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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 07-01-2009 and ending 06-30-2010

<input type="checkbox"/> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>Please use IRS label or print or type. See Specific Instructions.</b>	<b>C Name of organization</b> VOANS PACE INC		<b>D Employer identification number</b> 20-5182627		
		<b>Doing Business As</b>		<b>E Telephone number</b> (952) 941-0305		
		Number and street (or P O box if mail is not delivered to street address) 7530 MARKET PLACE DRIVE		<b>Room/suite</b>	<b>G Gross receipts \$</b> 10,911,246	
		City or town, state or country, and ZIP + 4 EDEN PRAIRIE, MN 55344				
		<b>F Name and address of principal officer</b> RON PATTERSON 1660 DUKE STREET ALEXANDRIA, VA 22314		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>I Tax-exempt status</b> <input checked="" type="checkbox"/> 501(c) (3) ► (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)				
<b>J Website:</b> ► WWW VOA.ORG		<b>H(c) Group exemption number</b> ► 1736				
<b>K Form of organization</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		<b>L Year of formation</b> 2006		<b>M State of legal domicile</b> MN		

## Part I Summary

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

8	Contributions and grants (Part VIII, line 1h) . . . . .	Prior Year	Current Year
9	Program service revenue (Part VIII, line 2g) . . . . .	687,974	16,056
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	5,365,708	10,895,190
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . .	0	0
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	6,053,682	10,911,246

13	Grants and similar amounts paid (Part IX, column (A), lines 1-3) . . . . .	Prior Year	Current Year
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) . . . . .	1,815,913	3,705,729
16a	Professional fundraising fees (Part IX, column (A), line 11e) . . . . .	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ► 0		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) . . . . .	5,236,611	7,214,677
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) . . . . .	7,052,524	10,920,406
19	Revenue less expenses Subtract line 18 from line 12 . . . . .	-998,842	-9,160

20	Total assets (Part X, line 16) . . . . .	Beginning of Current Year	End of Year
21	Total liabilities (Part X, line 26) . . . . .	2,251,038	2,457,306
22	Net assets or fund balances Subtract line 21 from line 20 . . . . .	4,301,264	4,516,692
		-2,050,226	-2,059,386

## Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

\*\*\*\*\*  
Signature of officer

2011-05-09

Date

RON PATTERSON SECRETARY  
Type or print name and title

<b>Paid Preparer's Use Only</b> Preparer's signature ►	Date	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 SCHECHTER DOKKEN KANTER CPA'S 100 WASHINGTON AVE SO 1600 MINNEAPOLIS, MN 554012192		EIN ►
			Phone no ► (612) 332-5500

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

**Part III Statement of Program Service Accomplishments**

1 Briefly describe the organization's mission

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No  
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses  
Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

**4a** (Code ) (Expenses \$ 10,186,482 including grants of \$ ) (Revenue \$ 10,895,190

VOANS PACE, Inc currently administers PACE programs in western Colorado. PACE provides services such as healthcare, transportation, meals and social interaction for low-income seniors, with the aim to allow them to live independently while receiving the care they need.

**4b** (Code ) (Expenses \$ including grants of \$ ) (Revenue \$

4c (Code ) (Expenses \$ including grants of \$ ) (Revenue \$

4e Total program service expenses **\$ 10,186,481**

**Part IV Checklist of Required Schedules**

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors?

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

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II

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

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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

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

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

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.

- 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

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

14a Did the organization maintain an office, employees, or agents outside of the United States?

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

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

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

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

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

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

20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		
6		No
7		No
8		No
9		No
10		No
11	Yes	
12	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
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? If "Yes," complete Schedule I, Parts I and II	21		No
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? If "Yes," complete Schedule I, Parts I and III	22		No
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? If "Yes," complete Schedule J	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? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part II	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? If "Yes," complete Schedule L, Part III	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)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		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? If "Yes," complete Schedule L, Part IV	29		No
30	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		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? If "Yes," complete Schedule R, Part I	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35		No
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	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? If "Yes," complete Schedule R, Part VI	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O	38	Yes	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

		Yes	No
<b>1a</b>	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	<b>1a</b> 127	
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	<b>1b</b> 0	
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
<b>2a</b>	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	<b>2a</b> 95	
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note:</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	Yes	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
<b>4a</b>	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)?		
<b>4b</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		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	<b>5a</b> No	
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<b>5b</b> No	
<b>5c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<b>6a</b>	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?	<b>6a</b> No	
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>6b</b> No	
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>7a</b>	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?	<b>7a</b> No	
<b>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	<b>7b</b> No	
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	<b>7c</b> No	
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
<b>7e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>7e</b> No	
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>7f</b> No	
<b>7g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	<b>7g</b> No	
<b>7h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	<b>7h</b> No	
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>9a</b>	Did the organization make any taxable distributions under section 4966?	<b>9a</b> No	
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?	<b>9b</b> No	
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter		
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b> No	
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b> No	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter		
<b>11a</b>	Gross income from members or shareholders	<b>11a</b> No	
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	<b>11b</b> No	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b> No	
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<b>12b</b> No	

**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	10
b	Enter the number of voting members that are independent . . .	1b	9
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	Yes
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . .	7a	Yes
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . . . .	7b	Yes
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	No
14	Does the organization have a written document retention and destruction policy? . . . . .	14	No
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 ► MN

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 ►  
 NANCY GAVIN  
 7530 MARKET PLACE DRIVE  
 EDEN PRAIRIE, MN 55344  
 (952) 941-0305

## **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 Employee**

**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, and **current** key employees 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, or 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, highly compensated employees, and former such persons.

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

<b>1b Total</b>	0	494,584	101,430
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**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 **►0**

		<b>Yes</b>	<b>No</b>
<b>3</b>	Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	<b>3</b>	No
<b>4</b>	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	<b>4</b>	Yes
<b>5</b>	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	<b>5</b>	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

<b>(A)</b> Name and business address	<b>(B)</b> Description of services	<b>(C)</b> Compensation
ALTITUDE EDGE CONSULTANTS LLC 525 THIRD AVENUE LONGMONT, CO 80501	CONSULTING	174,252
VOLUNTEERS OF AMERICA NATIONAL SERV 7530 MARKET PLACE DRIVE EDEN PRAIRIE, MN 55344	MANAGEMENT	544,016
<b>2</b> Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization <b>►2</b>		

**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																
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>																			
	<b>b</b> Membership dues . . . . .	<b>1b</b>																			
	<b>c</b> Fundraising events . . . . .	<b>1c</b>																			
	<b>d</b> Related organizations . . . . .	<b>1d</b>																			
	<b>e</b> Government grants (contributions)	<b>1e</b>																			
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	16,056																		
	<b>g</b> Noncash contributions included in lines 1a-1f \$		2,890																		
	<b>h</b> <b>Total.</b> Add lines 1a-1f . . . . .		16,056																		
<b>Program Service Revenue</b>	<table border="1"> <thead> <tr> <th colspan="2">Business Code</th> </tr> </thead> <tbody> <tr> <td>623,000</td> <td>10,880,330</td> </tr> <tr> <td>623,990</td> <td>14,860</td> </tr> <tr> <td></td> <td></td> </tr> </tbody> </table>		Business Code		623,000	10,880,330	623,990	14,860											<b>2a</b> NURSING		
			Business Code																		
			623,000	10,880,330																	
			623,990	14,860																	
<b>b</b> SERVICES SOLD TO OTHER PROGRAMS																					
<b>c</b>																					
<b>d</b>																					
<b>e</b>																					
<b>f</b> All other program service revenue																					
<b>g</b> <b>Total.</b> Add lines 2a-2f . . . . .		10,895,190																			
<b>3</b> Investment income (including dividends, interest and other similar amounts) . . . . .		0																			
<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .		0																			
<b>5</b> Royalties . . . . .		0																			
<b>6a</b> Gross Rents	(i) Real	(ii) Personal																			
<b>b</b> Less rental expenses																					
<b>c</b> Rental income or (loss)																					
<b>d</b> Net rental income or (loss) . . . . .																					
<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other																			
<b>b</b> Less cost or other basis and sales expenses																					
<b>c</b> Gain or (loss)																					
<b>d</b> Net gain or (loss) . . . . .			0																		
<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .																					
<b>b</b> Less direct expenses . . . . .	<b>b</b>																				
<b>c</b> Net income or (loss) from fundraising events . . . . .		0																			
<b>9a</b> Gross income from gaming activities See Part IV, line 19 . . . . .																					
<b>b</b> Less direct expenses . . . . .	<b>b</b>																				
<b>c</b> Net income or (loss) from gaming activities . . . . .		0																			
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .																					
<b>b</b> Less cost of goods sold . . . . .	<b>b</b>																				
<b>c</b> Net income or (loss) from sales of inventory . . . . .		0																			
<b>Miscellaneous Revenue</b>		Business Code																			
<b>11a</b>																					
<b>b</b>																					
<b>c</b>																					
<b>d</b> All other revenue . . . . .																					
<b>e</b> <b>Total.</b> Add lines 11a-11d . . . . .		0																			
<b>12</b> <b>Total revenue.</b> See Instructions . . . . .		10,911,246	10,895,190																		

**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	0			
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 . . . . .	0			
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	3,219,325	3,067,928	151,397	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	0			
9 Other employee benefits . . . . .	273,765	246,513	27,252	
10 Payroll taxes . . . . .	212,639	212,639		
11 Fees for services (non-employees)				
a Management . . . . .	544,017		544,017	
b Legal . . . . .	6,133	6,133		
c Accounting . . . . .	4,392	4,392		
d Lobbying . . . . .	0			
e Professional fundraising See Part IV, line 17 . . . . .	0			
f Investment management fees . . . . .	0			
g Other . . . . .	921,049	921,049		
12 Advertising and promotion . . . . .	5,768	5,768		
13 Office expenses . . . . .	372,919	369,555	3,364	
14 Information technology . . . . .	2,996	2,996		
15 Royalties . . . . .	0			
16 Occupancy . . . . .	483,716	478,909	4,807	
17 Travel . . . . .	175,922	175,922		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
19 Conferences, conventions, and meetings . . . . .	8,962	8,962		
20 Interest . . . . .	20,357	20,357		
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	185,732	183,875	1,857	
23 Insurance . . . . .	17,847	17,669	178	
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 HEALTH RELATED SERVICES	2,576,215	2,576,215		
b NON-OFFICE SUPPLIES	1,281,577	1,281,577		
c SVCS PURCH FROM OTHER PROGRAMS	333,422	333,422		
d REPAIRS & MAINTENANCE	105,202	104,150	1,052	
e FOOD	27,297	27,297		
f All other expenses	141,154	141,154		
25 Total functional expenses. Add lines 1 through 24f	10,920,406	10,186,482	733,924	0
26 Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		<b>(A)</b> Beginning of year	<b>(B)</b> End of year
<b>Assets</b>			
<b>1</b>	Cash—non-interest-bearing . . . . .	1,100	<b>1</b> 1,100
<b>2</b>	Savings and temporary cash investments . . . . .		<b>2</b>
<b>3</b>	Pledges and grants receivable, net . . . . .		<b>3</b>
<b>4</b>	Accounts receivable, net . . . . .	458,277	<b>4</b> 366,332
<b>5</b>	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .		<b>5</b>
<b>6</b>	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 . . . . .		<b>6</b>
<b>7</b>	Notes and loans receivable, net . . . . .		<b>7</b>
<b>8</b>	Inventories for sale or use . . . . .	6,831	<b>8</b> 20,718
<b>9</b>	Prepaid expenses and deferred charges . . . . .	14,028	<b>9</b> 143,254
<b>10a</b>	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	2,303,611
<b>b</b>	Less accumulated depreciation . . . . .	10b	377,709
		1,770,802	<b>10c</b> 1,925,902
<b>11</b>	Investments—publicly traded securities . . . . .		<b>11</b>
<b>12</b>	Investments—other securities See Part IV, line 11 . . . . .		<b>12</b>
<b>13</b>	Investments—program-related See Part IV, line 11 . . . . .		<b>13</b>
<b>14</b>	Intangible assets . . . . .		<b>14</b>
<b>15</b>	Other assets See Part IV, line 11 . . . . .		<b>15</b>
<b>16</b>	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	2,251,038	<b>16</b> 2,457,306
<b>Liabilities</b>			
<b>17</b>	Accounts payable and accrued expenses . . . . .	667,823	<b>17</b> 799,748
<b>18</b>	Grants payable . . . . .		<b>18</b>
<b>19</b>	Deferred revenue . . . . .		<b>19</b>
<b>20</b>	Tax-exempt bond liabilities . . . . .		<b>20</b>
<b>21</b>	Escrow or custodial account liability Complete Part IV of Schedule D . . . . .		<b>21</b>
<b>22</b>	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .		<b>22</b>
<b>23</b>	Secured mortgages and notes payable to unrelated third parties . . . . .	715,000	<b>23</b> 643,546
<b>24</b>	Unsecured notes and loans payable to unrelated third parties . . . . .		<b>24</b>
<b>25</b>	Other liabilities Complete Part X of Schedule D . . . . .	2,918,441	<b>25</b> 3,073,398
<b>26</b>	<b>Total liabilities.</b> Add lines 17 through 25 . . . . .	4,301,264	<b>26</b> 4,516,692
<b>Net Assets or Fund Balances</b>			
<b>27</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>		
<b>28</b>	Unrestricted net assets . . . . .	-2,050,226	<b>27</b> -2,059,386
<b>29</b>	Temporarily restricted net assets . . . . .		<b>28</b>
<b>30</b>	Permanently restricted net assets . . . . .		<b>29</b>
<b>31</b>	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>		
<b>32</b>	Capital stock or trust principal, or current funds . . . . .		<b>30</b>
<b>33</b>	Paid-in or capital surplus, or land, building or equipment fund . . . . .		<b>31</b>
<b>34</b>	Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>
<b>35</b>	<b>Total net assets or fund balances</b> . . . . .	-2,050,226	<b>33</b> -2,059,386
<b>36</b>	<b>Total liabilities and net assets/fund balances</b> . . . . .	2,251,038	<b>34</b> 2,457,306

**Part XI Financial Statements and Reporting**

**1** Accounting method used to prepare the Form 990       Cash  Accrual  Other \_\_\_\_\_  
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

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

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

**c** If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?  
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O . . . . .

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

**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 . . . . .

	<b>Yes</b>	<b>No</b>
<b>2a</b>		No
<b>2b</b>	Yes	
<b>2c</b>	Yes	
<b>3a</b>		No
<b>3b</b>		

2009

Open to Public  
Inspection**SCHEDULE A**  
(Form 990 or 990EZ)**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.

Department of the Treasury  
Internal Revenue Service  
  
Name of the organization  
VOANS PACE INC

Employer identification number

20-5182627

**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

e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f  If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g  Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) a family member of a person described in (i) above?

(iii) a 35% controlled entity of a person described in (i) or (ii) above?

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

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

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

**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 <b>Total.</b> 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 <b>Public Support.</b> 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 <b>Total support</b> (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	
13 <b>First Five Years</b> 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 <b>stop here</b>						►

**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 <b>33 1/3% support test—2009.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		►
b <b>33 1/3% support test—2008.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization		►
17a <b>10%-facts-and-circumstances test—2009.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		►
b <b>10%-facts-and-circumstances test—2008.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		►
18 <b>Private Foundation</b> If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		►

**Part III Support Schedule for Organizations Described in 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
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")				687,941	16,056	703,997
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			952	5,365,708	10,895,190	16,261,850
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 <b>Total.</b> Add lines 1 through 5			952	6,053,649	10,911,246	16,965,847
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 <b>Public Support</b> (Subtract line 7c from line 6 )						16,965,847

**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			952	6,053,649	10,911,246	16,965,847
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
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 <b>Total support</b> (Add lines 9, 10c, 11 and 12 )			952	6,053,649	10,911,246	16,965,847
14 <b>First Five Years</b> 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 <b>stop here</b>						

**Section C. Computation of Public Support Percentage**

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

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18
19a <b>33 1/3% support tests—2009.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization	
b <b>33 1/3% support tests—2008.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization	
20 <b>Private Foundation</b> 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

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2009

Open to Public  
Inspection**SCHEDULE D**  
(Form 990)Department of the Treasury  
Internal Revenue Service**Supplemental Financial Statements**

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

**Name of the organization**  
VOANS PACE INC**Employer identification number**

20-5182627

**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

	Held at the End of the Year
2a	
2b	
2c	
2d	

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, 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      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
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 . . . . .					
1b Contributions . . . . .					
1c Investment earnings or losses . . . . .					
1d Grants or scholarships . . . . .					
1e Other expenditures for facilities and programs . . . . .					
1f Administrative expenses . . . . .					
1g End of year balance . . . . .					

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

a Board designated or quasi-endowment ►  
 b Permanent endowment ►  
 c Term endowment ►

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

	Yes	No
3a(i) unrelated organizations . . . . .		
3a(ii) related organizations . . . . .		
3b 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 . . . . .		715,000		715,000
1b Buildings . . . . .				
1c Leasehold improvements . . . . .		958,310	240,468	717,842
1d Equipment . . . . .		443,498	101,632	341,866
1e Other . . . . .		186,803	35,609	151,194
<b>Total.</b> Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . .				<b>1,925,902</b>

**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		
<b>Total.</b> (Column (b) should equal Form 990, Part X, col (B) line 12 )	<b>►</b>	

**Total.** (Column (b) should equal Form 990, Part X, col (B), line 1)

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

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

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

**Total.** (Column (b) should equal Form 990, Part X, col. (B) line 15.)

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

<b>Total. (Column (b) should equal Form 990, Part X, col (B) line 25 )</b>	<b>3,073,398</b>
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**Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	10,911,246
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	10,920,406
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-9,160
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-9,160

**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	10,911,246
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	10,911,246
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 ) . . . . .	5	10,911,246

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

1	Total expenses and losses per audited financial statements . . . . .	1	10,920,406
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	10,920,406
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 ) . . . . .	5	10,920,406

**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

**Schedule J**  
(Form 990)**Compensation Information**

OMB No 1545-0047

**2009****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

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**  
VOANS PACE INC**Employer identification number**

20-5182627

**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

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

**b** If any of the boxes 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

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

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

**a** Receive a severance payment or change-of-control payment?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

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

**Only 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

**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)?

<b>1b</b>		
<b>2</b>		
<b>4a</b>		No
<b>4b</b>		No
<b>4c</b>		No
<b>5a</b>		No
<b>5b</b>		No
<b>6a</b>		No
<b>6b</b>		No
<b>7</b>		No
<b>8</b>		No
<b>9</b>		

**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.

**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
PART I, LINE 3		THE ORGANIZATION RELIED ON VOA NATIONAL SERVICES TO ESTABLISH THE TOP MANAGEMENT OFFICIAL'S COMPENSATION. VOANS USES THE FOLLOWING METHODS: 1) INDEPENDENT COMPENSATION CONSULTANT 2) COMPENSATION SURVEY OR STUDY 3) APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 20-5182627  
**Name:** VOANS PACE INC

**efile GRAPHIC print - DO NOT PROCESS** | **As Filed Data -** | **DLN: 93493133015091**

OMB No 1545-0047

**2009**

**Open to Public  
Inspection**

**SCHEDULE O**  
(Form 990)**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.

**Name of the organization**  
VOANS PACE INC

**Employer identification number**

20-5182627

Identifier	Return Reference	Explanation
PART I, LINE 1, AND PART III, LINE 1		Established in 1896, Volunteers of America is a national, nonprofit, faith-based organization providing services such as housing and healthcare to more than 2 million people in over 400 communities each year. In support of that mission, VOANS PACE, Inc was organized and is operated to engage in, advance, support, promote, and administer health and health-related services and supportive services to seniors and disabled individuals

Identifier	Return Reference	Explanation
PART VI, SECTION A, LINE 6		VOA NATIONAL SERVICES IS A MEMBER

Identifier	Return Reference	Explanation
PART VI, SECTION A, LINE 7a		VOA NATIONAL SERVICES HAS THE RIGHT TO ELECT OR APPOINT DIRECTORS

Identifier	Return Reference	Explanation
PART VI, SECTION A, LINE 7B		VOA NATIONAL SERVICES APPROVES AMENDMENTS TO THE ARTICLES AND BYLAWS

Identifier	Return Reference	Explanation
PART VI, SECTION B, LINE 11A		TAX RETURN IS PREPARED AND GIVEN TO THE BOARD OF DIRECTORS. THE BOARD WILL HAVE 5 DAYS TO REVIEW AND GIVE COMMENTS ON THE RETURN. AFTER THE COMMENTS ARE GIVEN, THE RETURN WILL BE FILED.

Identifier	Return Reference	Explanation
PART VI, SECTION B, LINE 12		THE POLICY REQUIRES OFFICERS, DIRECTORS, AND KEY EMPLOYEES TO DISCLOSE ANNUALLY INTERESTS THAT COULD GIVE RISE TO CONFLICTS. THE POLICY AND DISCLOSURE FORM ARE DISTRIBUTED AND COLLECTED ANNUALLY, AND INDIVIDUALS ARE REQUIRED TO UPDATE THE DISCLOSURE FORM THOROUGHOUT THE YEAR IN THE EVENT POTENTIAL CONFLICTS ARISE. POTENTIAL CONFLICTS OF INTEREST ARE REVIEWED BY THE BOARD OF DIRECTORS.

Identifier	Return Reference	Explanation
PART VI, SECTION B, LINE 13		The organization follows the Whistleblower Policy adopted by its corporate parent, Volunteers of America National Services

Identifier	Return Reference	Explanation
PART VI, SECTION B, LINE 14		The organization follows the Document Retention and Destruction Policy adopted by its corporate parent, Volunteers of America National Services

Identifier	Return Reference	Explanation
Part VI, Section B, Line 15		Yes. The organization's CEO is not compensated by the organization but is compensated by a related organization, Volunteers of America, Inc. Volunteers of America's process for determining compensation of the organization's CEO, officers, and key employees includes review and approval by a compensation committee formed of independent members appointed by the Board of Directors. The Compensation Committee reviews compensation data with respect to functionally comparable senior management-level positions at organizations similar to Volunteers of America in size, geographic location, national presence, industry and other relevant factors, and determines a permissible range of pay between the 50th and 75th percentile of compensation received by comparators. Compensation data is gathered from published survey sources and using the services of an outside compensation consulting firm. This process was most recently undertaken by the organization in January 2009, to establish the compensation of the following individuals: Charles Gould, CEO, David Bowman, Assistant Secretary/Assistant Treasurer, Ron Patterson, Assistant Secretary/Assistant Treasurer, Tom Turnbull, Assistant Secretary/Assistant Treasurer, and Patrick Sheridan, Assistant Secretary.

Identifier	Return Reference	Explanation
PART VI, SECTION C, LINE 19		THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST

**SCHEDULE R  
(Form 990)****Related Organizations and Unrelated Partnerships**

OMB No 1545-0047

**2009**Department of the Treasury  
Internal Revenue Service**Open to Public  
Inspection**

► 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**  
VOANS PACE INC**Employer identification number**

20-5182627

**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
VOA Adirondacks Affordable Housing LLC 1660 Duke Street Alexandria, VA 22314 47-0865549	Housing	NY	0	0	NA
Forest Towers II LLC 1660 Duke Street Alexandria, VA 22314 26-1471539	Housing	LA	0	0	NA
Essex Street Commercial LLC 1660 Duke Street Alexandria, VA 22314 94-3448768	Housing	MA	0	0	NA

**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
See Additional Data Table					

**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		
See Additional Data Table										

**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
See Additional Data Table							

**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		No
1b		No
1c		No
1d		No
1e	Yes	
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l	Yes	
1m		No
1n	Yes	
1o	Yes	
1p		No
1q		No
1r		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)	VOLUNTEERS OF AMERICA CARE FACILITIES	E	643,546
(2)	VOLUNTEERS OF AMERICA NATIONAL SERVICES	L	544,017
(3)	VOLUNTEERS OF AMERICA NATIONAL SERVICES	O	443,793
(4)			
(5)			
(6)			

**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.

## Additional Data

**Software ID:**  
**Software Version:**  
**EIN:** 20-5182627  
**Name:** VOANS PACE INC

### 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
HEALTH RELATED SERVICES	2,576,215	2,576,215		
NON-OFFICE SUPPLIES	1,281,577	1,281,577		
SVCS PURCH FROM OTHER PROGRAMS	333,422	333,422		
REPAIRS & MAINTENANCE	105,202	104,150	1,052	
FOOD	27,297	27,297		

**Software ID:**  
**Software Version:**  
**EIN:** 20-5182627  
**Name:** VOANS PACE INC

**Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations**

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity
Virginia Beach MR  1660 Duke Street Alexandria, VA22314 52-0610547	Housing	VA	501(c)3	9	NA
Decatur VOA Living Center Inc  1660 Duke Street Alexandria, VA22314 58-2005296	Housing	AL	501(c)3	9	NA
Grand Junction VOA Elderly Housing Inc  1660 Duke Street Alexandria, VA22314 58-2013960	Housing	CO	501(c)3	9	NA
Greater Harrisburg VOA Living Center Inc  1660 Duke Street Alexandria, VA22314 58-1917709	Housing	PA	501(c)3	9	NA
Plains Township VOA Living Center Inc  1660 Duke Street Alexandria, VA22314 58-1876023	Housing	PA	501(c)3	9	NA
Rocklin VOA Elderly Housing Inc  1660 Duke Street Alexandria, VA22314 58-2010055	Housing	CA	501(c)3	9	NA
VOANS Parkway Inc  1660 Duke Street Alexandria, VA22314 41-2000376	Housing	MN	501(c)3	9	NA
Gulf Care Inc  1660 Duke Street Alexandria, VA22314 59-2239342	Health Care	FL	501(c)3	9	NA
Volunteers of America Care Facilities  1660 Duke Street Alexandria, VA22314 41-0965829	Health Care	MN	501(c)3	9	NA

(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 on Box 20 of K-1 (\$)	(j) General or Managing Partner?
							Yes	No		
Brightway Commons V 1660 Duke ST Alexandria VA Alexandria, VA22314 20-4296562	Housing	DE	NA	Unrelated	0	0	No	0	No	
Brightway Commons I 1660 Duke ST Alexandria VA Alexandria, VA22314 26-2083298	Housing	DE	NA	Unrelated	0	0	No	0	No	
Brunswick VOA Affor 1660 Duke ST Alexandria VA Alexandria, VA22314 20-8138425	Housing	MD	NA	Unrelated	0	0	No	0	No	
Burns Manor VOA Aff 1660 Duke ST Alexandria VA Alexandria, VA22314 06-1820792	Housing	CA	NA	Unrelated	0	0	No	0	No	
VOANS Capital Park 1660 Duke ST Alexandria VA Alexandria, VA22314 54-2058988	Housing	DE	NA	Unrelated	0	0	No	0	No	
Casa De Rosal Owner 1660 Duke ST Alexandria VA Alexandria, VA22314 26-0615674	Housing	CO	NA	Unrelated	0	0	No	0	No	
Benton Harbor I VOA 1660 Duke ST Alexandria VA Alexandria, VA22314 38-3504488	Housing	MI	NA	Unrelated	0	0	No	0	No	
Benton Harbor II VO 1660 Duke ST Alexandria VA Alexandria, VA22314 38-3504495	Housing	MI	NA	Unrelated	0	0	No	0	No	
VOA Eastern Avenu 1660 Duke ST Alexandria VA Alexandria, VA22314 52-1908276	Housing	MD	NA	Unrelated	0	0	No	0	No	
Elm Street Commu 1660 Duke ST Alexandria VA Alexandria, VA22314 71-0810969	Housing	AR	NA	Unrelated	0	0	No	0	No	
Greenbriar VOA Aff 1660 Duke ST Alexandria VA Alexandria, VA22314 26-0087019	Housing	CA	NA	Unrelated	0	0	No	0	No	
VOA St Louis HOPE 1660 Duke ST Alexandria VA Alexandria, VA22314 06-1598374	Housing	MO	NA	Unrelated	0	0	No	0	No	
Battle Creek VOA A 1660 Duke ST Alexandria VA Alexandria, VA22314 41-2130781	Housing	MI	NA	Unrelated	0	0	No	0	No	
Lord Tennyson VOA 1660 Duke ST Alexandria VA Alexandria, VA22314 26-0087020	Housing	CA	NA	Unrelated	0	0	No	0	No	
Palomar VOA Afford 1660 Duke ST Alexandria VA Alexandria, VA22314 26-2086068	Housing	CA	NA	Unrelated	0	0	No	0	No	
Montrose VOA Hou 1660 Duke ST Alexandria VA Alexandria, VA22314 72-1429716	Housing	CO	NA	Unrelated	0	0	No	0	No	
Sierra Manor VOA 1660 Duke ST Alexandria VA Alexandria, VA22314 26-2821963	Housing	NV	NA	Unrelated	0	0	No	0	No	
VOA Sunset Housing 1660 Duke ST Alexandria VA Alexandria, VA22314 87-0725914	Housing	DE	NA	Unrelated	0	0	No	0	No	
South Brunswick VOA 1660 Duke ST Alexandria VA Alexandria, VA22314 20-3821230	Housing	NJ	NA	Unrelated	0	0	No	0	No	
VOANS Woodlands on 1660 Duke ST Alexandria VA Alexandria, VA22314 30-0101444	Housing	OH	NA	Unrelated	0	0	No	0	No	
Chestnut Hill VOA Aff 1660 Duke ST Alexandria VA Alexandria, VA22314 26-3443328	Housing	OH	NA	Unrelated	0	0	No	0	No	
Forest Towers II Limi 1660 Duke ST Alexandria VA Alexandria, VA22314 26-1471593	Housing	LA	NA	Unrelated	0	0	No	0	No	
Harborview VOA Aff 1660 Duke ST Alexandria VA Alexandria, VA22314 90-0409299	Housing	NJ	NA	Unrelated	0	0	No	0	No	
Southwoods VOA Aff 1660 Duke ST Alexandria VA Alexandria, VA22314 26-3529401	Housing	OK	NA	Unrelated	0	0	No	0	No	
The Terraces Limited 1660 Duke ST Alexandria VA Alexandria, VA22314 26-0546751	Housing	LA	NA	Unrelated	0	0	No	0	No	
Tulane Avenue SRO 1660 Duke ST Alexandria VA Alexandria, VA22314 72-1401537	Housing	LA	NA	Unrelated	0	0	No	0	No	
VOA Sunset Park Ltd 1660 Duke ST Alexandria VA Alexandria, VA22314 95-4134920	Housing	CA	NA	Unrelated	0	0	No	0	No	
Arbor Place Apartmen 1660 Duke ST Alexandria VA Alexandria, VA22314 59-3322359	Housing	FL	NA	Unrelated	0	0	No	0	No	
Duncan Village II LLC 1660 Duke ST Alexandria VA Alexandria, VA22314 20-4892646	Housing	SC	NA	Unrelated	0	0	No	0	No	
Lancaster Manor II LLC 1660 Duke ST Alexandria VA Alexandria, VA22314 20-4892571	Housing	SC	NA	Unrelated	0	0	No	0	No	

**Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership**

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, 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 on Box 20 of K-1 (\$)	(j) General or Managing Partner?
							Yes	No		
Pageland Place II LLC  1660 Duke ST Alexandria VA Alexandria, VA22314 20-4892691	Housing	SC	NA	Unrelated	0	0	No	0		No
467-479 Essex Street  1660 Duke ST Alexandria VA Alexandria, VA22314 20-2717125	Housing	MA	NA	Unrelated	0	0	No	0		No
Blakeley VOA Afford  1660 Duke ST Alexandria VA Alexandria, VA22314 94-3448776	Housing	MA	NA	Unrelated	0	0	No	0		No
Essex Street Develop  1660 Duke ST Alexandria VA Alexandria, VA22314 20-8386926	Housing	MA	NA	Unrelated	0	0	No	0		No
Skyland Apartments  1660 Duke ST Alexandria VA Alexandria, VA22314 26-0887908	Housing	NC	NA	Unrelated	0	0	No	0		No
Terraces on Tulane LLC  1660 Duke ST Alexandria VA Alexandria, VA22314 26-0546697	Housing	LA	NA	Unrelated	0	0	No	0		No

**Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust**

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income (\$)	(g) Share of end-of-year assets (\$)	(h) Percentage ownership
Brunswick VOA Housing Inc 1660 Duke Street Alexandria, VA22314 20-8138312	Housing	MD	NA	C Corporation	0	0	0 %
VOANS Capital Park Inc 1660 Duke Street Alexandria, VA22314 41-2000500	Housing	MN	NA	C Corporation	0	0	0 %
Benton Harbor I Affordable Housing Inc 1660 Duke Street Alexandria, VA22314 38-3504494	Housing	MI	NA	C Corporation	0	0	0 %
Benton Harbor II Affordable Housing Inc 1660 Duke Street Alexandria, VA22314 38-3504493	Housing	MI	NA	C Corporation	0	0	0 %
Promote Elm Street 1660 Duke Street Alexandria, VA22314 71-0820206	Housing	AR	NA	C Corporation	0	0	0 %
VOA St Louis Hope VI GP Inc 1660 Duke Street Alexandria, VA22314 06-1598370	Housing	MO	NA	C Corporation	0	0	0 %
South Brunswick VOA Affordable Housing I 1660 Duke Street Alexandria, VA22314 16-1738925	Housing	NJ	NA	C Corporation	0	0	0 %
VOANS Woodlands on Lafayette Inc 1660 Duke Street Alexandria, VA22314 30-0101440	Housing	OH	NA	C Corporation	0	0	0 %
Blakeley VOA Affordable Housing Inc 1660 Duke Street Alexandria, VA22314 20-2680055	Housing	MA	NA	C Corporation	0	0	0 %
Minnesota Affordable Housing Trust Inc 1660 Duke Street Alexandria, VA22314 31-1482219	Housing	MN	NA	C Corporation	0	0	0 %
Shaker Place VOA Affordable Housing Inc 1660 Duke Street Alexandria, VA22314 27-1320733	Housing	OH	NA	C Corporation	0	0	0 %
Chestnut Hill VOA Affordable Housing Inc 1660 Duke Street Alexandria, VA22314 26-3443014	Housing	OH	NA	C Corporation	0	0	0 %
Sierra Manor VOA Affordable Housing Inc 1660 Duke Street Alexandria, VA22314 26-2821850	Housing	NV	NA	C Corporation	0	0	0 %
Southwoods VOA Affordable Housing Inc 1660 Duke Street Alexandria, VA22314 26-3529092	Housing	OK	NA	C Corporation	0	0	0 %
Burns Manor VOA Affordable Housing Inc 1660 Duke Street Alexandria, VA22314 06-1820792	Housing	CA	NA	C Corporation	0	0	0 %
VOA Skylands Apartments Asheville Inc 1660 Duke Street Alexandria, VA22314 26-0887632	Housing	NC	NA	C Corporation	0	0	0 %
Brightway Commons II VOA Affordable Hous 1660 Duke Street Alexandria, VA22314 26-2083095	Housing	DE	NA	C Corporation	0	0	0 %
Palomar VOA Affordable Housing Inc 1660 Duke Street Alexandria, VA22314 26-2085746	Housing	CA	NA	C Corporation	0	0	0 %