZABETH S HALL TRUSTEE	3.00	X						0.	0.	0.
DAVID G KOSTINAS TRUSTEE	3.00	X						0.	0.	0.
KERRY M PARKER TRUSTEE	3.00	X						0.	0.	0.
GARY T PUMA TRUSTEE; EX-OFFICIO/ PRES/CEO	55.00	X		X				0.	562,317	313,363.
STUART SENDALL TRUSTEE	3.00	X						0.	0.	0.
RICHARD J SERLUCCO TRUSTEE	3.00	X						0.	0.	0.
REVEREND LEE B SPITZER TRUSTEE	3.00	X						0.	0.	0.
LORETTA M UCELLI TRUSTEE	3.00	X						0.	0.	0.
THELMA TERJESEN TRUSTEE - MONROE	3.00	X						0.	0.	0.
FRANK BONELLO TRUSTEE	3.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week	(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			
REVEREND LEE B SPITZER TRUSTEE	3.00	X						0.	0.	0.
GARY T PUMA TRUSTEE	3.00	X						0.	0.	0.
CHARLES R MOONEY TRUSTEE	3.00	X						0.	0.	0.
GARRETT T MIDGETT III TRUSTEE	3.00	X						0.	0.	0.
MAUREEN E CAFFERTY ESQ TRUSTEE	3.00	X						0.	0.	0.
FRED PREGGER TRUSTEE - CRESTWOOD	3.00	X						0.	0.	0.
FRANK BONELLO TRUSTEE	3.00	X						0.	0.	0.
REVEREND LEE B SPITZER TRUSTEE	3.00	X						0.	0.	0.
GARY T PUMA TRUSTEE	3.00	X						0.	0.	0.
CHARLES R MOONEY TRUSTEE	3.00	X						0.	0.	0.
GARRETT T MIDGETT III TRUSTEE	3.00	X						0.	0.	0.
MAUREEN E CAFFERTY ESQ TRUSTEE	3.00	X						0.	0.	0.
GLENN BREWER TRUSTEE - MEADOW LAKES	3.00	X						0.	0.	0.
1b Total								187,910.	3,136,321.	881,385.

CONTINUED AT SCHEDULE J-2.

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 **1**

- 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
ATTACHMENT 4		

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 **34**

Part VIII Statement of Revenue

22-3498690

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	7,703.				
	d Related organizations	1d					
	e Government grants (contributions) . .	1e	4,731,566.				
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	2,315,170.				
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f			7,054,439.			
Program Service Revenue			Business Code				
	2a NET PROGRAM SERVICE REVENUE	541900		105,347,675.	105,347,675.		
	b OTHER PROGRAM RELATED REVENUE	541900		16,121,048.	16,121,048.		
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			121,468,723.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts). ATTACHMENT 5			-202,485.		0	-202,485
	4 Income from investment of tax-exempt bond proceeds . . .			0.			
	5 Royalties			0.			
		(i) Real	(ii) Personal				
	6a Gross Rents						
	b Less rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)			0			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
			684,000				
	b Less cost or other basis and sales expenses			27,286			
	c Gain or (loss)			656,714			
	d Net gain or (loss)			656,714.			656,714.
	8a Gross income from fundraising events (not including \$ <u>7,703</u> of contributions reported on line 1c) See Part IV, line 18 a	ATCH 6					
	b Less direct expenses b			87,345.			
	c Net income or (loss) from fundraising events	ATCH. 7.		0			
	9a Gross income from gaming activities See Part IV, line 19 a						
	b Less direct expenses b						
c Net income or (loss) from gaming activities			0				
10a Gross sales of inventory, less returns and allowances a							
b Less cost of goods sold b							
c Net income or (loss) from sales of inventory			0.				
Miscellaneous Revenue			Business Code				
11a MANAGEMENT FEE REVENUE	561000		446,324.			446,324	
b							
c							
d All other revenue							
e Total. Add lines 11a-11d			446,324				
12 Total Revenue. See instructions			129,423,715.	121,468,723.	0.	900,553	

Part IX Statement of Functional Expenses**Section 501(c)(3) and 501(c)(4) organizations must complete all columns.****All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	681,080.	681,080.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	230,441.	230,441.		
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	0.			
7 Other salaries and wages	41,527,966.	35,689,975.	5,500,260.	337,731.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . .	1,386,478.	1,187,313.	185,999.	13,166.
9 Other employee benefits	8,562,114.	7,486,119.	1,029,623.	46,372.
10 Payroll taxes	3,482,567.	3,023,003.	435,684.	23,880.
11 Fees for services (non-employees)				
a Management	0.			
b Legal	607,402.		599,474.	7,928.
c Accounting	228,953.		228,953.	
d Lobbying	0.			
e Professional fundraising services See Part IV, line 17	0.			
f Investment management fees	0.			
g Other	0.			
12 Advertising and promotion	1,898,184.	1,857,422.		40,762.
13 Office expenses	4,812,626.	4,086,234.	657,744.	68,648.
14 Information technology	0.			
15 Royalties	0.			
16 Occupancy	16,948,158.	16,946,158.		2,000.
17 Travel	55,198.	17,617.	24,429.	13,152.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	112,468.	79,392.	32,732.	344.
20 Interest	8,819,256.	8,028,677.	790,579.	
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization . . .	18,945,669.	18,043,060.	902,609.	
23 Insurance	0.			
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 SHARED SERVICES	7,140,155.		7,140,155.	
b MISCELLANEOUS	6,126,375.	4,228,693.	1,885,910.	11,772.
c FOOD EXPENSE	4,776,103.	4,776,103.		
d OUTSIDE SERVICES	4,489,605.	3,245,336.	866,846.	377,423.
e CENTRAL ACCOUNT. CHARGE BACK	2,287,690.	2,287,690.		
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	133,118,488.	111,894,313.	20,280,997.	943,178.
26 Joint Costs. Check here ☐ If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	12,800.	1	13,700.
	2 Savings and temporary cash investments	8,012,484.	2	18,355,686.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	7,096,665.	4	10,909,716.
	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	26,216,581.	7	29,052,794.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	890,961.	9	1,218,207.
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a 517,600,831.		
	b Less accumulated depreciation	10b 175,749,204.	339,404,800.	10c 341,851,627.
	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	66,893,486.	13	66,162,690.
	14 Intangible assets	8,078,130.	14	7,773,469.
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	456,605,907.	16	475,337,889.	
Liabilities	17 Accounts payable and accrued expenses	19,571,325.	17	16,655,742.
	18 Grants payable		18	
	19 Deferred revenue	142,612,136.	19	138,566,247.
	20 Tax-exempt bond liabilities	110,031,426.	20	105,914,203.
	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. ATCH. 9	60,246,830.	23	76,040,741.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	99,752,876.	25	107,128,370.
	26 Total liabilities. Add lines 17 through 25	432,214,593.	26	444,305,303.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	19,518,383.	27	23,651,733.
	28 Temporarily restricted net assets	1,830,818.	28	3,988,381.
	29 Permanently restricted net assets	3,042,113.	29	3,392,472.
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	24,391,314.	33	31,032,586.
34 Total liabilities and net assets/fund balances	456,605,907.	34	475,337,889.	

Form 990 (2009)

Part XI Financial Statements and Reporting

	Yes	No
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?		X
b Were the organization's financial statements audited by an independent accountant?	X	
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	X	
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?	X	
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	X	

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

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

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?

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

h Provide the following information about the supported organization(s)

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

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

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		
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		
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.		
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.		
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		

Schedule A (Form 990 or 990-EZ) 2009

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")	9,024,770.	6,782,850	8,290,957.	7,968,648.	7,054,439.	39,121,664
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	82,593,547.	91,585,123	112,769,855.	102,405,804	105,347,675.	494,702,004
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	91,618,317	98,367,973.	121,060,812	110,374,452.	112,402,114	533,823,668
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	0	0	0	0	0	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	0	0	0	0	0
c Add lines 7a and 7b.	0	0	0	0	0.	0.
8 Public support (Subtract line 7c from line 6)						533,823,668.

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.	91,618,317.	98,367,973	121,060,812	110,374,452	112,402,114.	533,823,668.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,196,331	5,076,184	4,751,013	3,012,682	1,691,545	17,727,755
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	3,196,331.	5,076,184	4,751,013.	3,012,682	1,691,545.	17,727,755
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)	94,814,648.	103,444,157	125,811,825.	113,387,134	114,093,659.	551,551,423.
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	96.79%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	96.58%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	3.21%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	3.42%

- 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. ☐

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10, Part II, line 17a or 17b, or Part III, line 12. Provide any other additional information. See instructions.

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527

- ▶ **Complete if the organization is described below.**
▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions**

OMB No 1545-0047

2009

**Open to Public
Inspection**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)). Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of organization	Employer identification number
SPRINGPOINT SENIOR LIVING, INC.	22-3498690

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ▶ \$
- 3 Volunteer hours ▶

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

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

- A** Check ☐ if the filing organization belongs to an affiliated group
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

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

4-Year Averaging Period Under Section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2 a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2009

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

		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		X	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c	Media advertisements?		X	
d	Mailings to members, legislators, or the public?		X	
e	Publications, or published or broadcast statements?		X	
f	Grants to other organizations for lobbying purposes?		X	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	X		0.
i	Other activities? If "Yes," describe in Part IV		X	
j	Total. Add lines 1c through 1i			0.
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?		X	

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

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

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

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

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1.

Also, complete this part for any additional information.

SEE PAGE 4

Part IV Supplemental Information (continued)

LOBBYING ACTIVITIES

SCHEDULE C, PART II-B; QUESTION 1H

SPRINGPOINT SENIOR LIVING, INC., THE PARENT ENTITY OF ALL SUBORDINATES

INCLUDED IN THIS GROUP FORM 990 IS A MEMBER OF SEVERAL TRADE

ORGANIZATIONS OF WHICH A PORTION OF THE DUES PAID TO THESE TRADE

ORGANIZATIONS ARE ALLOCATED TO LOBBYING EFFORTS PERFORMED BY THE TRADE

ORGANIZATIONS ON BEHALF OF SPRINGPOINT SENIOR LIVING, INC. AND

SUBORDINATES.

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

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**

Employer identification number

22-3498690

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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?		☐ Yes ☐ No

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

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

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

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

	Held at the End of the Year
a Total number of conservation easements	2a 3
b Total acreage restricted by conservation easements	2b 34.02
c Number of conservation easements on a certified historic structure included in (a)	2c 0
d Number of conservation easements included in (c) acquired after 8/17/06	2d 0

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► 0

4 Number of states where property subject to conservation easement is located ► 1

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

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► 0.00

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ 0.

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☒ Yes ☐ No

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

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

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$

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

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

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

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

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

Schedule D (Form 990) 2009

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 the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

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

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

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

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

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	4,872,931	6,707,582.			
b Contributions	3,188,673	2,177,241.			
c Net investment earnings, gains, and losses	173,348.	-76,114			
d Grants or scholarships					
e Other expenditures for facilities and programs	854,099.	3,935,778			
f Administrative expenses					
g End of year balance	7,380,853	4,872,931.			

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

- a Board designated or quasi-endowment ► _____ %
 b Permanent endowment ► 45.9600 %
 c Term endowment ► 54.0400 %

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)		X
3a(ii)		X
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		29,458,089.		29,458,089.
b Buildings		441,984,759.	149,179,356.	292,805,403.
c Leasehold improvements				
d Equipment		18,799,027.	13,646,517.	5,152,534.
e Other		27,358,956.	12,923,331.	14,435,625.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)).				341,851,651.

Schedule D (Form 990) 2009

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 (Column (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
ATTACHMENT 1		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)	66,162,690.	

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

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

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

1.	(a) Description of liability	(b) Amount
	Federal income taxes	
	DUE TO AFFILIATES	2,981,208.
	DERIVATIVE INSTRUMENTS AND OTHER LIABILITIES	11,377,664.
	CAPITAL ADVANCES	69,679,498.
	NOTES PAYABLE	23,090,000.
Total.	(Column (b) must equal Form 990, Part X, col (B) line 25)	107,128,370.

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

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

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

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

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

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)

TEXT OF FIN 48 AUDITED FINANCIAL STATEMENT FOOTNOTE

SCHEDULE D, PART X

SPRINGPOINT SENIOR LIVING, INC. ("SPRINGPOINT") IS THE CENTRAL ORGANIZATION FOR THIS CONSOLIDATED GROUP FORM 990. AN INDEPENDENT CPA FIRM AUDITED THE CONSOLIDATED FINANCIAL STATEMENTS OF SPRINGPOINT SENIOR LIVING, INC. AND AFFILIATES FOR THE YEARS ENDED DECEMBER 31, 2009 AND DECEMBER 31, 2008; RESPECTIVELY. THE FOLLOWING IS THE TEXT OF THE FOOTNOTE INCLUDED IN THE YEAR ENDED DECEMBER 31, 2009 CONSOLIDATED AUDITED FINANCIAL STATEMENTS THAT REPORTS THE GROUP'S LIABILITY FOR UNCERTAIN TAX PROVISIONS UNDER FIN 48:

THE COMPANY ACCOUNTS FOR UNCERTAINTY IN INCOME TAXES USING A RECOGNITION THRESHOLD OF MORE-LIKELY-THAN NOT TO BE SUSTAINED UPON EXAMINATION BY THE APPROPRIATE TAXING AUTHORITY. MEASUREMENT OF THE TAX UNCERTAINTY OCCURS IF THE RECOGNITION THRESHOLD IS MET. MANAGEMENT DETERMINED THERE WERE NO TAX UNCERTAINTIES THAT MET THE RECOGNITION THRESHOLD IN 2009 AND 2008.

<u>ATTACHMENT 1</u>		
<u>SCHEDULE D, PART VIII - INVESTMENTS - PROGRAM RELATED</u>		
<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>COST OR FMV</u>
U.S. GOVERNMENT OBLIGATIONS;		
LIMITED USE	9,654,857.	FMV
EQUITY SECURITIES; LIMITED USE	9,801,473.	FMV
CASH AND CASH EQUIVALENTS;		
LIMITED USE	19,056,866.	FMV

Part XIV Supplemental Information (continued)ATTACHMENT 1 (CONT'D)SCHEDULE D, PART VIII - INVESTMENTS - PROGRAM RELATED

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>COST OR FMV</u>
CERTIFICATES OF DEPOSIT;		
LIMITED USE	6,002,257.	FMV
CORPORATE BONDS; LIMITED USE	9,497,942.	FMV
LIMITED PARTNERSHIPS; LIMITED		
USE	4,436,418.	FMV
ACCRUED INTEREST; LIMITED USE	110,322.	FMV
INVESTMENTS HELD UNDER SPLIT-		
INTEREST AGREEMENT	7,602,555.	FMV
TOTALS	<u>66,162,690.</u>	

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a

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

OMB No. 1545-0047

2009

**Open To Public
Inspection**

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17
Form 990-EZ filers are not required to complete this part

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | | | | | |
|----------|--------------------------|----------------------------------|----------|--------------------------|---------------------------------------|
| a | ☐ | Mail solicitations | e | ☐ | Solicitation of non-government grants |
| b | ☐ | Internet and email solicitations | f | ☐ | Solicitation of government grants |
| c | ☐ | Phone solicitations | g | ☐ | Special fundraising events |
| d | ☐ | In-person solicitations | | | |

- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total ▶						

- 3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing**

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total events (add col (a) through col (c))
		GOLF OUTING (event type)	(event type)	0 (total number)	
Revenue	1 Gross receipts	95,048.			95,048.
	2 Less Charitable contributions	7,703.			7,703.
	3 Gross income (line 1 minus line 2)	87,345.			87,345.
Direct Expenses	4 Cash prizes	5,900.			5,900.
	5 Noncash prizes	7,645.			7,645.
	6 Rent/facility costs	25,760.			25,760.
	7 Food and beverages	33,197.			33,197.
	8 Entertainment	4,808.			4,808.
	9 Other direct expenses	10,035.			10,035.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				
11 Net income summary. Combine line 3, column (d), and line 10					

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))	
Revenue	1 Gross revenue					
Direct Expenses	2 Cash prizes					
	3 Noncash prizes					
	4 Rent/facility costs					
	5 Other direct expenses					
	6 Volunteer labor	Yes _____ % No _____ %	Yes _____ % No _____ %	Yes _____ % No _____ %		
	7 Direct expense summary. Add lines 2 through 5 in column (d)					()
	8 Net gaming income summary. Combine line 1, column d, and line 7					

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities _____		
a Is the organization licensed to operate gaming activities in each of these states?	9a	
b If "No," explain _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b If "Yes," explain _____		
11 Does the organization operate gaming activities with nonmembers?	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

		Yes	No
13	Indicate the percentage of gaming activity operated in		
a	The organization's facility 13a %		
b	An outside facility 13b %		
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records		
	Name ► _____		
	Address ► _____		
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue? 15a		
b	If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____		
c	If "Yes," enter name and address of the third party		
	Name ► _____		
	Address ► _____		
16	Gaming manager information		
	Name ► _____		
	Gaming manager compensation ► \$ _____		
	Description of services provided ► _____		
	☐ Director/officer ☐ Employee ☐ Independent contractor		
17	Mandatory distributions		
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? 17a		
b	Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$		

Schedule G (Form 990 or 990-EZ) 2009

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

OMB No 1545-0047

2009

**Open to Public
Inspection**

**Department of the Treasury
Internal Revenue Service**

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer Identification number

22-3498690

Part I	General Information on Grants and Assistance
---------------	---

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

[illegible]

- | | | |
|---|--|---|
| 2 | Enter total number of section 501(c)(3) and government organizations | 1 |
| 3 | Enter total number of other organizations | 0 |

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

Schedule I (Form 990) 2009

USA

9F1288 2 000

83298S U600

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22
Use Part IV and Schedule I-1 (Form 990) if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information

GRANT FUND MONITORING

SCHEDULE I, PART I, QUESTION 2

GRANTS ARE MONITORED BY THE ORGANIZATION'S FINANCE PERSONNEL THROUGH THE
UTILIZATION OF COST CENTERS AND OTHER INFORMATION; INCLUDING WRITTEN
DOCUMENTATION AND RECEIPTS.

**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

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

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.

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

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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

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

- | | |
|---|---|
| ☒ Compensation committee | ☒ Written employment contract |
| ☒ Independent compensation consultant | ☒ Compensation survey or study |
| ☒ Form 990 of other organizations | ☒ 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

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

Schedule J (Form 990) 2009

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
GARY T PUMA	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 408,293.	130,295.	23,729.	276,600.	36,763.	875,680.	0.
CHARLES R MOONEY	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 270,133.	83,464.	15,681.	93,700.	24,195.	487,173.	0.
GARRETT T MIDGETT III	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 217,170.	68,037.	7,927.	55,600.	31,763.	380,497.	0.
LAURENCE C GUMINA	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 189,983.	42,920.	11,189.	11,295.	30,763.	286,150.	0.
LAURA T KISLOWSKI	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 178,321.	37,180.	26,713.	6,865.	19,160.	268,239.	0.
MAUREEN E CAFFERTY ESQ	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 198,042.	49,997.	12,289.	14,600.	23,625.	298,553.	0.
LINDA ROSE	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 173,963.	42,845.	12,357.	13,106.	19,160.	261,431.	0.
ANTHONY ARGONDIZZA	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 163,407.	54,131.	10,527.	6,988.	28,763.	263,816.	0.
MARYBETH KOPEC	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 156,145.	48,975.	6,431.	13,222.	35,263.	260,036.	0.
RAYMOND R LEENING	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 158,123.	32,824.	10,312.	12,371.	28,763.	242,393.	0.
JOSEPH T CLAFFEY	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 141,112.	38,013.	8,785.	11,768.	30,763.	230,441.	0.
DAVID L WOODWARD	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 143,548.	19,637.	6,968.	7,719.	28,763.	206,635.	0.
	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.

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.

COMPENSATION INFORMATION

SCHEDULE J, PART I; QUESTION 4B

THE DEFERRED COMPENSATION AMOUNT IN COLUMN C FOR THE FOLLOWING

INDIVIDUALS INCLUDES UNVESTED BENEFITS IN A SUPPLEMENTAL EXECUTIVE

RETIREMENT PLAN WHICH ARE SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE

FORFEITURE. ACCORDINGLY, THE INDIVIDUALS MAY NEVER ACTUALLY RECEIVE THIS

UNVESTED BENEFIT AMOUNT. THE AMOUNTS OUTLINED HEREIN WERE NOT INCLUDED IN

THE INDIVIDUAL'S 2009 FORM W-2, BOX 5 AS TAXABLE MEDICARE WAGES: GARY T.

PUMA, \$261,500; CHARLES R. MOONEY, \$78,100 AND GARRETT T. MIDGETT, III,

\$40,000.

COMPENSATION INFORMATION

SCHEDULE J, PART I; QUESTION 7 AND CORE FORM, PART VII

THE FOLLOWING INDIVIDUALS RECEIVED A BONUS DURING CALENDAR YEAR 2009

WHICH BONUS AMOUNTS WERE INCLUDED IN CORE FORM, PART VII AND IN COLUMN B

(II) HEREIN AND IN EACH INDIVIDUAL'S 2009 FORM W-2, BOX 5, AS TAXABLE

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.

MEDICARE WAGES: GARY T. PUMA, \$130,295; CHARLES R. MOONEY, \$83,464;

GARRETT T. MIDGETT, III, \$68,037; LAURENCE C. GUMINA, \$42,920; LAURA T.

KISLOWSKI, \$37,180; MAUREEN E. CAFFERTY, ESQ., \$49,997; LINDA ROSE,

\$42,845; ANTHONY ARGONDIZZA, \$54,131; MARYBETH KOPEC, \$48,975; RAYMOND R.

LEENING, \$32,824; JOSEPH T. CLAFFEY, \$38,013; DAVID WOODWARD, \$19,637 AND

GERALD J. NOVAK, \$14,048.

SCHEDULE J-2
(Form 990)

Continuation Sheet for Form 990

OMB No 1545-0047

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ See the instructions for Form 990.

Name of the Organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MSC)	(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			
FRANK BONELLO TRUSTEE	3.00	X						0.	0.	0.
REVEREND LEE B SPITZER TRUSTEE	3.00	X						0.	0.	0.
GARY T PUMA TRUSTEE	3.00	X						0.	0.	0.
CHARLES R MOONEY TRUSTEE	3.00	X						0.	0.	0.
GARRETT T MIDGETT III TRUSTEE	3.00	X						0.	0.	0.
MAUREEN E CAFFERTY ESQ TRUSTEE	3.00	X						0.	0.	0.
ANN JOHNSTON TRUSTEE - MONTGOMERY	3.00	X						0.	0.	0.
FRANK BONELLO TRUSTEE	3.00	X						0.	0.	0.
REVEREND LEE B SPITZER TRUSTEE	3.00	X						0.	0.	0.
GARY T PUMA TRUSTEE	3.00	X						0.	0.	0.
CHARLES R MOONEY TRUSTEE	3.00	X						0.	0.	0.
GARRETT T MIDGETT III TRUSTEE	3.00	X						0.	0.	0.
MAUREEN E CAFFERTY ESQ TRUSTEE	3.00	X						0.	0.	0.
ROBERT BILLINGS TRUSTEE - RED BANK	3.00	X						0.	0.	0.
FRANK BONELLO TRUSTEE	3.00	X						0.	0.	0.
REVEREND LEE B SPITZER TRUSTEE	3.00	X						0.	0.	0.
GARY T PUMA TRUSTEE	3.00	X						0.	0.	0.
CHARLES R MOONEY TRUSTEE	3.00	X						0.	0.	0.
GARRETT T MIDGETT III TRUSTEE	3.00	X						0.	0.	0.
MAUREEN E CAFFERTY ESQ TRUSTEE	3.00	X						0.	0.	0.
JOHN T MCCONVILLE CHAIRMAN - TRUSTEE	3.00	X		X				0.	0.	0.

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

Schedule J-2 (Form 990) 2009

SCHEDULE J-2
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

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

▶ See the instructions for Form 990.

OMB No 1545-0047

2009

**Open to Public
Inspection**

Name of the Organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MSC)	(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			
JAMES L SURRATT VICE CHAIRMAN - TRUSTEE	3.00	X		X				0.	0.	0.
IRENE CALAFIORE TRUSTEE	3.00	X						0.	0.	0.
JEAN DOYLE TRUSTEE	3.00	X						0.	0.	0.
IRMA E GRYKIEN TRUSTEE	3.00	X						0.	0.	0.
HAROLD L LEVENTHAL TRUSTEE	3.00	X						0.	0.	0.
JEAN PELLICANE TRUSTEE	3.00	X						0.	0.	0.
CHARLES SEIGEL TRUSTEE	3.00	X						0.	0.	0.
ARTHUR MACKLER CHAIRMAN - TRUSTEE	3.00	X		X				0.	0.	0.
MARY LEE KLEINKAUF VICE CHAIR - TRUSTEE	3.00	X		X				0.	0.	0.
CARL DELLI BOVI TRUSTEE	3.00	X						0.	0.	0.
ONDINA JEFFERS TRUSTEE	3.00	X						0.	0.	0.
KEVIN QUINCE TRUSTEE	3.00	X						0.	0.	0.
DAVID ROUSSELL TRUSTEE	3.00	X						0.	0.	0.
RICHARD SCHROEDER TRUSTEE	3.00	X						0.	0.	0.
HASH SHAH TRUSTEE	3.00	X						0.	0.	0.
DEBORAH L THOMAS TRUSTEE	3.00	X						0.	0.	0.
VALERIE FREITAS CHAIR - TRUSTEE	3.00	X		X				0.	0.	0.
GARDINER MAREK SR VICE CHAIRMAN - TRUSTEE	3.00	X		X				0.	0.	0.
JANE FROTTON TRUSTEE	3.00	X						0.	0.	0.
MARIE GABRIELSON EDD TRUSTEE	3.00	X						0.	0.	0.
KIM PRICE TRUSTEE	3.00	X						0.	0.	0.

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

Schedule J-2 (Form 990) 2009

SCHEDULE J-2
(Form 990)

Continuation Sheet for Form 990

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

▶ See the instructions for Form 990.

Name of the Organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ROBERT SCHOEFFLING TRUSTEE	3.00	X						0.	0.	0.
RONALD SENZ TRUSTEE	3.00	X						0.	0.	0.
RICHARD P STRYKER TRUSTEE	3.00	X						0.	0.	0.
LOIS YOUNG TRUSTEE	3.00	X						0.	0.	0.
PAMELA TEITELBAUM CHAIR - TRUSTEE	3.00	X		X				0.	0.	0.
THERESE BOYD VICE CHAIR - TRUSTEE	3.00	X		X				0.	0.	0.
LOUISE CREDE TRUSTEE	3.00	X						0.	0.	0.
SANDRA DIGIACOMO TRUSTEE	3.00	X						0.	0.	0.
VALERIE LYONS TRUSTEE	3.00	X						0.	0.	0.
SHERLEY PENROSE TRUSTEE	3.00	X						0.	0.	0.
MARYANN ZAKASHEFSKI TRUSTEE	3.00	X						0.	0.	0.
ROBERT REID CHAIRMAN - TRUSTEE	3.00	X		X				0.	0.	0.
MARTHA KLEINER VICE CHAIR - TRUSTEE	3.00	X		X				0.	0.	0.
CHARLES BELL TRUSTEE	3.00	X						0.	0.	0.
ROLAND BONNER TRUSTEE	3.00	X						0.	0.	0.
KAREN CALLAGHAN TRUSTEE	3.00	X						0.	0.	0.
KEVIN CORLEY TRUSTEE	3.00	X						0.	0.	0.
CARLA DOW TRUSTEE	3.00	X						0.	0.	0.
AUDREY WOODS TRUSTEE	3.00	X						0.	0.	0.
RICHARD E BYRD CHAIRMAN - TRUSTEE	3.00	X		X				0.	0.	0.
ROBERT BROWN TRUSTEE	3.00	X						0.	0.	0.

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

Schedule J-2 (Form 990) 2009

SCHEDULE J-2
(Form 990)

Continuation Sheet for Form 990

OMB No 1545-0047

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ See the instructions for Form 990.

Name of the Organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MSC)	(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			
PETER PAMBELLO TRUSTEE	3.00	X						0.	0.	0.
JAMES P REILLY TRUSTEE	3.00	X						0.	0.	0.
ALFRED RUTKOWSKI TRUSTEE	3.00	X						0.	0.	0.
GENARO SALZANO TRUSTEE	3.00	X						0.	0.	0.
ALICE YOCHUM TRUSTEE	3.00	X						0.	0.	0.
VINCENT J LARAIA CHAIRMAN - TRUSTEE	3.00	X		X				0.	0.	0.
CHARLES P HANLON VICE CHAIRMAN - TRUSTEE	3.00	X		X				0.	0.	0.
SOL E BERGER TRUSTEE	3.00	X						0.	0.	0.
RITA BERKELMANN TRUSTEE	3.00	X						0.	0.	0.
DANTE MASSA TRUSTEE	3.00	X						0.	0.	0.
STANLEY RUBENSTEIN TRUSTEE	3.00	X						0.	0.	0.
JEROME TRACHTENBERG TRUSTEE	3.00	X						0.	0.	0.
SUSAN S WEISENBERG TRUSTEE	3.00	X						0.	0.	0.
CAROL L ZUR TRUSTEE	3.00	X						0.	0.	0.
LYNN THORNTON CHAIR - TRUSTEE	3.00	X		X				0.	0.	0.
ROBERT DUNCAN VICE CHAIRMAN - TRUSTEE	3.00	X		X				0.	0.	0.
TERRY FORMAN TRUSTEE	3.00	X						0.	0.	0.
RICHARD HARBOURT TRUSTEE	3.00	X						0.	0.	0.
ROBERT W PRIGGE TRUSTEE	3.00	X						0.	0.	0.
CHERYL A REGIS TRUSTEE	3.00	X						0.	0.	0.
SWANEE WATERS TRUSTEE	3.00	X						0.	0.	0.

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

Schedule J-2 (Form 990) 2009

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

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

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

▶ See the instructions for Form 990.

OMB No 1545-0047

2009

**Open to Public
Inspection**

Name of the Organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MSC)	(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			
JAMES VC YATES TRUSTEE	3.00	X						0.	0.	0.
DAVID BLAIR TRUSTEE	3.00	X						0.	0.	0.
BRIAN J CLANCY CFP TRUSTEE	3.00	X						0.	0.	0.
BARBARA DEMARCO TRUSTEE	3.00	X						0.	0.	0.
THOMAS GIBBONS DPM TRUSTEE	3.00	X						0.	0.	0.
JAMES HYMAN TRUSTEE	3.00	X						0.	0.	0.
MICHAEL PETRONE TRUSTEE	3.00	X						0.	0.	0.
REV SUZANNE E SCHAFER COATES TRUSTEE	3.00	X						0.	0.	0.
STUART SENDELL TRUSTEE	3.00	X						0.	0.	0.
ELEANORE K SZYMANSKI CFP TRUSTEE	3.00	X						0.	0.	0.
GARY T PUMA EX-OFFICIO	3.00	X						0.	0.	0.
CHARLES R MOONEY SENIOR VP ADIM SVCS/BUS DEV	55.00			X				0.	369,278.	117,895.
GARRETT T MIDGETT III SENIOR VP/CFO	55.00			X				0.	293,134.	87,363.
LAURENCE C GUMINA SENIOR VP PROJECT DEVELOPMENT	55.00			X				0.	244,092.	42,058.
LAURA T KISLOWSKI SENIOR VP SALES AND MARKETING	55.00			X				0.	242,214.	26,025.
MAUREEN E CAFFERTY ESQ VP/ GENERAL COUNSEL	55.00			X				0.	260,328.	38,225.
LINDA ROSE VP HEALTH SERVICES	55.00			X				0.	229,165.	32,266.
ANTHONY ARGONDIZZA VP OPERATIONS	55.00			X				0.	228,065.	35,751.
MARYBETH KOPEC VP FINANCE	55.00			X				0.	211,551.	48,485.
RAYMOND R LEENING VP INFORMATION TECHNOLOGY	55.00			X				0.	201,259.	41,134.
JOSEPH T CLAFFEY VP FOUNDATION	55.00			X				187,910.	0.	42,531.

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

Schedule J-2 (Form 990) 2009

Continuation Sheet for Form 990

OMB No 1545-0047

2009

Open to Public Inspection

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

► See the instructions for Form 990.

Name of the Organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

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

[illegible]

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Supplemental Information on Tax-Exempt Bonds

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information on Schedule O (Form 990).

► Attach to Form 990. See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Employer identification number
22-3498690

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer	
						Yes	No	Yes	No
A NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY	22-2045817	645918EK5	08/25/2006	47,370,000.	TO REFINANCE OF THE 2002 BONDS		X		X
B									
C									
D									
E									

Part II Proceeds

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Total proceeds of issue		47,370,000.								
2 Gross proceeds in reserve funds		0.								
3 Proceeds in refunding or defeasance escrows		0.								
4 Other unspent proceeds		0.								
5 Issuance costs from proceeds		783,341.								
6 Working capital expenditures from proceeds		46,586,659.								
7 Capital expenditures from proceeds		0.								
8 Year of substantial completion		2006								
9 Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
10 Were the bonds issued as part of an advance refunding issue?	X									
11 Has the final allocation of proceeds been made?	X									
12 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X									

Part III Private Business Use

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

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

Schedule K (Form 990) 2009

JSA

Part III Private Business Use (Continued)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts with respect to the financed property which may result in private business use?		X								
b Are there any research agreements with respect to the financed property which may result in private business use?		X								
c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?	X									
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		0.0000%								%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		0.0000%								%
6 Total of lines 4 and 5		0.0000%								%
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X									

Part IV Arbitrage

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?	X									
2 Is the bond issue a variable rate issue?										
3a Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?		X								
b Name of provider										
c Term of hedge										
4a Were gross proceeds invested in a GIC?		X								
b Name of provider										
c Term of GIC										
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5 Were any gross proceeds invested beyond an available temporary period?		X								
6 Did the bond issue qualify for an exception to rebate?		X								

Schedule K (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

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 2

AMENDED RETURN

CORE FORM, PART IV, QUESTION 28C AND SCHEDULE L

THIS RETURN IS BEING AMENDED TO PROPERLY REFLECT THE FACT THAT THE ORGANIZATION DID NOT TRANSACT BUSINESS WITH ANY INTERESTED PERSON THAT MET THE SCHEDULE L REPORTING THRESHOLD. ACCORDINGLY, CORE FORM, PART IV, LINE 28C IS NOW MARKED "NO". THE ORGANIZATION DID TRANSACT BUSINESS AND MAKE PAYMENTS TO A COMPANY OF WHICH A BOARD MEMBER OF THE ORGANIZATION IS A PARTNER. HOWEVER, THE TOTAL AMOUNT PAID TO THE COMPANY DID NOT EXCEED \$100,000; THE THRESHOLD AMOUNT THAT WOULD REQUIRE REPORTING AND DISCLOSURE ON SCHEDULE L.

COMMUNITY BENEFIT STATEMENT AND PROGRAM SERVICES

CORE FORM, PART III; STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

BACKGROUND

=====

SPRINGPOINT SENIOR LIVING IS NEW JERSEY'S LEADING NOT-FOR-PROFIT PROVIDER OF SENIOR HOUSING AND CARE, IN BUSINESS FOR 94 YEARS. THROUGH OUR SPRINGPOINT FOUNDATION, WE PROVIDE FINANCIAL SUPPORT FOR RESIDENTS IN NEED, AS WELL AS OFFER LIFE-ENHANCING EDUCATIONAL, ARTS AND CULTURAL PROGRAMMING. OTHER AFFILIATED SERVICES INCLUDE MANAGEMENT AND DEVELOPMENT ON A PARTNERSHIP OR FEE BASIS THROUGH PRINCETON SENIOR LIVING.

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

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ATTACHMENT 2 (CONT'D)

SPRINGPOINT SENIOR LIVING OWNS AND OPERATES 26 SENIOR COMMUNITIES
THROUGHOUT NEW JERSEY INCLUDING FIVE FULL-SERVICE SENIOR LIVING, FOUR
ASSISTED LIVING, AND 16 AFFORDABLE HOUSING COMMUNITIES. SPRINGPOINT
EMPLOYS APPROXIMATELY 1,500 INDIVIDUALS WHO CARE FOR MORE THAN 4,000
RESIDENTS.

SPRINGPOINT SENIOR LIVING IS GUIDED BY ITS COMMITMENT TO THE QUALITY OF
LIFE OF ITS OWN RESIDENTS AS WELL AS CONCERN FOR THE WELL-BEING OF
SENIORS THROUGHOUT NEW JERSEY. SPRINGPOINT SENIOR LIVING IS
NON-DENOMINATIONAL, WELCOMING RESIDENTS OF ALL FAITHS AND BACKGROUNDS.

MISSION STATEMENT

=====

SPRINGPOINT SENIOR LIVING IS A NOT-FOR-PROFIT ORGANIZATION PROVIDING
HOUSING AND SERVICES THAT PROMOTE CHOICE, INDEPENDENCE AND DIGNITY FOR
SENIORS.

"RESIDENTS-FIRST" PHILOSOPHY

=====

AT SPRINGPOINT SENIOR LIVING, OUR "RESIDENTS- FIRST" PHILOSOPHY GUIDES US
IN PROMOTING AND EXPANDING OUR MISSION OF OFFERING HIGH-QUALITY HOUSING
AND SERVICES AND AN OUTSTANDING QUALITY OF LIFE FOR EVERY RESIDENT, EVERY

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

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ATTACHMENT 2 (CONT'D)

DAY.

SPRINGPOINT SENIOR LIVING STATEMENT FOR COMMUNITY BENEFITS

=====

SPRINGPOINT SENIOR LIVING IS AN ACTIVE COMMUNITY PARTNER, BRINGING
PHILANTHROPIC, CULTURAL AND EDUCATIONAL RESOURCES TO SENIORS AND THEIR
FAMILY MEMBERS ACROSS NEW JERSEY.

SPRINGPOINT SENIOR LIVING PRINCIPLES

=====

SPRINGPOINT SENIOR LIVING IS GUIDED BY THE FOLLOWING PRINCIPLES IN
FURTHERING ITS CHARITABLE TAX-EXEMPT PURPOSES:

1. A BELIEF THAT EACH RESIDENT DESERVES THE HIGHEST QUALITY OF LIFE EVERY
DAY.
2. A CONVICTION THAT SENIORS NEED AND DESERVE CHOICES IN THEIR LIFESTYLE
PREFERENCES.
3. A COMMITMENT TO ONGOING LEARNING AS A MEANS TO ENHANCE QUALITY OF LIFE
BY ADDRESSING ISSUES OF HEALTH, HOUSING, FINANCIAL PLANNING AND MORE.

VISION

=====

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

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ATTACHMENT 2 (CONT'D)

SPRINGPOINT SENIOR LIVING WILL BE A LEADING HOUSING, HOSPITALITY, AND
 HEALTHCARE SERVICES PROVIDER RECOGNIZED FOR ITS QUALITY OF SERVICES AND
 AS A RELIABLE SOURCE OF INFORMATION THAT ALLOWS SENIORS TO MAKE THE BEST
 POSSIBLE CHOICES CONCERNING THEIR HOUSING, HEALTH AND WELLNESS, AND
 FINANCIAL PLANNING.

SPRINGPOINT SENIOR LIVING COMMUNITIES

=====

FULL-SERVICE SENIOR LIVING

SPRINGPOINT FULL SERVICE SENIOR LIVING COMMUNITIES OFFER FLEXIBLE
 ACCOMMODATIONS DESIGNED TO MEET HEALTH AND HOUSING NEEDS THAT CAN CHANGE
 OVER TIME. THE FULL-SERVICE CARE SPECTRUM ENCOMPASSES INDEPENDENT LIVING,
 ASSISTED LIVING AND SKILLED NURSING CARE. THESE COMMUNITIES ALSO OFFER
 HOUSEKEEPING, MEALS AND ACTIVITIES. ALL FIVE SPRINGPOINT FULL-SERVICE
 RETIREMENT COMMUNITIES HOLD ACCREDITATION BY CARF-CCAC, THE NATION'S ONLY
 ACCREDITING BODY FOR CONTINUING CARE RETIREMENT COMMUNITIES.

SERVICES OFFERED BY SPRINGPOINT FULL-SERVICE SENIOR LIVING COMMUNITIES
 INCLUDE:

- RESTAURANT-STYLE AND CASUAL DINING
- HIGH-QUALITY ON-SITE HEALTH CARE

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

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ATTACHMENT 2 (CONT'D)

- FITNESS CENTER AND INDOOR POOL (CRESTWOOD MANOR, MEADOW LAKES, MONROE

VILLAGE AND STONEBRIDGE AT MONTGOMERY)

- BEAUTY AND BARBER SHOP

- WEEKLY HOUSEKEEPING

- CONCIERGE SERVICES

FULL-SERVICE SENIOR LIVING COMMUNITY SNAPSHOT

CRESTWOOD MANOR, WHITING, NJ

CRESTWOOD OFFERS 380 ONE- AND TWO-BEDROOM APARTMENTS, 32 EXPANDED

SERVICES PROGRAM UNITS, AND A 64-BED SKILLED NURSING CARE CENTER ON A

40-ACRE CAMPUS IN OCEAN COUNTY.

MEADOW LAKES, EAST WINDSOR, NJ

MEADOW LAKES OFFERS 309 INDEPENDENT LIVING APARTMENTS, 15 COTTAGES, 28

ASSISTED LIVING SUITES AND 60 SKILLED NURSING UNITS ON A 103-ACRE CAMPUS

IN MERCER COUNTY.

MONROE VILLAGE, MONROE TOWNSHIP, NJ

MONROE VILLAGE OFFERS 285 INDEPENDENT LIVING APARTMENTS, 28 ASSISTED

LIVING SUITES AND 60 SKILLED NURSING UNITS ON 55 ACRES IN MIDDLESEX

COUNTY.

STONEBRIDGE AT MONTGOMERY, SKILLMAN, NJ

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

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ATTACHMENT 2 (CONT'D)

STONEBRIDGE OFFERS 211 INDEPENDENT LIVING APARTMENTS, 24 COTTAGES, 60
ASSISTED LIVING APARTMENTS AND 40 SKILLED NURSING UNITS ON 40 ACRES IN
SOMERSET COUNTY.

THE ATRIUM AT NAVESINK HARBOR, RED BANK, NJ

THE ATRIUM AT NAVESINK HARBOR OFFERS 74 INDEPENDENT LIVING UNITS, 14
RESIDENTIAL HEALTH CARE SUITES AND 39 LONG TERM CARE UNITS.

COMMUNITY BENEFIT STATEMENT AND PROGRAM SERVICES (CONTINUED)

CORE FORM, PART III; STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

ASSISTED LIVING

SPRINGPOINT ASSISTED LIVING COMMUNITIES ARE FOR PEOPLE WHO NEED HELP WITH
EVERYDAY TASKS BUT STILL WISH TO LIVE AS INDEPENDENTLY AS POSSIBLE.
ASSISTED LIVING COMMUNITIES CAN CARE FOR THOSE WITH ALZHEIMER'S DISEASE
IN SEPARATE, SECURE NEIGHBORHOODS WITH SPECIALIZED PROGRAMMING.

SPRINGPOINT ASSISTED LIVING COMMUNITIES OFFER A CARING ENVIRONMENT FOR
SENIORS WHO NEED A HELPING HAND WITH THE ACTIVITIES OF DAILY LIVING.
INDIVIDUALIZED PERSONAL CARE PROVIDED BY PROFESSIONAL CAREGIVERS HELP
RESIDENTS MAINTAIN THEIR INDEPENDENCE AND THE LIFESTYLE OF THEIR CHOICE.
FOR THOSE WITH ALZHEIMER'S DISEASE OR OTHER TYPES OF MEMORY IMPAIRMENT,
STONY BROOK, WATCHUNG RIDGE AND WATERFORD GLEN OFFER A SEPARATE, SECURE
NEIGHBORHOOD WITH ENHANCED PROGRAMMING AND A FAMILY-LIKE ATMOSPHERE.
SPECIALLY TRAINED STAFF PROVIDE SUPPORTIVE SERVICES AND NURTURING

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

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ATTACHMENT 2 (CONT'D)

ATTENTION 24 HOURS A DAY.

ASSISTED LIVING COMMUNITY SNAPSHOT

HADDONFIELD HOME, HADDONFIELD NJ

52 ASSISTED LIVING UNITS

STONY BROOK ASSISTED LIVING, PENNINGTON, NJ

93 ASSISTED LIVING SUITES, INCLUDING 19 MEMORY IMPAIRMENT SUITES.

WATCHUNG RIDGE ASSISTED LIVING, WATCHUNG, NJ

96 ASSISTED LIVING SUITES INCLUDING 19 MEMORY IMPAIRMENT SUITES

WATERFORD GLEN ASSISTED LIVING AND SKILLED NURSING, WALL, NJ

WATERFORD GLEN OFFERS A UNIQUE ARRAY OF CARE AND SERVICES THAT CAN ADDRESS CHANGING HEALTHCARE NEEDS. THESE INCLUDE ASSISTED LIVING, SKILLED NURSING, ALZHEIMER'S/DEMENTIA CARE AND REHABILITATION. THE COMMUNITY ENCOMPASSES 70 ASSISTED LIVING SUITES INCLUDING 14 MEMORY IMPAIRMENT SUITES AS WELL AS 30 SKILLED NURSING BEDS.

AFFORDABLE HOUSING

SPRINGPOINT AFFORDABLE HOUSING COMMUNITIES OFFER COMFORTABLE, ATTRACTIVE,

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

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ATTACHMENT 2 (CONT'D)

REASONABLY-PRICED HOUSING OPTIONS TO INDIVIDUALS WITH LIMITED INCOMES.

PROSPECTIVE RESIDENTS ARE AGE 62 AND OVER AND MUST MEET FEDERAL INCOME GUIDELINES. RESIDENTS PAY RENT BASED ON 30% OF THEIR ADJUSTED GROSS ANNUAL INCOME. INCOME LIMITS VARY BY LOCATION. HEAT AND HOT WATER ARE ALSO INCLUDED IN THE RENTAL FEE. PLEASE NOTE: BELOW-MARKET FLAT-FEE RENTS APPLY AT SAMUEL MILLER AND FOR SOME APARTMENTS AT ASBURY TOWER.

EACH SPRINGPOINT AFFORDABLE HOUSING COMMUNITY OFFERS PRIVATE UNFURNISHED APARTMENTS WITH EASY ACCESS TO TRANSPORTATION, SHOPPING, MEDICAL FACILITIES AND OTHER AMENITIES. SPRINGPOINT SENIOR LIVING AFFORDABLE HOUSING COMMUNITIES INCLUDE:

- ALLAIRE CROSSING, WALL, 66 UNITS (MANAGED)
- ASBURY TOWER, ASBURY PARK, 350 UNITS (MANAGED)
- BUTLER SENIOR COMMUNITY, BUTLER, 90 UNITS (MANAGED)
- COUNTRYSIDE MEADOWS, EGG HARBOR CITY, 83 UNITS
- CROSSROADS AT HOWELL, FREEHOLD, 86 UNITS
- THE OAKS AT TOMS RIVER, 85 UNITS
- FRIENDSHIP GARDENS, HOWELL, 99 UNITS (MANAGED)
- THE GABLES AT WEST WINDSOR, 85 UNITS
- HIDDEN BROOK AT FRANKLIN, 85 UNITS
- PLAINFIELD TOWER WEST, PLAINFIELD, 154 UNITS (MANAGED)
- PORTLAND POINTE, ATLANTIC HIGHLANDS, 57 UNITS
- SAMUEL MILLER SENIOR HOUSING, MOUNT HOLLY, 29 UNITS (MANAGED)
- STAFFORD BY THE BAY, MANAHAWKIN, 85 UNITS

Name of the organization

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ATTACHMENT 2 (CONT'D)

- WATCHUNG TERRACE AT MIDDLESEX, 86 UNITS
- WHEATON POINTE AT EAST WINDSOR, 84 UNITS
- WOODLANDS AT RAMSEY, 99 UNITS (MANAGED)

SPRINGPOINT FOUNDATION

SPRINGPOINT FOUNDATION, INC. IS OUR COMMUNITY OUTREACH AND PHILANTHROPIC ARM OF SPRINGPOINT SENIOR LIVING. SINCE 1916, THE PRIMARY PURPOSE OF OUR FOUNDATION HAS BEEN MAKING A DIFFERENCE IN THE LIVES OF SENIORS AND THEIR FAMILIES THROUGH OUR RESIDENT AND COMMUNITY PARTNERSHIP PROGRAMS. WE SEEK TO ACCOMPLISH OUR GOALS BY ENCOURAGING CHARITABLE SUPPORT THROUGH A VARIETY OF GIVING AND SPONSORSHIP OPPORTUNITIES, SPECIAL EVENTS AND GIFT PLANNING PROGRAMS.

COMMUNITY BENEFIT STATEMENT AND PROGRAM SERVICES (CONTINUED)

CORE FORM, PART III; STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

LIFE-ENHANCING RESIDENT ASSISTANCE

BENEVOLENT CARE: FINANCIAL STABILITY EQUALS PEACE OF MIND FOR TODAY'S AGING ADULTS. TODAY, WE ARE HOLDING TRUE TO OUR MISSION AND HELPING MORE RESIDENTS FINANCIALLY THAN IN ANY PREVIOUS YEAR.

SUPPLEMENTAL MEDICAL SERVICES: NECESSARY MEDICAL CARE CAN OFTEN BE UNAFFORDABLE OR UNATTAINABLE FOR TODAY'S SENIORS. SIMPLE, HIGH-QUALITY,

Name of the organization

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ATTACHMENT 2 (CONT'D)

READILY AVAILABLE CARE WOULD ALLOW THEM TO RECEIVE NEEDED TREATMENT WHILE REMAINING COMFORTABLY AT HOME. THE FOUNDATION PROVIDES SUBSTANTIAL FUNDING FOR SUPPLEMENTAL ASSISTED LIVING-TYPE MEDICAL CARE THAT DIRECTLY IMPACTS RESIDENTS' QUALITY OF LIFE EVERY DAY.

TRANSPORTATION: MANY OLDER ADULTS ARE UNABLE TO DRIVE, SIGNIFICANTLY LIMITING THEIR ABILITY TO REMAIN INDEPENDENT AND NEGATIVELY IMPACTING THEIR QUALITY OF LIFE. EACH YEAR, THE FOUNDATION ALLOCATES FUNDING FOR TRANSPORTATION. FOR EXAMPLE, THE FOUNDATION CURRENTLY SUPPORTS THE PURCHASE AND MAINTENANCE OF NEW BUSES THAT PROVIDE GREATER INDEPENDENCE FOR MORE THAN 1,500 RESIDENTS LIVING IN 17 AFFORDABLE HOUSING COMMUNITIES.

CHAPLAINCY: SPIRITUAL LEADERSHIP POSITIVELY INFLUENCES BOTH THE PHYSICAL AND EMOTIONAL WELL-BEING OF SENIORS. OUR PROGRAMS ENCOURAGE SENIORS TO PRACTICE THEIR FAITH AND OBTAIN THE SPIRITUAL GUIDANCE THEY NEED TO MAINTAIN A HEALTHY STATE OF MIND AND BODY.

COMMUNITY ENRICHMENT PARTNERSHIP PROGRAMS

WORLD-CLASS ARTS AND CULTURE: THIS EXCITING AND INNOVATIVE PARTNERSHIP INITIATIVE BRINGS WORLD-CLASS ARTS ORGANIZATIONS, ARTISTS, AND CULTURAL LEADERS TOGETHER WITH THE SPRINGPOINT FOUNDATION. AS A RESULT, AN EXPANSIVE REPERTOIRE OF ARTS AND CULTURAL DISCIPLINES ARE MORE READILY

Name of the organization	Employer identification number
SPRINGPOINT SENIOR LIVING, INC.	22-3498690

ATTACHMENT 2 (CONT'D)

AVAILABLE, ACCESSIBLE, AND AFFORDABLE FOR OLDER ADULTS.

FUNDED IN PART BY THE SPRINGPOINT FOUNDATION, AS WELL AS INDIVIDUALS AND CORPORATE SPONSORS, OUR ARTS AND CULTURE INITIATIVE ENGAGES LEADING ARTS AND CULTURAL PARTNERS TO DEVELOP PROGRAMS DESIGNED TO MAKE ARTS MORE ACCESSIBLE AND AFFORDABLE. RECENT PROGRAMS INCLUDED WORLD-CLASS CHAMBER MUSIC CONCERTS, DANCE RECITALS, BI-MONTHLY LECTURES ON VARIOUS ART AND HISTORY TOPICS, AND A SERIES OF LIVE OPERA PERFORMANCES.

COMMUNITY SERVICE AND VOLUNTEERING: IN AN EFFORT TO ENRICH THE LARGER COMMUNITY, THE SPRINGPOINT FOUNDATION ACTS AS A CONVENER AND COORDINATOR OF COMMUNITY SERVICE AND VOLUNTEER PROGRAMS. WORKING WITH INDIVIDUALS AND ORGANIZATIONS, THE FOUNDATION CREATES AND IDENTIFIES VOLUNTEER OPPORTUNITIES THAT BENEFIT PEOPLE AND COMMUNITIES IN NEED.

HEALTH AND WELLNESS EDUCATION: OLDER PEOPLE TODAY FACE A TREMENDOUS NUMBER OF UNIQUE ISSUES. AT THE FOUNDATION, WE FIRMLY BELIEVE THAT CONTINUING EDUCATION BY TOP PROFESSIONALS IS THE KEY TO OVERCOMING THOSE CHALLENGES. THROUGH ADVICE, KNOWLEDGE-SHARING AND RELATED SERVICES, WE CAN ADDRESS THE NEEDS OF SENIORS AND THEIR FAMILIES, GIVING THEM THE GUIDANCE NEEDED TO MAKE THE MOST INFORMED DECISIONS ABOUT THEIR LIVES.

THE FOUNDATION SUPPORTS A COMMUNITY EDUCATION INITIATIVE WHICH SERVES AS A VITAL INFORMATION RESOURCE FOR OLDER ADULTS, THEIR FAMILIES AND CAREGIVERS. THE FOUNDATION ENHANCES QUALITY OF LIFE BY HIGHLIGHTING

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

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ATTACHMENT 2 (CONT'D)

CURRENT, RELEVANT ISSUES AS THEY RELATE TO HEALTH, HOUSING AND FINANCES
FOR OLDER PEOPLE.

WORKFORCE DEVELOPMENT AND INTERNSHIPS: OUR TOMORROW'S LEADERS PROGRAM IS
DESIGNED TO CREATE AND INSPIRE THE NEXT GENERATION OF LEADERS AND
INNOVATORS IN SENIOR CARE. IT IS SUPPORTED THROUGH SPONSORSHIP OF INTERNS
BY INDIVIDUALS, CORPORATIONS, AND SPRINGPOINT VENDORS. INTERNS GAIN
HANDS-ON EXPERIENCE AND FIRST-HAND KNOWLEDGE OF THE LATEST POLICIES AND
PRACTICES THAT AFFECT THE NEEDS OF AGING ADULTS. WE ARE PROUD THAT MANY
OF OUR INTERNS CONTINUE ON TO A CAREER IN THE FIELD OF SENIOR CARE.

CONCLUSION

SPRINGPOINT SENIOR LIVING IS A NOT-FOR-PROFIT LEADER IN HIGH-QUALITY
SENIOR HOUSING AND CARE. SPRINGPOINT OFFERS A DIVERSITY OF RETIREMENT
LIFESTYLE OPTIONS AS WELL AS A RANGE INNOVATIVE SERVICES AND PROGRAMMING
THAT ENHANCES RESIDENTS' LIVES EACH DAY. OUR LIFESTYLE CHOICES INCLUDE
FULL-SERVICE SENIOR LIVING, ASSISTED LIVING AND AFFORDABLE HOUSING.

BECAUSE SPRINGPOINT IS A NOT-FOR-PROFIT CORPORATION, RESIDENTS AND THEIR
FAMILIES ARE ALWAYS OUR FIRST PRIORITY. OUR COMPASSIONATE, PROFESSIONAL
STAFF ENSURES THAT RESIDENTS ENJOY THE BEST QUALITY OF LIFE EACH DAY
WHILE MAINTAINING THE HIGHEST POSSIBLE LEVEL OF INDEPENDENCE.

DISCLOSURE INFORMATION

CORE FORM, PART VI, SECTION A; QUESTION 4

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

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ATTACHMENT 2 (CONT'D)

ON JANUARY 26, 2010, PHS SENIOR LIVING, INC., THE CENTRAL ORGANIZATION
OF THIS GROUP EXEMPTION RULING, FILED A CERTIFICATE OF AMENDMENT TO ITS
CERTIFICATE OF INCORPORATION WHICH LEGALLY CHANGED ITS NAME TO
SPRINGPOINT SENIOR LIVING, INC.

ALSO DURING 2010, THE PRESBYTERIAN HOMES OF NJ FOUNDATION, INC.,
PRESBYTERIAN HOME AT MONMOUTH, INC., PRESBYTERIAN HOME AT WATCHUNG, INC.
AND PRESBYTERIAN HOME AT PENNINGTON, INC., ALL SUBORDINATE ORGANIZATIONS
INCLUDED IN THIS GROUP EXEMPTION RULING AND THIS CONSOLIDATED GROUP FORM
990, FILED A CERTIFICATE OF AMENDMENT TO THEIR CERTIFICATES OF
INCORPORATION WHICH LEGALLY CHANGED THEIR NAMES TO SPRINGPOINT
FOUNDATION, INC., SPRINGPOINT AT WATERFORD GLEN, INC., SPRINGPOINT AT
WATCHUNG RIDGE, INC. AND SPRINGPOINT AT STONY BROOK, INC.; RESPECTIVELY.

DISCLOSURE INFORMATION

CORE FORM, PART I; SUMMARY

THE TOTAL VOTING AND INDEPENDENT VOTING MEMBERS DISCLOSED IS FOR
SPRINGPOINT SENIOR LIVING, INC.; THE CENTRAL ORGANIZATION OF THE GROUP
EXEMPTION RULING AND OF ALL SUBORDINATES INCLUDED IN THIS CONSOLIDATED
GROUP FORM 990. THE MAIN BOARD OF TRUSTEES OF THIS GROUP EXEMPTION RULING
IS THE SAME AS ITS CENTRAL ORGANIZATION; SPRINGPOINT SENIOR LIVING, INC.,
WHICH CONSISTS OF 14 VOTING MEMBERS; 13 OF WHICH ARE INDEPENDENT.
OUTLINED BELOW IS THE VOTING AND INDEPENDENT VOTING DISCLOSURE
INFORMATION FOR ALL OTHER ORGANIZATIONS INCLUDED IN THE GROUP EXEMPTION:

Name of the organization	Employer identification number
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ATTACHMENT 2 (CONT'D)	

PRESBYTERIAN HOME AT FRANKLIN, INC.; 8 VOTING, 8 INDEPENDENT;

PRESBYTERIAN HOME AT EAST WINDSOR, INC.; 9 VOTING, 9 INDEPENDENT;

PRESBYTERIAN HOME AT ATLANTIC HIGHLANDS, INC.; 9 VOTING, 9 INDEPENDENT;

MIDDLESEX BORO SENIOR CITIZEN HOUSING CORPORATION; 7 VOTING, 7
INDEPENDENT;

PRESBYTERIAN HOME AT GALLOWAY, INC.; 8 VOTING, 8 INDEPENDENT;

PRESBYTERIAN HOME AT STAFFORD, INC.; 7 VOTING, 7 INDEPENDENT;

PRESBYTERIAN HOME AT HOWELL, INC.; 9 VOTING, 9 INDEPENDENT;

PRESBYTERIAN HOME AT WEST WINDSOR, INC.; 8 VOTING, 8 INDEPENDENT.

SPRINGPOINT FOUNDATION, INC.; 11 VOTING, 10 INDEPENDENT.

IN ADDITION, THE FOLLOWING CONTINUING CARE RETIREMENT COMMUNITIES HAVE
SEVEN TRUSTEES OF WHICH THREE ARE INDEPENDENT:

PRESBYTERIAN HOME AT MONROE, INC.

PRESBYTERIAN HOME AT CRESTWOOD, INC.

Name of the organization SPRINGPOINT SENIOR LIVING, INC.	Employer identification number 22-3498690
ATTACHMENT 2 (CONT'D)	

PRESBYTERIAN HOME AT MEADOW LAKES, INC.

PRESBYTERIAN HOME AT MONTGOMERY, INC.

PRESBYTERIAN HOME AT RED BANK, INC.

DISCLOSURE INFORMATION

CORE FORM, PART VI, SECTION A; QUESTIONS 6 & 7

SPRINGPOINT SENIOR LIVING, INC. ("SPRINGPOINT") IS THE SOLE MEMBER OF ALL ORGANIZATIONS INCLUDED IN THIS CONSOLIDATED GROUP FORM 990. SPRINGPOINT HAS THE RIGHT TO ELECT THE MEMBERS OF EACH SUBORDINATE ORGANIZATION'S BOARD OF TRUSTEES AND HAS CERTAIN RESERVED POWERS AS DEFINED IN EACH SUBORDINATE ORGANIZATION'S BYLAWS.

DISCLOSURE INFORMATION

CORE FORM, PART VI, SECTION B; QUESTION 11A

SPRINGPOINT SENIOR LIVING, INC. ("SPRINGPOINT") IS THE CENTRAL ORGANIZATION FOR THIS CONSOLIDATED GROUP FORM 990. THE FORM 990 WAS PROVIDED TO AND MADE AVAILABLE TO THE MEMBERS OF THE ORGANIZATION'S FULL GOVERNING BODY; ITS BOARD OF TRUSTEES, FOR ITS REVIEW AND APPROVAL PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE ("IRS"). THE ORGANIZATION'S FEDERAL FORM 990 WAS PROVIDED TO AND MADE AVAILABLE TO THE AUDIT COMMITTEE OF THE ORGANIZATION FOR REVIEW BY ITS MEMBERS PRIOR TO FILING OF THE FEDERAL FORM 990 WITH THE IRS. THE SPRINGPOINT SENIOR LIVING, INC.

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 2 (CONT'D)

BOARD OF TRUSTEES HAS DELEGATED TO THE AUDIT COMMITTEE THE RESPONSIBILITY TO OVERSEE, REVIEW AND APPROVE OF THE FEDERAL FORM 990, INCLUDING THE PREPARATION, REVIEW AND FILING PROCESS.

AS PART OF THE TAX RETURN PREPARATION PROCESS, THE ORGANIZATION HIRED A PROFESSIONAL CPA FIRM WITH EXPERIENCE AND EXPERTISE IN BOTH HEALTHCARE AND NOT-FOR-PROFIT TAX RETURN PREPARATION TO PREPARE THE FEDERAL FORM 990. THE CPA FIRM'S TAX PROFESSIONALS WORKED CLOSELY WITH THE ORGANIZATION'S FINANCE PERSONNEL AND VARIOUS OTHER INDIVIDUALS OF THE ORGANIZATION TO OBTAIN THE INFORMATION NEEDED IN ORDER TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

THE CPA FIRM PREPARED A DRAFT FEDERAL FORM 990 AND FURNISHED IT TO THE ORGANIZATION'S FINANCE PERSONNEL AND OTHER INDIVIDUALS FOR THEIR REVIEW. THE ORGANIZATION'S FINANCE PERSONNEL AND OTHER INDIVIDUALS REVIEWED THE DRAFT FEDERAL FORM 990 AND DISCUSSED QUESTIONS AND COMMENTS WITH THE CPA FIRM. REVISIONS WERE MADE TO THE DRAFT FEDERAL FORM 990 WHERE NECESSARY AND A FINAL DRAFT WAS FURNISHED BY THE CPA FIRM TO THE ORGANIZATION'S FINANCE PERSONNEL AND VARIOUS OTHER INDIVIDUALS FOR FINAL REVIEW AND APPROVAL PRIOR TO PRESENTATION OF THE FEDERAL FORM 990 TO THE MEMBERS OF THE SPRINGPOINT SENIOR LIVING, INC. AUDIT COMMITTEE AND THEREAFTER THE PROVISION TO ITS FULL BOARD OF TRUSTEES.

DISCLOSURE INFORMATION

CORE FORM, PART VI, SECTION B; QUESTION 12

SPRINGPOINT SENIOR LIVING, INC. ("SPRINGPOINT") IS THE CENTRAL

Name of the organization	Employer identification number
SPRINGPOINT SENIOR LIVING, INC.	22-3498690
ATTACHMENT 2 (CONT'D)	

ORGANIZATION FOR THIS CONSOLIDATED GROUP FORM 990. THE ORGANIZATION REGULARLY MONITORS AND ENFORCES COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICY. ANNUALLY ALL MEMBERS OF THE BOARD OF TRUSTEES, OFFICERS AND SENIOR MANAGEMENT PERSONNEL ARE REQUIRED TO REVIEW THE EXISTING CONFLICT OF INTEREST POLICY AND COMPLETE A QUESTIONNAIRE. THE COMPLETED QUESTIONNAIRES ARE RETURNED TO THE ORGANIZATION'S CHIEF COMPLIANCE OFFICER FOR REVIEW. THEREAFTER, THE CHIEF COMPLIANCE OFFICER PREPARES A SUMMARY OF THE COMPLETED QUESTIONNAIRES WHICH CONTAINS INFORMATION DISCLOSED ON AN INDIVIDUAL BY INDIVIDUAL BASIS. THEREAFTER, THE CHIEF COMPLIANCE OFFICER OF THE ORGANIZATION PRESENTS THIS SUMMARY TO THE ORGANIZATION'S GOVERNANCE COMMITTEE FOR ITS REVIEW AND DISCUSSION.

DISCLOSURE INFORMATION

CORE FORM, PART VI, SECTION B; QUESTION 15

SPRINGPOINT SENIOR LIVING, INC. ("SPRINGPOINT") IS THE CENTRAL ORGANIZATION FOR THIS CONSOLIDATED GROUP FORM 990. PHS' BOARD OF TRUSTEES HAS AN EXECUTIVE COMPENSATION COMMITTEE ("COMMITTEE"). THE COMMITTEE HAS ADOPTED A WRITTEN EXECUTIVE COMPENSATION PHILOSOPHY WHICH IT FOLLOWS WHEN IT REVIEWS AND APPROVES OF THE COMPENSATION AND BENEFITS OF THE ORGANIZATION'S SENIOR MANAGEMENT, INCLUDING THE PRESIDENT/CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER AND CHIEF FINANCIAL OFFICER. THE COMMITTEE REVIEWS THE "TOTAL COMPENSATION" OF THE INDIVIDUALS WHICH IS INTENDED TO INCLUDE BOTH CURRENT AND DEFERRED COMPENSATION AND ALL EMPLOYEE BENEFITS, BOTH QUALIFIED AND NON-QUALIFIED. THE COMMITTEE'S REVIEW IS DONE ON AT LEAST AN ANNUAL BASIS AND ENSURES THAT THE "TOTAL COMPENSATION" OF SENIOR MANAGEMENT OF THE ORGANIZATION IS REASONABLE.

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 2 (CONT'D)

THE ACTIONS TAKEN BY THE COMMITTEE ENABLE THE ORGANIZATION TO RECEIVE THE REBUTTABLE PRESUMPTION OF REASONABLENESS FOR PURPOSES OF INTERNAL REVENUE CODE SECTION 4958 WITH RESPECT TO THE TOTAL COMPENSATION OF CERTAIN MEMBERS OF THE SENIOR MANAGEMENT TEAM, INCLUDING THE PRESIDENT/CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER AND CHIEF FINANCIAL OFFICER. THE THREE FACTORS WHICH MUST BE SATISFIED IN ORDER TO RECEIVE THE REBUTTABLE PRESUMPTION OF REASONABLENESS ARE THE FOLLOWING:

1. THE COMPENSATION ARRANGEMENT IS APPROVED IN ADVANCE BY AN "AUTHORIZED BODY" OF THE APPLICABLE TAX-EXEMPT ORGANIZATION WHICH IS COMPOSED ENTIRELY OF INDIVIDUALS WHO DO NOT HAVE A "CONFLICT OF INTEREST" WITH RESPECT TO THE COMPENSATION ARRANGEMENT;
2. THE AUTHORIZED BODY OBTAINED AND RELIED UPON "APPROPRIATE DATA AS TO COMPARABILITY" PRIOR TO MAKING ITS DETERMINATION; AND
3. THE AUTHORIZED BODY "ADEQUATELY DOCUMENTED THE BASIS FOR ITS DETERMINATION" CONCURRENTLY WITH MAKING THAT DETERMINATION. THE COMMITTEE IS COMPRISED OF MEMBERS OF THE BOARD OF TRUSTEES EACH OF WHO ARE INDEPENDENT AND ARE FREE FROM ANY CONFLICTS OF INTEREST.

THE COMMITTEE RELIED UPON APPROPRIATE COMPARABLE DATA; SPECIFICALLY THE COMMITTEE OBTAINED A WRITTEN COMPENSATION STUDY FROM AN INDEPENDENT FIRM WHICH SPECIALIZES IN THE REVIEWING OF RETIREMENT HOUSING AND SENIOR

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 2 (CONT'D)

LIVING HEALTHCARE SERVICES EXECUTIVE COMPENSATION AND BENEFITS THROUGHOUT THE UNITED STATES. THIS STUDY USED COMPARABLE GEOGRAPHIC AND DEMOGRAPHIC MARKET DATA INCLUDING BUT NOT LIMITED TO SIMILAR SIZED ORGANIZATIONS, # OF CONTINUING CARE RETIREMENT COMMUNITIES AND RESIDENTIAL FACILITY REVENUE.

THE COMMITTEE ADEQUATELY DOCUMENTED ITS BASIS FOR ITS DETERMINATION THROUGH THE TIMELY PREPARATION OF WRITTEN MINUTES OF THE COMPENSATION COMMITTEE MEETINGS DURING WHICH THE EXECUTIVE COMPENSATION AND BENEFITS WAS REVIEWED AND SUBSEQUENTLY APPROVED.

DISCLOSURE INFORMATION

CORE FORM, PART VI, SECTION C; QUESTION 19

THE ORGANIZATION HAS ISSUED TAX-EXEMPT BONDS TO FINANCE VARIOUS CAPITAL IMPROVEMENT PROJECTS, RENOVATIONS AND EQUIPMENT. IN CONJUNCTION WITH THE ISSUANCE OF THESE TAX-EXEMPT BONDS, THE ORGANIZATION'S FINANCIAL STATEMENTS WERE INCLUDED WITH THE TAX-EXEMPT BOND PROSPECTUS WHICH WAS MADE AVAILABLE TO THE GENERAL PUBLIC FOR REVIEW. EACH SUBORDINATE ORGANIZATION'S FILED CERTIFICATE OF INCORPORATION AND ANY AMENDMENTS CAN BE OBTAINED AND REVIEWED THROUGH THE STATE OF NEW JERSEY SECRETARY OF STATE.

AUDITED FINANCIAL STATEMENTS

CORE FORM, PART IV; QUESTION 12 AND PART XI; QUESTION 2

SPRINGPOINT SENIOR LIVING, INC. ("SPRINGPOINT") IS THE CENTRAL

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 2 (CONT'D)

ORGANIZATION FOR THIS CONSOLIDATED GROUP FORM 990. AN INDEPENDENT CPA FIRM AUDITED THE CONSOLIDATED FINANCIAL STATEMENTS OF SPRINGPOINT AND ITS AFFILIATES FOR THE YEARS ENDED DECEMBER 31, 2009 AND DECEMBER 31, 2008; RESPECTIVELY AND ISSUED A CONSOLIDATED FINANCIAL STATEMENT WITH CONSOLIDATING SCHEDULES BY ENTITY. AN UNQUALIFIED OPINION WAS ISSUED EACH YEAR BY THE INDEPENDENT CPA FIRM. SPRINGPOINT'S AUDIT COMMITTEE ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND THE SELECTION OF AN INDEPENDENT AUDITOR.

IN ADDITION, CERTAIN SUBORDINATES INCLUDED IN THIS CONSOLIDATED GROUP FORM 990 RECEIVED SEPARATE STAND ALONE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2009 PREPARED BY AN INDEPENDENT CPA FIRM. THESE SUBORDINATES INCLUDE:

PRESBYTERIAN HOMES AT MONTGOMERY, INC.
PRESBYTERIAN HOMES AT HOWELL, INC.
PRESBYTERIAN HOMES AT GALLOWAY, INC.
PRESBYTERIAN HOMES AT FRANKLIN, INC.
SPRINGPOINT FOUNDATION, INC.
PRESBYTERIAN HOMES AT WEST WINDSOR, INC.
PRESBYTERIAN HOMES AT EAST WINDSOR, INC.
PRESBYTERIAN HOMES AT ATLANTIC HIGHLANDS, INC.
PRESBYTERIAN HOMES AT STAFFORD, INC.
MIDDLESEX BORO SENIOR CITIZEN HOUSING CORPORATION
PRESBYTERIAN HOMES AT DOVER, INC.

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 2 (CONT'D)

PRESBYTERIAN HOMES AT MANCHESTER, INC.

IN ADDITION TO THE ABOVE, AN INDEPENDENT CPA FIRM AUDITED THE CONSOLIDATED FINANCIAL STATEMENTS OF THE ASSISTED LIVING OBLIGATED GROUP WHICH INCLUDES SPRINGPOINT AT WATERFORD GLEN, INC., SPRINGPOINT AT WATCHUNG RIDGE, INC. AND SPRINGPOINT AT STONY BROOK, INC. FOR THE YEAR ENDED DECEMBER 31, 2009. THE INDEPENDENT CPA FIRM ISSUED AN UNQUALIFIED OPINION WITH RESPECT TO THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS.

BALANCE SHEET RESTATEMENT

CORE FORM, PART X

THE BALANCE SHEET, REVENUE AND EXPENSES AS PRESENTED FOR THE BEGINNING OF THE YEAR HAVE BEEN RESTATED. THE ADJUSTMENTS REFLECT CHANGES MADE SUBSEQUENT TO THE FILING OF THE 2008 FORM 990.

PUBLIC CHARITY STATUS

SCHEDULE A, PART I

THE PUBLIC CHARITY STATUS REFLECTED ON SCHEDULE A, PART I IS FOR SPRINGPOINT SENIOR LIVING, INC., THE LARGEST SUBORDINATE ORGANIZATION INCLUDED IN THE GROUP EXEMPTION RULING AND IN THIS CONSOLIDATED GROUP FORM 990. EACH OF THE FOLLOWING SUBORDINATE ORGANIZATIONS HAVE THE SAME PUBLIC CHARITY STATUS INCLUDED IN THE GROUP EXEMPTION REFLECTED ON SCHEDULE A, PART I, LINE 9; INTERNAL REVENUE CODE SECTION 509(A)(2); AN ORGANIZATION THAT NORMALLY RECEIVES (1) MORE THAN 33 1/3% OF ITS SUPPORT FROM CONTRIBUTIONS, MEMBERSHIP FEES, AND GROSS RECEIPTS FROM ACTIVITIES

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 2 (CONT'D)

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:

PRESBYTERIAN HOME AT CRESTWOOD, INC.

PRESBYTERIAN HOME AT RED BANK, INC.

PRESBYTERIAN HOME AT MEADOW LAKES, INC.

PRESBYTERIAN HOME AT MONROE, INC.

PRESBYTERIAN HOME AT MONTGOMERY, INC.

PRESBYTERIAN HOMES OF SOUTHERN NEW JERSEY, INC.

SPRINGPOINT AT WATERFORD GLEN, INC.

SPRINGPOINT AT STONY BROOK, INC.

SPRINGPOINT AT WATCHUNG RIDGE, INC.

PRESBYTERIAN HOME AT DOVER, INC.

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 2 (CONT'D)

PRESBYTERIAN HOME AT GALLOWAY, INC.

PRESBYTERIAN HOME AT HOWELL, INC.

PRESBYTERIAN HOME AT WEST WINDSOR, INC.

PRESBYTERIAN HOME AT FRANKLIN, INC.

PRESBYTERIAN HOME AT ATLANTIC HIGHLANDS, INC.

THE PRESBYTERIAN HOME AT STAFFORD, INC.

MIDDLESEX BORO SENIOR CITIZENS HOUSING CORPORATION

PRESBYTERIAN HOME AT EAST WINDSOR, INC.

THE PRESBYTERIAN HOME AT MANCHESTER, INC.

PRESBYTERIAN HOME AT PLAINFIELD, INC.

PRESBYTERIAN HOME AT WALL, INC.

PRESBYTERIAN HOME AT ASBURY PARK, INC.

PRESBYTERIAN HOME OF EASTERN NEW JERSEY, INC.

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 2 (CONT'D)

INTEGRATED MANAGEMENT SERVICES, INC.

SENIOR LIVING INSTITUTE, INC.

PHS REALTY, INC.

SENIOR NET, INC.

PRESBYTERIAN HOMES OF NORTHERN NJ, INC.

SPRINGPOINT FOUNDATION, INC.

BOARD OF TRUSTEES

SCHEDULE J-2; PART I

SCHEDULE J-2 INCLUDES, AS OF DECEMBER 31, 2009, THE MEMBERS OF THE BOARD OF TRUSTEES, OFFICERS, AND KEY EMPLOYEES OF EACH OF THE ORGANIZATIONS INCLUDED IN THIS CONSOLIDATED GROUP FORM 990. IN ADDITION, SCHEDULE J-2 INCLUDES THE OFFICERS AND KEY EMPLOYEES OF ALL ORGANIZATIONS INCLUDED IN THE SPRINGPOINT SENIOR LIVING, INC. GROUP EXEMPTION RULING AND THIS CONSOLIDATED GROUP FORM 990. OUTLINED BELOW IS A SUMMARY BY ORGANIZATION:

THE SPRINGPOINT SENIOR LIVING, INC. BOARD WHICH IS THE SAME FOR THE SUBORDINATED GROUP INCLUDES MICHAEL D'AGNES THROUGH LORETTA M. UCELLI.

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 2 (CONT'D)

PRESBYTERIAN HOME AT MONROE, INC. INCLUDES THELMA TERJESEN THROUGH
MAUREEN E. CAFFERTY, ESQ.

PRESBYTERIAN HOME AT CRESTWOOD, INC. INCLUDES FRED PREGGER THROUGH
MAUREEN E. CAFFERTY, ESQ.

PRESBYTERIAN HOME AT MEADOW LAKES, INC. INCLUDES GLENN BREWER THROUGH
MAUREEN E. CAFFERTY, ESQ.

PRESBYTERIAN HOME AT MONTGOMERY, INC. INCLUDES ANN JOHNSTON THROUGH
MAUREEN E. CAFFERTY, ESQ.

PRESBYTERIAN HOME AT RED BANK, INC. INCLUDES ROBERT BILLINGS THROUGH
MAUREEN E. CAFFERTY, ESQ.

PRESBYTERIAN HOME AT FRANKLIN, INC. INCLUDES JOHN T. MCCONVILLE THROUGH
CHARLES SEIGEL.

PRESBYTERIAN HOME AT EAST WINDSOR, INC. INCLUDES ARTHUR MACKLER THROUGH
DEBORAH L. THOMAS.

PRESBYTERIAN HOME AT ATLANTIC HIGHLANDS, INC. INCLUDES VALERIE FREITAS
THROUGH LOIS YOUNG.

MIDDLESEX BORO SENIOR CITIZEN HOUSING CORPORATION INCLUDES PAMELA

Name of the organization	Employer identification number
SPRINGPOINT SENIOR LIVING, INC.	22-3498690
ATTACHMENT 2 (CONT'D)	

TEITELBAUM THROUGH MARYANN ZAKASHEFSKI.

PRESBYTERIAN HOME AT GALLOWAY, INC. INCLUDES ROBERT REID THROUGH AUDREY
WOODS.

PRESBYTERIAN HOME AT STAFFORD, INC. INCLUDES RICHARD E. BYRD THROUGH
ALICE YOCHUM.

PRESBYTERIAN HOME AT HOWELL, INC. INCLUDES VINCENT J. LARAIA THROUGH
CAROL L. ZUR.

PRESBYTERIAN HOME AT WEST WINDSOR, INC. INCLUDES LYNN THORNTON THROUGH
JAMES V.C. YATES.

SPRINGPOINT FOUNDATION, INC. INCLUDES DAVID H. BLAIR THROUGH GARY T.
PUMA.

DISCLOSURE INFORMATION

SCHEDULE L, PART IV

THE ORGANIZATION MADE PAYMENTS TO A COMPANY OF WHICH A BOARD MEMBER OF
THIS ORGANIZATION IS A PARTNER. PLEASE NOTE THAT THE AMOUNT PAID TO THIS
COMPANY DID NOT EXCEED \$100,000. ACCORDINGLY, THE TRANSACTION IS NOT
REPORTED ON SCHEDULE L, PART IV.

ORGANIZATIONS INCLUDED IN GROUP EXEMPTION

SCHEDULE R; GROUP EXEMPTION

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 2 (CONT'D)

OUTLINED BELOW IS A LIST OF ORGANIZATIONS INCLUDED AS SUBORDINATES IN THE

SPRINGPOINT SENIOR LIVING, INC. GROUP EXEMPTION RULING AND IN THIS

CONSOLIDATED GROUP FORM 990:

PRESBYTERIAN HOME AT CRESTWOOD, INC. (FEID: 52-1572691)

PRESBYTERIAN HOME AT RED BANK, INC. (FEID: 20-4111430)

PRESBYTERIAN HOME AT MEADOW LAKES, INC. (FEID: 21-0643358)

PRESBYTERIAN HOME AT MONROE, INC. (FEID: 22-2567703)

PRESBYTERIAN HOME AT MONTGOMERY, INC. (FEID: 22-3693840)

PRESBYTERIAN HOMES OF SOUTHERN NEW JERSEY, INC. (FEID: 22-2255288)

SPRINGPOINT AT WATERFORD GLEN, INC. (FEID: 22-3727577)

SPRINGPOINT AT STONY BROOK, INC. (FEID: 22-3757377)

SPRINGPOINT AT WATCHUNG RIDGE, INC. (FEID: 22-3757374)

PRESBYTERIAN HOME AT DOVER, INC. (FEID: 20-2005487)

PRESBYTERIAN HOME AT GALLOWAY, INC. (FEID: 52-1887090)

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 2 (CONT'D)

PRESBYTERIAN HOME AT HOWELL, INC. (FEID: 22-3338957)

PRESBYTERIAN HOME AT WEST WINDSOR, INC. (FEID: 22-2630096)

PRESBYTERIAN HOME AT FRANKLIN, INC. (FEID: 22-3598076)

PRESBYTERIAN HOME AT ATLANTIC HIGHLANDS, INC. (FEID: 52-1795425)

THE PRESBYTERIAN HOME AT STAFFORD, INC. (FEID: 22-3707435)

MIDDLESEX BORO SENIOR CITIZENS HOUSING CORPORATION (FEID: 52-1857760)

PRESBYTERIAN HOME AT EAST WINDSOR, INC. (FEID: 22-3410945)

THE PRESBYTERIAN HOME AT MANCHESTER, INC. (FEID: 26-1746122)

PRESBYTERIAN HOME AT PLAINFIELD, INC. (FEID: 22-2266022)

PRESBYTERIAN HOME AT WALL, INC. (FEID: 52-1629804)

PRESBYTERIAN HOME AT ASBURY PARK, INC. (FEID: 23-7212229)

PRESBYTERIAN HOME OF EASTERN NEW JERSEY, INC. (FEID: 52-2012277)

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 2 (CONT'D)

INTEGRATED MANAGEMENT SERVICES, INC. (FEID: 22-3800002)

SENIOR LIVING INSTITUTE, INC. (FEID: 20-4301044)

PHS REALTY, INC. (FEID: 61-1421537)

SENIOR NET, INC. (FEID: 52-2012280)

PRESBYTERIAN HOMES OF NORTHERN NJ, INC. (FEID: 22-2374845)

SPRINGPOINT FOUNDATION, INC. (FEID: 22-2375658)

ATTACHMENT 3FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

SPRINGPOINT SENIOR LIVING, INC. IS A NOT-FOR-PROFIT ORGANIZATION PROVIDING HOUSING AND SERVICES THAT PROMOTE CHOICE, INDEPENDENCE AND DIGNITY FOR SENIORS. SPRINGPOINT SENIOR LIVING, INC. PROVIDES SENIOR HOUSING AND SERVICES, AFFORDABLE HOUSING, ASSISTED LIVING, SKILLED NURSING CARE, REHABILITATION, AND ALZHEIMER'S CARE. PLEASE REFER TO SCHEDULE O FOR THE ORGANIZATION'S COMMUNITY BENEFIT STATEMENT.

ATTACHMENT 4990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
WHITING TURNER CONTRACTING COMPANY 300 EAST JOPPA ROAD TOWSON, MD 21286	CONSTRUCTION	7,574,632.

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 4 (CONT'D)

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
C AND C CONSTRUCTION MANAGEMENT INC 10063 SANDMEYER LANE PHILADELPHIA, PA 19116	CONSTRUCTION	4,180,163.
GENESIS REHABILITATION SERVICES PO BOX 7247-6524 PHILADELPHIA, PA 7247-6524	MEDICAL	2,063,601.
SODEXHO PO BOX 81049 WOBURN, MA 01813-1049	MANAGEMENT	1,934,568.
LAN ASSOCIATES 445 GOODWIN AVENUE MIDLAND PARK, NJ 07432	ENGINEERING/PLANNING	737,056.
TOTAL COMPENSATION		<u>16,490,020.</u>

ATTACHMENT 5

FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	(A) <u>TOTAL REVENUE</u>	(B) <u>RELATED OR EXEMPT REVENUE</u>	(C) <u>UNRELATED BUSINESS REV.</u>	(D) <u>EXCLUDED REVENUE</u>
INTEREST INCOME	1,691,545.		0	1,691,545.
OTHER INVESTMENT LOSSES	-1,894,030.			-1,894,030.
TOTALS	<u>-202,485.</u>		<u>0.</u>	<u>-202,485.</u>

ATTACHMENT 6

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
GOLF OUTING/DINNER	7,703.
TOTAL	<u>7,703.</u>

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 7

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>
GOLF OUTING/DINNER	87,345.	87,345.
TOTALS	<u>87,345.</u>	<u>87,345.</u>

ATTACHMENT 8

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PREPAID EXPENSES	635,336.	905,587.
ESCROWS AND DEPOSITS	255,625.	312,620.
TOTALS	<u>890,961.</u>	<u>1,218,207.</u>

ATTACHMENT 9

FORM 990, PART X - SECURED MORTGAGES AND NOTES PAYABLE

LENDER: CAPITAL LEASE OBLIGATIONS

BEGINNING BALANCE DUE	456,529.
ENDING BALANCE DUE	<u>472,055.</u>

LENDER: NJ AFFORDABLE HOUSING

ORIGINAL AMOUNT: 1,557,360.

MATURITY DATE: 02/10/2020

SECURITY PROVIDED: DEED OF TRUST ON THE PROPERTY OF VARIOUS PROJECTS

PURPOSE OF LOAN: DEVELOPMENT OF VARIOUS PROJECTS

BEGINNING BALANCE DUE	2,336,140.
ENDING BALANCE DUE	<u>2,336,140.</u>

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 9 (CONT'D)

LENDER: WACHOVIA BANK

ORIGINAL AMOUNT: 23,950,000.

PURPOSE OF LOAN: DEVELOPMENT OF MEADOW LAKES

BEGINNING BALANCE DUE	15,671,615.
ENDING BALANCE DUE	<u>23,950,000.</u>

LENDER: WEEKLY RATE TAXABLE REVENUE BONDS

ORIGINAL AMOUNT: 36,782,573.

DATE OF NOTE: 01/01/1999

MATURITY DATE: 01/01/2029

REPAYMENT TERMS: MATURITIES FROM 2020 THROUGH 2029

SECURITY PROVIDED: CERTAIN PROPERTY AND A PLEDGE OF GROSS RECEIPTS

PURPOSE OF LOAN: FINANCE PURCHASE OF A CONTINUING CARE RET. COMM.

BEGINNING BALANCE DUE	36,782,546.
ENDING BALANCE DUE	<u>36,782,546.</u>

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Employer identification number

22-3498690

ATTACHMENT 9 (CONT'D)

LENDER: TD BANK

ORIGINAL AMOUNT: 5,000,000.

PURPOSE OF LOAN: DEVELOPMENT OF NAVESINK HARBOR

BEGINNING BALANCE DUE	5,000,000.
ENDING BALANCE DUE	<u>5,000,000.</u>

LENDER: PROVIDENT BANK

BEGINNING BALANCE DUE	0.
ENDING BALANCE DUE	<u>7,500,000.</u>

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	<u>60,246,830.</u>
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TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	<u>76,040,741.</u>
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SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

SPRINGPOINT SENIOR LIVING, INC.

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36 or 37.
► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2009

Open to Public
Inspection

Employer identification number
22-3498690

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

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

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
SPRINGPOINT SENIOR LIVING, INC. 13 ROSZEL ROAD PRINCETON, NJ 08540 31-1480524	HEALTHCARE	NJ	501(C)(3)	509(A)(3)	N/A

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

Schedule R (Form 990) 2009

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on 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?

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

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

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved
(1)	SPRINGPOINT SENIOR LIVING, INC.	L	4,550,149.
(2)	SPRINGPOINT SENIOR LIVING, INC.	N	5,087,657.
(3)	SPRINGPOINT SENIOR LIVING, INC.	O	7,121,641.
(4)	SPRINGPOINT SENIOR LIVING, INC.	E	6,050,000.
(5)	SPRINGPOINT SENIOR LIVING, INC.	D	10,000,000.
(6)			

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Part VI

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

[illegible]

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