



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



Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2009 Open to Public Inspection
	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 01-01-2009 and ending 12-31-2009		B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending		C Name of organization WELL-SPRING RETIREMENT COMMUNITY INC Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 4100 WELL SPRING DRIVE City or town, state or country, and ZIP + 4 GREENSBORO, NC 27410		D Employer identification number 56-1497371 E Telephone number (336) 545-5418 G Gross receipts \$ 25,465,362	
		F Name and address of principal officer STEPHEN P FLEMING 4100 WELL SPRING DRIVE GREENSBORO, NC 27410		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions) H(c) Group exemption number			
I Tax-exempt status ☒ 501(c) (3) (insert no) ☐ 4947(a)(1) or ☐ 527							
J Website: WWW WELL-SPRING ORG							
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other		L Year of formation 1987		M State of legal domicile NC			

Part I Summary			
Activities & Governance	1 Briefly describe the organization's mission or most significant activities SEE SCHEDULE O		
	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 1		
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 1		
	5 Total number of employees (Part V, line 2a) 5 41		
	6 Total number of volunteers (estimate if necessary) 6 6		
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12 7a		
	b Net unrelated business taxable income from Form 990-T, line 34 7b		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	83,659	77,302
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	18,460,376	19,980,845
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	268,008	463,744
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	626,547	-24,601
Expenses		19,438,590	20,497,290
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	259,943	844,893
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	9,356,532	9,559,239
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	954
	b Total fundraising expenses (Part IX, column (D), line 25) ☐ 954		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	8,902,697	8,715,329
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	18,519,172	19,120,415
19 Revenue less expenses Subtract line 18 from line 12	919,418	1,376,875	
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	63,673,109	62,222,740
	21 Total liabilities (Part X, line 26)	64,770,449	59,655,199
	22 Net assets or fund balances Subtract line 21 from line 20	-1,097,340	2,567,541

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 2010-11-04 Date
	KENNETH ALAN TUTTEROW CFO Type or print name and title
Paid Preparer's Use Only	Preparer's signature MICHELE N MELCHIOR Date Check if self-employed ☐ Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 GRANT THORNTON LLP 201 SOUTH COLLEGE STREET STE 2500 CHARLOTTE, NC 28244
	EIN Phone no (704) 632-3500

1 Briefly describe the organization's mission

SEE SCHEDULE O

Form **990** (2009)

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1	Yes
2	Is the organization required to complete Schedule B, Schedule of Contributors? 	2	Yes
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4	No
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5	
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 	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
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 	10	Yes
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.	11	Yes
	• 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 	12	No
12A	Was the organization included in consolidated, independent audited financial statements for the tax year?	Yes	No
	If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	12A	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
14b	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	14b	No
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 U S ? If "Yes," complete Schedule F, Part II	15	No
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 U S ? If "Yes," complete Schedule F, Part III	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20	No

Part IV

Checklist of Required Schedules (continued)

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>	21	Yes	
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>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 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>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
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>	25b		No
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>	26		No
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>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
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 owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
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>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
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	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a61	1cYes	
	b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
c				
Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a416	2bYes	
	b			
If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)			2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	No
	b			
If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b	
7 Organizations that may receive deductible contributions under section 170(c).				
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		7a	No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c	No
d	If "Yes," indicate the number of Forms 8282 filed during the year		7d	
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f	No
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		7g	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8	
9 Sponsoring organizations maintaining donor advised funds.				
a	Did the organization make any taxable distributions under section 4966?		9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b	
10 Section 501(c)(7) organizations. Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12		10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		10b	
11 Section 501(c)(12) organizations. Enter				
a	Gross income from members or shareholders		11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		12b	

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 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	18	
b	Enter the number of voting members that are independent	1b	18	
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		No
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		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		No
6	Does the organization have members or stockholders?	6		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

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		No
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	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
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	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
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	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line a or b, 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		No
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▶NC
18	Section 6104 requires an organization to make its Form 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. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ K ALAN TUTTEROW CFO 4100 WELL SPRING DRIVE greensboro, NC 27410 (336) 545-5418

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

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

Form 990 (2009)

1b	Total	539,618	0	63,942
-----------	------------------------	---------	---	--------

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

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
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? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

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
US FOODSERVICE 125 FORT MILL PARKWAY FORT MILL, SC 29715	FOOD	853,022
UNITED HEALTHCARE INSURANCE 22561 NETWORK PLACE CHICAGO, IL 606731225	MEDICAL INSURANCE	852,782
SODEXO INC AFFILIATES PO BOX 536922 ATLANTA, GA 30353	HOUSEKEEPING MGMT	244,179
SINK'S PAVING 2710 TABERNACLE CHURCH RD PLEASANT GARDEN, NC 27313	PAVING	207,349
GUIDE ONE INSURANCE COMPANY PO BOX 14599 DES MOINES, IA 503063599	INSURANCE	192,906

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 **▶**10

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d	63,852				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	13,450				
	g	Noncash contributions included in lines 1a-1f \$ _____						
	h	Total. Add lines 1a-1f			77,302			
Program Service Revenue			Business Code					
	2a	RESIDENT FEES	623,990	19,371,522	19,371,522			
	b	OTHER RESIDENT RELATED INCOME	623,990	609,323	609,323			
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f			19,980,845			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)			652,720		652,720	
	4	Income from investment of tax-exempt bond proceeds . . .			0			
	5	Royalties			0			
	6a	(i) Real		(ii) Personal				
		Gross Rents	74,967					
		b Less rental expenses	99,567					
		c Rental income or (loss)	-24,600					
	d	Net rental income or (loss)			-24,601		-24,601	
	7a	(i) Securities		(ii) Other				
		Gross amount from sales of assets other than inventory	4,678,879	650				
		b Less cost or other basis and sales expenses	4,861,211	7,294				
		c Gain or (loss)	-182,332	-6,644				
	d	Net gain or (loss)			-188,976		-188,976	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18						
		a						
		b Less direct expenses	b					
	c	Net income or (loss) from fundraising events . . .			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								
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d			0				
12	Total revenue. See Instructions			20,497,290	19,980,845		439,143	

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	809,893	809,893		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	35,000	35,000		
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		435,449	
5	Compensation of current officers, directors, trustees, and key employees	435,449			
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	7,150,634	6,387,168	763,466	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	200,044	168,549	31,495	
9	Other employee benefits	1,023,477	861,590	161,887	
10	Payroll taxes	749,635	631,613	118,022	
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	16,304		16,304	
c	Accounting	78,700		78,700	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	954			954
f	Investment management fees	0			
g	Other	1,046,132	1,046,132		
12	Advertising and promotion	153,656		153,656	
13	Office expenses	855,247	855,247		
14	Information technology	0			
15	Royalties	0			
16	Occupancy	958,157	958,157		
17	Travel	13,024	13,024		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	27,999	27,999		
20	Interest	990,777	990,777		
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	3,176,109	3,176,109		
23	Insurance	229,461	229,461		
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	FOOD	952,582	952,582		
b	MISCELLANEOUS	79,399	79,399		
c	RESIDENT ACTIVITIES	64,710	64,710		
d	LICENSES & TAXES	40,812	40,812		
e	DUES & SUBSCRIPTIONS	22,471	22,471		
f	All other expenses	9,789	9,789		
25	Total functional expenses. Add lines 1 through 24f	19,120,415	17,360,482	1,758,979	954
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)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			400	1	2,653,668
	2	Savings and temporary cash investments			6,129,330	2	3,717,578
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			292,248	4	365,511
	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				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges				9	
	10a	Land, buildings, and equipment. cost or other basis. Complete Part VI of Schedule D	10a	63,951,836			
	b	Less accumulated depreciation	10b	24,783,642	41,886,835	10c	39,168,194
	11	Investments—publicly traded securities			14,344,177	11	15,386,698
	12	Investments—other securities. See Part IV, line 11				12	
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			1,020,119	15	931,091
	16	Total assets. Add lines 1 through 15 (must equal line 34)			63,673,109	16	62,222,740
Liabilities	17	Accounts payable and accrued expenses			1,927,438	17	1,762,725
	18	Grants payable				18	
	19	Deferred revenue			34,105,972	19	32,566,354
	20	Tax-exempt bond liabilities			27,140,000	20	23,790,000
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities. Complete Part X of Schedule D			1,597,039	25	1,536,120
	26	Total liabilities. Add lines 17 through 25			64,770,449	26	59,655,199
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			-1,306,212	27	2,360,129
	28	Temporarily restricted net assets			208,872	28	207,412
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			-1,097,340	33	2,567,541
	34	Total liabilities and net assets/fund balances			63,673,109	34	62,222,740

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? . . .		No
b Were the organization's financial statements audited by an independent accountant?	Yes	
c If "Yes," to 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	Yes	
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 separated 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?		No
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 . . .		

SCHEDULE A

(Form 990 or 990EZ)

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 WELL-SPRING RETIREMENT COMMUNITY INC	Employer identification number 56-1497371
--	--

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 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 the supported organization? (ii) a family member of a person described in (i) above? (iii) a 35% controlled entity of a person described in (i) or (ii) above?
h	☐	Provide the following information about the supported organization(s)

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

Part II

Support Schedule for Organizations Described in IRC 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 (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	
13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 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 the 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		

Part IIISupport Schedule for Organizations Described in IRC 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
1Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	532,122	1,188,479	140,607	83,659	77,302	2,022,169
2Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	15,329,114	16,188,361	16,756,057	18,460,376	19,371,522	86,105,430
3Gross receipts from activities that are not an unrelated trade or business under section 513	532,148	507,835	578,114	621,205	609,323	2,848,625
4Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5The value of services or facilities furnished by a governmental unit to the organization without charge						
6Total. Add lines 1 through 5	16,393,384	17,884,675	17,474,778	19,165,240	20,058,147	90,976,224
7aAmounts included on lines 1, 2, and 3 received from disqualified persons	637,769	1,292,990	643,430	425,614	594,443	3,594,246
bAmounts 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	805,677	597,323		825,450	489,065	2,717,515
cAdd lines 7a and 7b	1,443,446	1,890,313	643,430	1,251,064	1,083,508	6,311,761
8Public Support (Subtract line 7c from line 6)						84,664,463

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9Amounts from line 6	16,393,384	17,884,675	17,474,778	19,165,240	20,058,147	90,976,224
10aGross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	763,865	1,287,091	1,355,105	1,159,246	725,470	5,290,777
bUnrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
cAdd lines 10a and 10b	763,865	1,287,091	1,355,105	1,159,246	725,470	5,290,777
11Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13Total support (Add lines 9, 10c, 11 and 12)	17,157,249	19,171,766	18,829,883	20,324,486	20,783,617	96,267,001
14First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here	☐					

Section C. Computation of Public Support Percentage

15Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15	87.948 %
16Public support percentage from 2008 Schedule A, Part III, line 15	16	80.750 %

Section D. Computation of Investment Income Percentage

17Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17	5.496 %
18Investment income percentage from 2008 Schedule A, Part III, line 17	18	5.580 %
19a33 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	☒	
b33 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	☐	
20Private 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. 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

Additional Data

Software ID:

Software Version:

EIN: 56-1497371

Name: WELL-SPRING RETIREMENT COMMUNITY INC

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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			
TIMOTHY J CLONTZ BOARD MEMBER	2 0	X						0	0	0
FLORENCE F GATTEN CHAIR	4 0	X		X				0		0
W ERWIN FULLER JR BOARD MEMBER	2 0	X						0		0
WILLIAM A MCLAUGHLIN BOARD MEMBER	1 0	X						0		0
CHARLES M REID BOARD MEMBER	1 0	X						0		0
K WILLIAM FRASER BOARD MEMBER	1 0	X						0		0
ROBERT E SEVIER MD BOARD MEMBER	1 0	X						0		0
D HAYES CLEMENT JR VICE CHAIR, CHAIR ELECT	3 0	X		X				0		0
WILLIAM R CROWDER BOARD MEMBER	1 0	X						0		0
SALLY B CONE BOARD MEMBER	1 0	X						0		0
SUSAN L WILLIAMS BOARD MEMBER	1 0	X						0		0
CHARLES L WEILL JR BOARD MEMBER	2 0	X						0		0
DAVID R HOWARD BOARD MEMBER	2 0	X						0		0
MARVIN PINSON BOARD MEMBER	1 0	X						0		0
THOMAS WRIGHT BOARD MEMBER	2 0	X						0		0
ANN SENN BOARD MEMBER	1 0	X						0		0
SHARON DANIEL BOARD MEMBER	1 0	X						0		0
MACARTHER SIMS BOARD MEMBER	1 0	X						0		0
STEPHEN P FLEMING PRESIDENT/CEO	40 0			X				213,693	0	22,190
K ALAN TUTTEROW SECRETARY/TREASURER/CFO	40 0			X				145,474	0	20,143
BARBARA A ADAMS ASSISTANT SECRETARY	40 0			X				76,282		7,540
GEORGE GALVIN DIRECTOR OF DINING SERVICES	40 0					X		104,169		14,069

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
FOOD	952,582	952,582		
MISCELLANEOUS	79,399	79,399		
RESIDENT ACTIVITIES	64,710	64,710		
LICENSES & TAXES	40,812	40,812		
DUES & SUBSCRIPTIONS	22,471	22,471		

SCHEDULE D
(Form 990)

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

Department of the Treasury
Internal Revenue Service

Name of the organization WELL-SPRING RETIREMENT COMMUNITY INC	Employer identification number 56-1497371
---	---

Part I

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or 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 importantly land area ☐ Protection of natural habitat ☐ Preservation of a certified historic structure ☐ Preservation of open space											
2	Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year											
		<table><tr><td></td><td>Held at the End of the Year</td></tr><tr><td>a</td><td>Total number of conservation easements</td></tr><tr><td>b</td><td>Total acreage restricted by conservation easements</td></tr><tr><td>c</td><td>Number of conservation easements on a certified historic structure included in (a)</td></tr><tr><td>d</td><td>Number of conservation easements included in (c) acquired after 8/17/06</td></tr></table>		Held at the End of the Year	a	Total number of conservation easements	b	Total acreage restricted by conservation easements	c	Number of conservation easements on a certified historic structure included in (a)	d	Number of conservation easements included in (c) acquired after 8/17/06
	Held at the End of the Year											
a	Total number of conservation easements											
b	Total acreage restricted by conservation easements											
c	Number of conservation easements on a certified historic structure included in (a)											
d	Number of conservation easements included in (c) acquired after 8/17/06											
3	Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____											
4	Number of states where property subject to conservation easement is located ▶ _____											
5	Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No											
6	Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ _____											
7	Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____											
8	Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No											
9	In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements											

Part III

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

1a	If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items	
b	If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items	
	(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
	(ii) Assets included in Form 990, Part X	▶ \$ _____
2	If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items	
a	Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b	Assets included in Form 990, Part X	▶ \$ _____

Part III

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

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐

Public exhibition

b

☐

Scholarly research

c

☐

Preservation for future generations

d

☐

Loan or exchange programs

e

☐

Other

4

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

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a Beginning of year balance	1,023,437	1,501,543			
b Contributions	-500,000	-134,887			
c Investment earnings or losses	318,933	-220,336			
d Grants or scholarships					
e Other expenditures for facilities and programs	240,273	122,883			
f Administrative expenses					
g End of year balance	602,097	1,023,437			

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ 100 000 % %

b

Permanent endowment ▶ %

c

Term endowment ▶ %

3a

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

(i) unrelated organizations

3a(i)

No

(ii) related organizations

3a(ii)

No

b

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

3b

Yes

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		2,830,213		2,830,213
b Buildings		45,247,668	16,766,038	28,481,630
c Leasehold improvements		6,657,991	2,624,344	4,033,647
d Equipment		5,359,328	3,192,137	2,167,191
e Other		3,856,636	2,201,123	1,655,513
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				39,168,194

Schedule D (Form 990) 2009

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	120,497,290
2	Total expenses (Form 990, Part IX, column (A), line 25)	19,120,415
3	Excess or (deficit) for the year Subtract line 2 from line 1	1,376,875
4	Net unrealized gains (losses) on investments	2,288,006
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	
9	Total adjustments (net) Add lines 4 - 8	2,288,006
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	3,664,881

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	122,891,507
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	
a	Net unrealized gains on investments2a2,288,006	
b	Donated services and use of facilities2b	
c	Recoveries of prior year grants2c	
d	Other (Describe in Part XIV)2d106,211	
e	Add lines 2a through 2d	2e2,394,217
3	Subtract line 2e from line 1	320,497,290
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 7b4a	
b	Other (Describe in Part XIV)4b	
c	Add lines 4a and 4b	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	520,497,290

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	119,226,626
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	
a	Donated services and use of facilities2a	
b	Prior year adjustments2b	
c	Other losses2c	
d	Other (Describe in Part XIV)2d106,211	
e	Add lines 2a through 2d	2e106,211
3	Subtract line 2e from line 1	319,120,415
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 7b4a	
b	Other (Describe in Part XIV)4b	
c	Add lines 4a and 4b	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	519,120,415

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
ENDOWMENT FUNDS	Part V, Line 4	The organization's endowment funds are for the purpose of providing Charity Care to Well-Spring Retirement Community residents.
RECONCILIATION	Part XII, Line 2D and Part XIII, Line 2D	RENTAL EXPENSES - RECLASS \$99,567 LOSS ON DISPOSAL OF PROPERTY - RECLASS 6,644 TOTAL \$106,211

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 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 ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNCGPO BOX 26170 GREENSBORO,NC 274026170	566001468	NORTH CAROLINA	100,500				TEACHING CLINICS/SUPPORT
UNITED WAY OF GREATER GREENSBORO 1500 YANCEYVILLE ST GREENSBORO,NC 27405	560668555	501(c)(3)	11,060				OPERATING SUPPORT
EASTERN MUSIC FESTIVAL200 N DAVIE STREET STE 303 GREENSBORO,NC 27401	560771005	501(c)(3)	5,500				OPERATING SUPPORT
TRIAD STAGE232 S ELM STREET GREENSBORO,NC 27401	621743981	501(c)(3)	6,500				OPERATING SUPPORT
HOSPICE & PALLIATIVE CARE OF GREENSBORO 2500 SUMMIT AVE GREENSBORO,NC 27405	561249146	501(c)(3)	5,500				OPERATING SUPPORT
HABITAT FOR HUMANITY 617 B NORTH ELM STREET GREENSBORO,NC 27401	561586870	501(c)(3)	60,000				HOUSE CONSTRUCTION
HEALTHSERVE-MOSES CONE HEALTH SYSTEM 1200 N ELM STREET GREENSBORO,NC 27401	581588823	501(c)(3)	5,500				OPERATING SUPPORT

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use 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
NURSING SCHOLARCHIPS - TUITION, BOOKS, SUPPLIES	10	35,000			
See Additional Data Table					

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

[illegible]

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

WELL-SPRING RETIREMENT COMMUNITY INC

Employer identification number

56-1497371

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed 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 idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)		
1b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all 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		
4a	Receive a severance payment or change-of-control payment?		No
4b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?		No
4c	Participate in, or receive payment from, an equity-based compensation arrangement?		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only 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		
5a	The organization?		No
5b	Any related organization?		No
	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		
6a	The organization?		No
6b	Any related organization?		No
	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		No
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		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space 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				
STEPHEN P FLEMING	(i)	195,000	18,233	460	6,411	15,779	235,883	0
	(ii)	0	0	0	0	0	0	0
K ALAN TUTTEROW	(i)	123,900	9,204	12,370	4,364	15,779	165,617	0
	(ii)	0	0	0	0	0	0	0

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.

Identifier	Return Reference	Explanation
------------	------------------	-------------

Schedule K (Form 990)	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 in Schedule O (Form 990). ▶ Attach to Form 990. ▶ See separate instructions.	OMB No 1545-0047
		2009
		Open to Public Inspection
Name of the organization WELL-SPRING RETIREMENT COMMUNITY INC		Employer identification number 56-1497371

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	NC MEDICAL CARE COMMISSION (SERIES 2003ABC)	52-1309402	657902M58	12-23-2003	27,437,618	PARTIAL REFUNDING OF 1997 BONDS	X			X

Part II

Proceeds

	A	B	C	D	E
1	Total proceeds of issue	3,338,456			
2	Gross proceeds in reserve funds	4,021,219			
3	Proceeds in refunding or defeasance escrows				
4	Other unspent proceeds				
5	Issuance costs from proceeds	548,752			
6	Working capital expenditures from proceeds				
7	Capital expenditures from proceeds				
8	Year of substantial completion				
		YesNo	YesNo	YesNo	YesNo
9	Were the bonds issued as part of a current refunding issue?	X			
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
	YesNo	YesNo	YesNo	YesNo	YesNo
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?				
2	Are there any lease arrangements with respect to the financed property which may result in private business use?				

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?										
3b	Are there any research agreements with respect to the financed property which may result in private business use?										
3c	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?										
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government										
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government										
6	Total of lines 4 and 5										
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?										

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?	X									
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 O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

OMB No 1545-0047

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

► Attach to Form 990.

2009

Open to Public Inspection

Name of the organization WELL-SPRING RETIREMENT COMMUNITY INC	Employer identification number 56-1497371
--	--

Identifier	Return Reference	Explanation
ORGANIZATION'S MISSION	Form 990 Part I and III, Line 1	Well-Spring is a not-for-profit community providing retirement living services w hich create an experience that exceeds the needs of an evolving population of older adults in a spiritually nurturing setting We are committed to -The continuing physical, mental and spiritual care, w ell-being and happiness of our residents, -Developing, obtaining and retaining effective and efficient management and employees, -Providing unsurpassed customer service and value, -Being fiscally responsible and know ledgeable of industry best practices, -Integrity, ethical conduct, and open and honest communications, -Welcomng, encouraging and honoring diversity, and -Being good citizens, community leaders and advocates for the needs of older adults
NEW PROGRAM SERVICES	Part III, Line 2	During 2009 Well-Spring Retirement Community became licensed as a home health agency and began providing services w ithin the scope of that license
PROGRAM SERVICES	Part III, Line 4A	Well-Spring Retirement Community, Inc ("Well-Spring"), a North Carolina nonprofit corporation, was organized for the purpose of operating a continuing care retirement community Well-Spring is governed by a Board of Trustees composed of civic leaders, currently consisting of 18 individuals, w ho serve w ithout compensation for staggered three-year terms A multi-denominational group of churches in Greensboro, North Carolina sponsor and provide leadership to Well-Spring Rev Rul 72-124, 1972-1 C B 145, sets out requirements that "home for the aged" must meet to qualify for Section 501(c) (3) exemption The Internal Revenue Service provided the follow ing requirements (1) satisfaction of the need for housing through the provision of emotional, recreational, social, religious and similar needs of aged persons, (2) satisfaction of the need for health care through provision of physical and mental health services directly or through continuing arrangements w ith outside organizations, and (3) satisfaction of the need for financial security through maintaining in residence any persons w ho become unable to pay their regular charge and through providing services at the low est feasible cost Well-Spring satisfies all three requirements Program services revenue and expense relate to the provision of emotional, recreational, social, religious and similar needs of the residents, as well as the provision of physical and mental health services Rental income is received from beauty/barber shop, therapy company and guest units located on the Well-Spring premises for the convenience of the elderly residents In addition, revenues received from other income relate to the processing of applications for residents and relate to Well-Spring's exempt purpose of providing for the primary needs of elderly individuals In conjunction w ith its commitment to maintaining persons in residence w ho become unable to pay, Well-Spring has established a benevolence fund w hich w ill be used for the exclusive purpose of providing charity to residents in need A benevolence committee determines w hich residents of Well-Spring should receive benefits from the fund
ORGANIZATION'S FORM 990 REVIEW PROCESS	Part VI, Section B, Line 11A	Before the filing of the Information Tax Return 990 for Well-Spring Retirement Community, the Form 990 was review ed in detail by the Chief Financial Officer and Chief Executive Officer A presentation of the Form 990 was made to the Well-Spring Retirement Community Finance Committee The presentation was conducted by a representative of the accounting firm assisting in preparing the 990 and by the Chief Financial Officer Highlights of the Form 990 were presented to the Well-Spring Retirement Community Board of Trustees by the Chief Financial Officer Each member of the Well-Spring Retirement Community's Board of Trustees was provided w ith a copy of Well-Spring Retirement Community's Form 990 prior to filing of the Form 990
ORGANIZATION'S MONITORING CONFLICT OF INTEREST POLICY	Part VI, Section B, Line 12C	The trustees shall complete and return to the Secretary an annual statement that each of them (a) has received a copy of the conflict of interest policy, (b) has read and understands the policy, (c) agrees to comply w ith this policy, (d) understands that the policy applies to all committees, and (e) understands that the organization is a charitable organization and must continuously engage primarily in activities w hich accomplish one or more of its tax-exempt purposes
OFFICER/KEY EMPLOYEE COMPENSATION DECISIONS	Part VI, Section B, Line 15B	President/CEO Compensation It shall be the policy of Well-Spring Retirement Community to annually review the performance of the President and CEO unless circumstances demand more frequent review intervals The President/CEO's review shall be conducted by the Board of Trustees, how ever the Board of Trustees may delegate this function to its Compensation Committee Procedures for setting compensation 1 A Board of Trustees Compensation Committee shall be appointed annually by the Board Chair The Committee shall be comprised of the current Chair, Immediate Past Chair, Chair-Elect (if any) and 1-2 Trustees at Large 2 The Committee shall meet approximately thirty days prior to the end of the Well-Spring Retirement Community's fiscal year 3 Prior to the meeting, the President/CEO shall provide comparable salary and benefit data through external sources such as The AAHSA Salary and Benefit Report, NCANPHA Wage Survey, Public Record IRS Form 990s, and independent surveys 4 Prior to the meeting, the President/CEO shall provide a statement of achievements compared to goals for the current year and a preliminary list of performance goals for the succeeding year 5 At the meeting, the President/CEO shall inform the Committee of proposed salary adjustments for Senior Management for the succeeding year The President/CEO may present comparable salary data for Senior Management at the Committee's discretion 6 At the meeting and after presenting year-end results and succeeding year goals, the Committee may excuse the President/CEO, enter into Executive Session and discuss the President/CEO's performance and compensation 7 At the conclusion of the meeting, the Board of Trustees' Chair shall meet w ith the President/CEO in order to review the Committee's assessment of performance and salary Salary adjustments to the President/CEO's compensation shall be authorized by signature of the Board Chair or Vice Chair only 8 At the first Board of Trustees' meeting follow ing the Compensation Committee's meeting, the Board of Trustees' Chair shall report the Committee's findings and the Committee's actions regarding employment status, recommendations and salary or benefit adjustments for the President/CEO EXECUTIVE MANAGERS COMPENSATION PHILOSOPHY OBJECTIVE The Compensation Committee believes that the primary objectives of Well-Spring's executive compensation policies should be -To attract and retain talented executives by providing compensation that is, overall, highly competitive w ith the compensation provided to executives at companies of comparable position in the continuing care retirement community field, w hile maintaining compensation w ithin levels that are consistent w ith Well-Spring's annual budget, financial objectives, operating performance and resident and staff satisfaction, and -To provide appropriate incentives for executives to work tow ard the achievement of Well-Spring's annual financial performance and business goals based on Well-Spring's annual budget The Compensation Committee review s executive compensation policies annually taking into consideration Well-Spring's financial performance, its annual budget, its position in the industry and Well-Spring's Mission Statement and Core Values The Compensation Committee believes that in addition to corporate performance, it is appropriate in setting and review ing executive compensation to consider the level of experience and responsibilities of each executive officer as well as the personal contributions a particular individual may make to the success of Well-Spring Retirement Community, Inc
DOCUMENTS AVAILABLE TO THE PUBLIC	Part VI, Section C, Line 19	Well-Spring Retirement Community's financial statements are consolidated w ith those of Well-Spring Foundation Included w ith the audited financial statements are schedules w hich show stand alone figures for both Well-Spring Foundation and Well-Spring Retirement Community The consolidated financial statements are part of Well-Spring's annual Disclosure Statement w hich is filed w ith the NC Department of Insurance The NC Department of Insurance post all Disclosure Statements on their web site The consolidated financial statements are filed annually w ith the SEC via EMMA (Electronic Municipal Market Access) Additionally, copies of governing documents, conflict of interest policy and financial statements are available to the public upon request
TRANSACTIONS WITH RELATED ORGANIZATIONS	Schedule R, Part V, Line 2	(1) Actual cash contribution (2) Cash for two certified nursing assistants - Actual pay at FMV plus benefits

Identifier	Return Reference	Explanation
TAX-EXEMPT BOND ISSUES	Schedule K, Part I, Line A	Series B was re-paid (defeased) on 1-1-09 and only Series A and C remain outstanding The 2003 Series B Debt of \$2,000,000 was fully redeemed on January 1, 2009 Scheduled redemption was 2020 and 2021 Only Series A and C remain Note that last year on this form the bond issue price was listed incorrectly as it did not reflect the discounted price This amount reflects the proper discounted amount

TAX-EXEMPT BONDS - PRIVATE BUSINESS USE Schedule K, Part III, Line A This section is not required to be completed as the outstanding bonds are the result of refunding of bonds issued before 2003 and thus no reporting is required

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

Cat No 51056K

Schedule O (Form 990) 2009

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **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.**

Name of the organization
WELL-SPRING RETIREMENT COMMUNITY INC

Employer identification number

56-1497371

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

WELL-SPRING FOUNDATION

4100 WELL SPRING DRIVE

FUNDRAISING

NC

501(c)(3)

11a, I NA

GREENSBORO, NC 27410
56-2217797

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	
							Yes	No		Yes	No

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
---	-------------------------	---	-------------------------------------	--	---------------------------------	--	--------------------------------

Part V

Transactions With Related Organizations (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

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

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

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

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

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

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

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

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

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

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

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

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

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

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

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

No

No

No

No

No

Yes

Yes

Yes

No

Yes

No

No

No

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)	WELL-SPRING FOUNDATION	B	500,000
(2)	WELL-SPRING FOUNDATION	C	63,852
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2009

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No