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Form **990**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0047
2010
Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 01-01-2010 and ending 12-31-2010

B 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	C Name of organization LINDEN PONDS INC Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 300 LINDEN PONDS WAY City or town, state or country, and ZIP + 4 HINGHAM, MA 02043	D Employer identification number 14-1849849 E Telephone number (781) 534-7000 G Gross receipts \$ 53,398,054
F Name and address of principal officer MARY HELEN LORENZ 300 LINDEN PONDS WAY HINGHAM, MA 02043		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.NATIONALSENIORCAMPUSES.ORG		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 2002 M State of legal domicile MD

Part I Summary

1	Briefly describe the organization's mission or most significant activities PROVIDE A HOME FOR SENIORS THAT SATISFIES THEIR THREE PRIMARY NEEDS SEE SCHEDULE O			
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets				
Activities & Governance	3 Number of voting members of the governing body (Part VI, line 1a)	3		9
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4		9
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5		975
	6 Total number of volunteers (estimate if necessary)	6		350
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a		0
	b Net unrelated business taxable income from Form 990-T, line 34	7b		0
	Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	
9 Program service revenue (Part VIII, line 2g)		274,325		482,859
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		34,211,069		42,821,247
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		9,625,058		9,766,667
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		354,859		305,865
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	44,465,311		53,376,638
	14 Benefits paid to or for members (Part IX, column (A), line 4)	70,357		70,000
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	0		0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	15,410,938		19,675,337
	b Total fundraising expenses (Part IX, column (D), line 25) ▶43,958	59,079		42,238
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	38,426,086		43,917,569
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	53,966,460		63,705,144
19 Revenue less expenses Subtract line 18 from line 12	-9,501,149		-10,328,506	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year		End of Year
	21 Total liabilities (Part X, line 26)	492,526,347		489,802,251
	22 Net assets or fund balances Subtract line 21 from line 20	521,611,389		529,361,048
		-29,085,042		-39,558,797

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	2011-08-11	Date
	WAYNE CRAIG DIRECTOR	Type or print name and title	
Paid Preparer Use Only	Print/Type preparer's name JULIA FLANNERY	Preparer's signature JULIA FLANNERY	Date
	Firm's name ▶ RSM MCGLADREY INC	Check if self-employed <input type="checkbox"/> PTIN	
	Firm's address ▶ 100 INTERNATIONAL DRIVE SUITE 1400 BALTIMORE, MD 21202	Firm's EIN ▶ Phone no ▶ (410) 246-9300	

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

1 Briefly describe the organization's mission
THE BOARD OF DIRECTORS OF NATIONAL SENIOR CAMPUSES, INC AND ITS SUPPORTED COMMUNITIES ARE COMMITTED TO CREATING COMMUNITIES THAT CELEBRATE LIFE SEE SCHEDULE O FOR THE COMPLETE MISSION STATEMENT

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

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

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

4a (Code) (Expenses \$ 61,454,459 including grants of \$ 70,000) (Revenue \$ 42,821,247)
LINDEN PONDS, INC PROVIDES SERVICES NEEDED BY SENIOR RESIDENTS, WHO RESIDE IN 839 INDEPENDENT LIVING UNITS THE SERVICES WE PROVIDE TO OUR RESIDENTS INCLUDE, BUT ARE NOT LIMITED TO HOUSING, FOOD, MEDICAL, SECURITY AND MAINTENANCE SERVICES, RECREATIONAL AND PASTORAL ACTIVITIES

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

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

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses \$ 61,454,459

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)?	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>		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? <i>If "Yes," complete Schedule D, Part II.</i>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>		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? <i>If "Yes," complete Schedule D, Part IV.</i>		No
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>		No
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>	Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	Yes	
f 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 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i>		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV.</i>		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? <i>If "Yes," complete Schedule F, Parts II and IV.</i>		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? <i>If "Yes," complete Schedule F, Parts III and IV.</i>		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? <i>If "Yes," complete Schedule G, Part I (see instructions).</i>	Yes	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>	Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>		No
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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 lines 24b-24d and complete Schedule K. If "No," go to line 25</i> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	28b		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> <input checked="" type="checkbox"/>	28c	Yes	
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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	34	Yes	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		No
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input checked="" type="checkbox"/> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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

Check if Schedule O contains a response to any question in this Part V

Table with columns for question ID, question text, and Yes/No response. Includes rows for backup withholding (1a, 1b), employee reporting (2a, 2b), unrelated business income (3a, 3b), foreign accounts (4a, 4b), prohibited tax shelter transactions (5a, 5b, 5c), annual gross receipts (6a, 6b), and various other organizational requirements (7a-7h, 8, 9a, 9b, 10a, 10b, 11a, 11b, 12a, 12b, 13a, 13b, 13c, 14a, 14b).

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.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1b	Enter the number of voting members included in line 1a, above, who are independent		
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?	Yes	
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?	Yes	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	Yes	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Does the organization have members or stockholders?	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	Yes	
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	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	Yes	

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?		No
10b	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?		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	Yes	
13	Does the organization have a written whistleblower policy?	Yes	
14	Does the organization have a written document retention and destruction policy?	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?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
16b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed <input checked="" type="checkbox"/> MA
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. <input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> MARY WINDSOR 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228 (410) 402-2375

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

Check if Schedule O contains a response to any question in this Part VII

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- 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, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
(1) MARY HELEN LORENZ CHAIRMAN	6 00	X		X				21,414	31,836	0
(2) WAYNE CRAIG PRESIDENT & VICE CHAIR	3 00	X		X				10,124	10,126	0
(3) ANNETTE SEXTON SECRETARY	7 00	X		X				6,250	0	0
(4) WILLOW PASLEY TREASURER	3 00	X		X				10,164	46,586	0
(5) RONALD E WALKER DIRECTOR	1 00	X						10,934	63,316	0
(6) CAROLYN MARKEY DIRECTOR	3 00	X						10,126	10,124	0
(7) KIRK B JONES DIRECTOR	1 00	X						2,500	2,500	0
(8) BRUCE BEARDSLEY DIRECTOR	1 00	X						0	0	0
(9) NATHANIEL J DUDLEY DIRECTOR	1 00	X						0	0	0
(10) MERYLE TWERSKY DIRECTOR	1 00	X						500	53,250	0
(11) HAROLD ASHBY DIRECTOR	1 00	X						500	61,500	0
(12) JAMES M ANDERS JR DIRECTOR	1 00	X						539	62,961	0
(13) LAWRENCE SHUBNELL DIRECTOR	1 00	X						1,308	80,942	0
(14) IAN BROWN EXECUTIVE DIRECTOR	40 00			X				14,581	274,478	5,374
(15) ANITA HOLT EXECUTIVE DIRECTOR/VP	40 00			X				189,304	0	4,602
(16) OLGA VOLFSON-RABKIN DIR OF FINANCE	40 00			X				108,464	0	750

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
(17) DEBRA B DOYLE VICE PRESIDENT	10 00			X				0	0	0
(18) JEFFREY A JACOBSON ASSISTANT TREASURER	10 00			X				0	0	0
(19) GARY HIBBS ASSISTANT SECRETARY	10 00			X				0	0	0
(20) BENJAMIN TYRELL ADMIN OF EXTENDED CARE	40 00					X		138,107	0	750
(21) GAIL SIMMS ASST EXECUTIVE DIRECTOR	40 00					X		105,231	0	5,612
(22) TOMAS GONZALEZ DIR OF DINING SERVICES	40 00					X		102,805	0	750
(23) TERRI PETROPOULOS DIR OF HUMAN RESOURCE	40 00					X		106,139	0	4,114
(24) KATHLEEN GLASCO DIR OF NURSING EXT CARE	40 00					X		119,434	0	4,862
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								958,424	697,619	26,814

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 **7**

	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>		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>	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		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
CASS INFORMATION SYSTEMS INC 13001 HOLLENBERG BRIDGETON, MO 63044	BUSINESS PROCESS OUTSOURCING	2,538,909
HALLSMITH-SYSCO FOOD SERVICE 380 SOUTH WORCHESTER ST NORTON, MA 02766	FOOD SERVICE	1,938,602
ERICKSON LIVING MANAGEMENT 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228	MANAGEMENT	1,134,409
HEALTHCARE MANAGEMENT PARTNERS LLC 1650 MARKET ST PHILADELPHIA, PA 19103	MEDICAL	625,118
ERICKSON RETIREMENT COMMUNITIES LLC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228	MANAGEMENT	517,064

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 **9**

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	32,920				
	d Related organizations 1d					
	e Government grants (contributions) 1e					
	f All other contributions, gifts, grants, and similar amounts not included above 1f	449,939				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		482,859			
Program Service Revenue	2a RESIDENT FEES	623990	33,591,301	33,591,301		
	b RESIDENT DEPOSITS	623990	5,269,855	5,269,855		
	c ANCILLARY FEES	623990	3,951,241	3,951,241		
	d PROCESSING FEES	623990	8,850	8,850		
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		42,821,247			
	3 Investment income (including dividends, interest and other similar amounts)		9,766,667			9,766,667
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6a Gross Rents	(i) Real	308,949				
	(ii) Personal					
	b Less rental expenses					
	c Rental income or (loss)	308,949				
d Net rental income or (loss)		308,949			308,949	
7a Gross amount from sales of assets other than inventory	(i) Securities					
	(ii) Other					
	b Less cost or other basis and sales expenses					
	c Gain or (loss)					
d Net gain or (loss)						
8a Gross income from fundraising events (not including \$ 32,920 of contributions reported on line 1c) See Part IV, line 18	a		4,700			
	b Less direct expenses b		21,416			
	c Net income or (loss) from fundraising events		-16,716		-16,716	
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					
	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						
Miscellaneous Revenue		Business Code				
11a OTHER INCOME	623990	13,632			13,632	
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		13,632				
12 Total revenue. See Instructions		53,376,638	42,821,247	0	10,072,532	

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	13,500	13,500		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	56,500	56,500		
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	403,714		403,714	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	15,710,285	14,879,638	830,647	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	93,317	87,786	5,531	
9	Other employee benefits	2,232,391	2,028,760	203,631	
10	Payroll taxes	1,235,630	1,149,704	85,926	
a	Fees for services (non-employees)				
	Management	1,651,473	1,651,473		
b	Legal	151,620	137,636	13,984	
c	Accounting	49,104	49,104		
d	Lobbying				
e	Professional fundraising services See Part IV, line 17	42,238			42,238
f	Investment management fees				
g	Other	2,609,682	2,037,629	572,053	
12	Advertising and promotion	1,053,216	1,053,216		
13	Office expenses	4,008,957	3,985,823	22,481	653
14	Information technology				
15	Royalties				
16	Occupancy	16,799,001	16,798,580		421
17	Travel	40,364	26,738	12,980	646
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	6,598,420	6,598,420		
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	3,721,523	3,721,523		
23	Insurance	472,692	472,692		
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	R/E TAXES	3,126,321	3,126,321		
b	ADMINISTRATIVE	2,510,244	2,473,383	36,861	
c	EQUIPMENT RENTAL	736,476	724,798	11,678	
d	RESIDENT RELATIONS	130,319	120,478	9,841	
e	NET ASSETS RELEASED FRO	107,067	107,067		
f	All other expenses	151,090	153,690	-2,600	
25	Total functional expenses. Add lines 1 through 24f	63,705,144	61,454,459	2,206,727	43,958
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) 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	616	1	616
	2 Savings and temporary cash investments	22,759,931	2	26,454,492
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	3,178,566	4	2,403,614
	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)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L		6	
	7 Notes and loans receivable, net	182,153,043	7	180,164,168
	8 Inventories for sale or use	88,839	8	78,353
	9 Prepaid expenses and deferred charges	176,618	9	35,577
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	138,846,426		
	b Less accumulated depreciation	11,687,067		
		130,495,141	10c	127,159,359
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
15 Other assets See Part IV, line 11	153,673,593	15	153,506,072	
16 Total assets. Add lines 1 through 15 (must equal line 34)	492,526,347	16	489,802,251	
Liabilities	17 Accounts payable and accrued expenses	4,886,499	17	7,363,085
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities	143,720,000	20	142,230,000
	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	11,786,656	23	11,731,822
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities Complete Part X of Schedule D	361,218,234	25	368,036,141
	26 Total liabilities. Add lines 17 through 25	521,611,389	26	529,361,048
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-29,676,925	27	-40,367,947
	28 Temporarily restricted net assets	591,883	28	809,150
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	-29,085,042	33	-39,558,797	
34 Total liabilities and net assets/fund balances	492,526,347	34	489,802,251	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	53,376,638
2	Total expenses (must equal Part IX, column (A), line 25)	2	63,705,144
3	Revenue less expenses Subtract line 2 from line 1	3	-10,328,506
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-29,085,042
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-145,249
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	-39,558,797

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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?		No
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 separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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)

Public Charity Status and Public Support

OMB No 1545-0047

2010

Open to Public Inspection

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
LINDEN PONDS INC

Employer identification number

14-1849849

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
 (ii) a family member of a person described in (i) above?
 (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

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

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	

13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** **Section C. Computation of Public Support Percentage**

14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2009 Schedule A, Part II, line 14	15	

16a 33 1/3% support test—2010. 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—2009.** 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—2010.** 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—2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization **18 Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	177,310	241,105	272,172	274,325	158,525	1,123,437
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	15,327,620	20,538,852	26,048,505	34,273,888	42,825,947	139,014,812
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	15,504,930	20,779,957	26,320,677	34,548,213	42,984,472	140,138,249
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						0
8 Public Support (Subtract line 7c from line 6)						140,138,249

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	15,504,930	20,779,957	26,320,677	34,548,213	42,984,472	140,138,249
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	6,448,763	8,698,877	9,359,262	9,929,388	10,075,616	44,511,906
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	6,448,763	8,698,877	9,359,262	9,929,388	10,075,616	44,511,906
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)					13,632	13,632
13 Total support (Add lines 9, 10c, 11 and 12)	21,953,693	29,478,834	35,679,939	44,477,601	53,073,720	184,663,787
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15	75.890 %
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	73.540 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17	24.100 %
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	26.460 %

19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

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SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2010

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

Name of the organization LINDEN PONDS INC

Employer identification number 14-1849849

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
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?

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, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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

- 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

Table with 2 columns: Held at the End of the Year. Rows 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?

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)?

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

Table with 2 columns: Description (1c-1f) and Amount

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.

Table with 6 columns: (a) Current Year, (b) Prior Year, (c) Two Years Back, (d) Three Years Back, (e) Four Years Back. Rows 1a-1g.

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

Table with 3 columns: Description (3a(i), 3a(ii), 3b), Yes, No

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.

Table with 5 columns: Description of investment, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows 1a-1e and Total.

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

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

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

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

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

Part XIV Supplemental Information

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

Software ID:
Software Version:
EIN: 14-1849849
Name: LINDEN PONDS INC

Form 990, Schedule D, Part X, - Other Liabilities

¹ (a) Description of Liability	(b) Amount
ADVANCE DEPOSITS	475,300
RESIDENT DEPOSITS (NET)	236,853,957
CLAIMS RESERVE	829,387
FUNDS HELD FOR RESIDENTS	89,457
UNCLAIMED PROPERTY	4,963
RESIDENT REFUNDS PAYABLE	386,716
FUNDING LIABILITY	129,393,378
MARKETING FEE DEFERRED	2,983

**SCHEDULE G
(Form 990 or 990-EZ)**

**Supplemental Information Regarding
Fundraising or Gaming Activities**

OMB No 1545-0047

2010

**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
LINDEN PONDS INC

Employer identification number

14-1849849

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

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

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
ERICKSON RETIREMENT COMMUNITIES LLC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228	SOLICITATION, SPECIAL EVENTS	Yes		324,334	42,238	282,096
Total				324,334	42,238	282,096

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

MA

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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		ANNUAL GALA (event type)	(event type)	(total number)	(Add col (a) through col (c))
Revenue	1 Gross receipts	37,620			37,620
	2 Less Charitable contributions	32,920			32,920
	3 Gross income (line 1 minus line 2)	4,700			4,700
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Food and beverages	2,528			2,528
	8 Entertainment	13,000			13,000
	9 Other direct expenses	5,888			5,888
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				21,416
11 Net income summary Combine lines 3 and 10 in column (d) ▶				-16,716	

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(Add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					
8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶					

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," Explain _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a
b An outside facility	13b

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
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Schedule I (Form 990)

OMB No 1545-0047

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

2010

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

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization LINDEN PONDS INC

Employer identification number

14-1849849

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance...
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.

Table with 8 columns: (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, (g) Description of non-cash assistance, (h) Purpose of grant or assistance. Row 1: (1) SOUTH SHORE HOSPITAL, 04-3150602, 501(C)(3), 8,000, CHARITABLE.

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

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
(1) EDUCATIONAL SCHOLARSHIPS - SEE PART IV	81	56,500			

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

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	<p>SCHEDULE I, PART I, LINE 2 SCHOLAR CANDIDATES MUST BE CURRENTLY EMPLOYED YEAR-ROUND AT LINDEN PONDS ONLY MEDICAL LEAVES OF ABSENCE ARE ALLOWABLE DURING THE TWO YEARS OTHER REQUESTS FOR A LEAVE OF ABSENCE WILL BE REVIEWED AND DETERMINED CASE BY CASE A SCHOLAR CANDIDATE MUST HAVE BEEN EMPLOYED BY LINDEN PONDS ON OR BEFORE SEPTEMBER 30, 2010 THE CANDIDATE MUST ALSO ACHIEVE 1,000 HOURS OF WORK DURING A TIME SPAN THAT BEGINS NO EARLIER THAN AUGUST 1, 2010 OF THEIR JUNIOR YEAR OF HIGH SCHOOL (500 OF 1,000 HOURS MUST BE COMPLETED BY THE END OF THEIR JUNIOR YEAR OF HIGH SCHOOL TO QUALIFY) CONTINUED ON SCHEDULE I, PAGE 2, PART IV ANY HOURS WORKED PRIOR TO AUGUST 1, 2010 DO NOT COUNT TOWARDS THE 1,000 HOURS REQUIREMENT CANDIDATES MUST ACHIEVE THE 1,000 HOUR REQUIREMENT AS WELL AS FULFILL THE TWO-YEAR MINIMUM EMPLOYMENT REQUIREMENT CANDIDATES MUST BE IN "GOOD STANDING" FROM THEIR ORIGINAL DATE OF HIRE THROUGH THEIR LAST DAY OF WORK TO MAINTAIN "GOOD STANDING," SCHOLAR CANDIDATES, AS EMPLOYEES, MUST ABIDE BY ALL EMPLOYMENT POLICIES AND PROCEDURES, TO INCLUDE GIVING TWO WEEKS NOTICE TO THEIR SUPERVISOR WHEN TERMINATING EMPLOYMENT SCHOLAR CANDIDATES MUST COMPLETE EACH STEP AS OUTLINED IN THE PROGRAM DESCRIPTION BY THE RESPECTIVE DUE DATE FURTHERMORE, CANDIDATES MUST TURN IN PROOF OF FULL-TIME STATUS WITHIN THE DATES SPECIFIED IN THE PROGRAM DESCRIPTION FOR EACH SPRING AND FALL SEMESTER THEY ATTEND SCHOOL FAILURE TO DO SO WILL DISQUALIFY THE SCHOLAR THAT SEMESTER AND WILL COUNT TOWARDS ONE OF THE TWO ALLOWABLE SEMESTER LAPSES CANDIDATES SHOULD INTEND TO GO TO COLLEGE OR TRADE SCHOOL AFTER HIGH SCHOOL SCHOLAR CANDIDATES MUST ATTEND SCHOOL FULL-TIME (12 CREDIT HOURS EACH SEMESTER) AFTER HIGH SCHOOL SCHOLAR CANDIDATES MUST BE ACCEPTED AND/OR REGISTERED IN THE FALL OF 2012 AT A TRADE SCHOOL, COLLEGE, OR UNIVERSITY TO BENEFIT (IN EXCEPTIONAL CASES, A SCHOLAR CANDIDATE MAY ARRANGE TO START SCHOOL UP TO TWO SEMESTERS AFTER BEING INDUCTED INTO THE PROGRAM, BUT THEY MUST MAKE ARRANGEMENTS WITH THE RESIDENT LIFE DEPARTMENT THESE TWO SEMESTERS WILL COUNT AS THE TWO ALLOWABLE SEMESTER LAPSES) SCHOLARS WHO LAPSE FROM THE PROGRAM FOR MORE THAN A TOTAL OF TWO SEMESTERS AFTER BEING INDUCTED INTO THE PROGRAM ARE NO LONGER ELIGIBLE TO RECEIVE THE AWARD</p>

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2010

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.

Department of the Treasury
Internal Revenue Service

Name of the organization
LINDEN PONDS INC

Employer identification number

14-1849849

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

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

a Receive a severance payment or change-of-control payment from the organization or a related organization?

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)?

	Yes	No
1b		
2		
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) IAN BROWN	(i)	14,581	0	0	0	0	14,581	0
	(ii)	195,559	78,919	0	750	5,262	280,490	0
(2) ANITA HOLT	(i)	162,304	27,000	0	0	5,193	194,497	0
	(ii)	0	0	0	0	0	0	0
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

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
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**Schedule K
(Form 990)**

OMB No 1545-0047

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.**

2010

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
LINDEN PONDS INC

Employer identification number

14-1849849

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		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A MASSACHUSETTS DEVELOPMENT FINANCE AGENCY	04-3431814	57583RPX7	07-31-2007	148,563,470	TO PURCHASE FACILITY		X		X		X

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired	4,135,000			
2 Amount of bonds legally defeased				
3 Total proceeds of issue	148,563,470			
4 Gross proceeds in reserve funds	8,970,613			
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrow				
7 Issuance costs from proceeds	2,927,300			
8 Credit enhancement from proceeds	576,890			
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds	136,088,667			
11 Other spent proceeds				
12 Other unspent proceeds				
13 Year of substantial completion	2007			
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?		X		
15 Were the bonds issued as part of an advance refunding issue?		X		
16 Has the final allocation of proceeds been made?	X			
17 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	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?	X							

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use?	X							
b Are there any research agreements that may result in private business use of bond-financed property?		X						
c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?	X							
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	0.640 %							
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	0.640 %							
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV Arbitrage

	A		B		C		D	
	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 entered into a hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was a hedge terminated?								
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						

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

Identifier	Return Reference	Explanation

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2010

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization LINDEN PONDS INC

Employer identification number 14-1849849

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

Table with 3 main columns: (a) Name of disqualified person, (b) Description of transaction, (c) Corrected? (Yes/No)

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958. 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization.

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

Table with 7 main columns: (a) Name of interested person and purpose, (b) Loan to or from the organization?, (c) Original principal amount, (d) Balance due, (e) In default?, (f) Approved by board or committee?, (g) Written agreement?

Part III Grants or Assistance Benefitting Interested Persons.

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

Table with 3 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ERICKSON RETIREMENT COMMUNITIES LLC (ERC)	D DOYLE, J JACOBSON, G HIBBS, AND A HOLT ARE OFFICERS OF ERC	517,064	MANAGEMENT SERVICES		No

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation
SCHEDULE L, PART IV		THE OFFICERS LISTED IN PART IV OF SCHEDULE L WERE EMPLOYEES OF ERICKSON RETIREMENT COMMUNITIES, LLC WHICH PROVIDED MANAGEMENT SERVICES TO THE ORGANIZATION WITH THE EXCEPTION OF ANITA HOLT, WHO SERVES AS THE EXECUTIVE DIRECTOR OF THE ORGANIZATION'S FACILITIES, THE OTHERS SERVED AS OFFICERS FOR ADMINISTRATIVE CONVENIENCE ONLY IN CONNECTION WITH THEIR PERFORMANCE OF DUTIES UNDER THE MANAGEMENT AGREEMENT CERTAIN BOARD MEMBERS OF THE ORGANIZATION ALSO SERVE AS OFFICERS OF THE ORGANIZATION AND THOSE BOARD MEMBERS HAVE PRIMARY RESPONSIBILITY FOR CARRYING OUT THE DUTIES OF THE ORGANIZATION'S OFFICERS THE AMOUNT LISTED AS MANAGEMENT FEES ON SCHEDULE L, PART IV IS THE TOTAL MANAGEMENT FEE PAID BY THE COMMUNITY TO ERICKSON RETIREMENT COMMUNITIES, LLC ALL SUCH OFFICER APPOINTMENTS ENDED ON APRIL 28, 2010 WHEN NEW OFFICERS WERE APPOINTED AT THAT TIME, NO EMPLOYEES OF THE MANAGEMENT COMPANY WERE APPOINTED AS OFFICERS OF THE ORGANIZATION

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

**Open to Public
Inspection**

Name of the organization
LINDEN PONDS INC

Employer identification number

14-1849849

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2		DEBRA B DOYLE, OFFICER, JEFFREY A , JACOBSON, OFFICER, GARY HIBBS, OFFICER, AND ANITA HOLT, OFFICER, HAVE A BUSINESS RELATIONSHIP

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 3		<p>LINDEN PONDS PREVIOUSLY CONTRACTED WITH ERICKSON RETIREMENT COMMUNITIES, LLC ("ERC") TO PROVIDE MANAGEMENT SERVICES WITH RESPECT TO THE CCRC FACILITY. ERC IS A MARYLAND LIMITED LIABILITY COMPANY WHICH OPERATED AND MANAGED LARGE SCALE CONTINUING CARE RETIREMENT COMMUNITIES. ERC FILED FOR BANKRUPTCY PROTECTION IN OCTOBER 2009. THE SALE OF ERC'S ASSETS WAS CONDUCTED BY A COMPETITIVE AUCTION PROCESS THROUGH THE BANKRUPTCY COURT. PURSUANT TO THE ERC BANKRUPTCY PLAN, ERICKSON LIVING MANAGEMENT, LLC ASSUMED ERC'S RESPONSIBILITIES UNDER THE MANAGEMENT AGREEMENT PER A TRANSITIONAL SUBCONTRACT AGREEMENT DATED APRIL 30, 2010, FOR A TRANSITIONAL PERIOD. THE PARTIES HAVE AGREED TO EXTEND THE TRANSITIONAL PERIOD TO JULY 31, 2011. THE ORGANIZATION REPRESENTED IN ITS APPLICATION FOR EXEMPTION THAT IT WOULD SUBMIT THE MANAGEMENT AGREEMENT TO A COMPETITIVE BIDDING PROCESS ON A REGULAR SCHEDULE. THE BOARD HAS MODIFIED ITS POLICY WITH RESPECT TO GOING OUT TO BID FOR THE MANAGEMENT AGREEMENT. THIS FOLLOWED AN EXHAUSTIVE COMPETITIVE BIDDING PROCESS THAT WAS CONDUCTED IN 2008 BY A RELATED ORGANIZATION. THE PROCESS TOOK ALMOST A FULL YEAR TO COMPLETE AT A COST IN EXCESS OF \$100,000 AND ONLY THREE MANAGEMENT COMPANIES WERE INTERESTED IN BIDDING. GIVEN THE AMOUNT OF TIME AND MONEY SPENT ON THE COMPETITIVE PROCUREMENT PROCESS BY A RELATED ORGANIZATION AND THE END RESULT, THE BOARD OF DIRECTORS DECIDED THAT CONDUCTING A MANDATORY COMPETITIVE PROCUREMENT PROCESS ON A PREDETERMINED SCHEDULE WAS NOT NECESSARILY THE BEST METHOD OF PROCURING A MANAGEMENT COMPANY. THEREFORE, ON JANUARY 29, 2009, THE POLICY REQUIRING A COMPETITIVE PROCUREMENT PROCESS WAS REVISED BY THE ORGANIZATION'S BOARD OF DIRECTORS FOR THE REASONS SET FORTH IN THE PRIOR PARAGRAPH. THE RESOLUTION ADOPTED BY THE ORGANIZATION'S BOARD OF DIRECTORS TO AMEND THE MANAGEMENT COMPANY PROCUREMENT PROCESS REAFFIRMED THE ORGANIZATION'S POLICIES THAT ANY RENEWAL, RENEGOTIATION OR AMENDMENT OF THE MANAGEMENT COMPANY AGREEMENT RELATING TO THE COMPENSATION OF THE MANAGEMENT COMPANY OR ANY SUCCESSOR MANAGEMENT COMPANY (1) WILL COMPLY WITH IRS REGULATIONS IN SUPPORT OF IRC SECTION 4958, AND (2) WILL BE NEGOTIATED ON AN ARMS-LENGTH BASIS. THE RESOLUTION FURTHER PROVIDED THAT THE BOARD WILL DETERMINE WHEN, IF AT ALL, IT IS IN THE BEST INTERESTS OF THE ORGANIZATION TO ENGAGE IN A PROCUREMENT PROCESS WITH RESPECT TO ENGAGING MANAGEMENT COMPANY SERVICES IN THE FUTURE.</p>

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 4		LINDEN PONDS, INC ADOPTED BY LAWS AMENDMENTS IN 2009 WHEREBY MOST OF THE RESERVED POWERS OF THE SOLE MEMBER WERE ELIMINATED. ADDITIONALLY, LINDEN PONDS, INC AMENDED ITS ARTICLES OF INCORPORATION (CHARTER) IN 2009 TO ADD A PROVISION AUTHORIZED BY SECTION 2-104 OF THE CORPORATIONS & ASSOCIATIONS ARTICLE OF THE MARYLAND ANNOTATED CODE.

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6		LINDEN PONDS, INC 'S SOLE MEMBER IS NATIONAL SENIOR CAMPUSES, INC (NSC) NSC IS A MARYLAND NON-STOCK CORPORATION AT THE CURRENT TIME, NSC HAS FILED AN APPLICATION FOR RECOGNITION OF EXEMPTION WITH THE INTERNAL REVENUE SERVICE, AS A "SUPPORTING ORGANIZATION" WITH RESPECT TO LINDEN PONDS, INC, AS WELL AS CERTAIN OTHER ORGANIZATIONS SPECIFIED IN ITS GOVERNING DOCUMENTS AS REQUIRED BY THE REGULATIONS RELATING TO "SUPPORTING ORGANIZATIONS," CERTAIN MEMBERS OF THE BOARD OF DIRECTORS OF NSC WILL ALSO BE MEMBERS OF THE BOARD OF DIRECTORS OF THE ORGANIZATION

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A		NATIONAL SENIOR CAMPUSES, INC HAS THE RIGHT TO APPOINT AND ELECT ALL DIRECTORS

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B		CERTAIN EXTRAORDINARY ACTIONS OF THE CORPORATION REQUIRE THE APPROVAL OF THE MEMBER UNDER APPLICABLE STATE LAW

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11		THE BOARD APPOINTS A COMMITTEE FROM AMONG ITS DIRECTORS AS WELL AS THE DIRECTORS FROM ONE OR MORE RELATED ENTITIES TO OVERSEE THE PREPARATION OF FORM 990 THE BOARD CHAIR HAS THE RESPONSIBILITY TO REVIEW FORM 990 PRIOR TO ITS FILING OR TO DESIGNATE ANOTHER BOARD MEMBER TO REVIEW THE FORM THE FULL BOARD IS GIVEN THE OPPORTUNITY TO REVIEW THE FINAL VERSION OF FORM 990 BEFORE IT IS FILED AND ASK QUESTIONS OF THE COMMITTEE OR THE REVIEWER REGARDING THE FORM THE BOARD CHAIR DESIGNATES AN OFFICER TO SIGN FORM 990

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	LINDEN PONDS, INC 'S CONFLICT OF INTEREST POLICY COVERS ALL DIRECTORS, OFFICERS, KEY EMPLOYEES, EMPLOYEES AND VOLUNTEERS IN A POSITION TO EXERCISE SUBSTANTIAL INFLUENCE OVER LINDEN PONDS, INC 'S AFFAIRS, COMMITTEE MEMBERS, PROSPECTIVE DIRECTORS, AND SENIOR STAFF PROVIDING SERVICES TO THE ORGANIZATION UNDER A MANAGEMENT AGREEMENT EACH COVERED PERSON COMPLETES A CONFLICT OF INTEREST DISCLOSURE STATEMENT ANNUALLY AND AS POTENTIAL CONFLICTS ARISE DURING THE YEAR THESE STATEMENTS ARE REVIEWED BY THE BOARD CHAIR IF THE CONFLICT INVOLVES A COVERED EMPLOYEE, THE CHAIR DETERMINES WHETHER A CONFLICT EXISTS AND, IF SO, HOW IT IS TO BE HANDLED, OR THE CHAIR MAY REFER THE MATTER TO THE BOARD OF DIRECTORS FOR CONSIDERATION FOR ALL OTHER CONFLICTS, THE BOARD OF DIRECTORS OR A COMMITTEE OF DISINTERESTED DIRECTORS WILL DETERMINE WHETHER A CONFLICT ACTUALLY EXISTS A COVERED PERSON MAY NOT PARTICIPATE IN ANY DISCUSSION OR DEBATE BY THE BOARD BUT MAY ANSWER QUESTIONS OR PROVIDE CLARIFYING INFORMATION UNLESS ANY BOARD MEMBER OBJECTS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE BOARD HAS APPROVED A DIRECTORS' COMPENSATION POLICY WHICH ESTABLISHES THE PROCESS BY WHICH ALL DIRECTOR COMPENSATION IS DETERMINED OFFICERS SERVE WITHOUT COMPENSATION A REVIEW OF THE DIRECTORS' COMPENSATION IS CONDUCTED EACH FISCAL YEAR COMPENSATION IS APPROACHED ON AN OVERALL BASIS AND THE TOTAL VALUE OF ALL FORMS OF COMPENSATION IS ESTABLISHED AND MONITORED AN INDEPENDENT COMPENSATION CONSULTANT IS PERIODICALLY RETAINED TO PERFORM AN ANALYSIS OF LINDEN PONDS, INC 'S COMPENSATION USING COMPARABLES OF BOTH FOR-PROFIT AND NON-PROFIT PEERS A COMMITTEE OF THE NSC BOARD REVIEWS THE CONSULTANT'S REPORT AND MAKES A RECOMMENDATION TO THE ORGANIZATION AS TO APPROPRIATE COMPENSATION OF DIRECTORS THE FULL BOARD HAS ACCESS TO LINDEN PONDS INC 'S CONSULTANT'S REPORT AND AN OPPORTUNITY TO QUESTION THE CONSULTANT ABOUT THE PROCESS, METRICS, AND COMPARABLES THAT WERE USED IN DETERMINING THE RECOMMENDED COMPENSATION THE BOARD THEN VOTES ON THE COMPENSATION RECOMMENDATIONS AND A CONTEMPORANEOUS RECORD IS MADE OF THE MEETING AND THE VOTE THE CONSULTANT REVIEW WAS LAST UNDERTAKEN IN 2010 AND WAS ACTED UPON BY THE BOARD IN EARLY 2011

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY , AND THE FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST AT THE EXECUTIVE DIRECTOR'S OFFICE

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	EXTRAORDINARY GAIN/LOSS ON EXTINGUISHMENT OF DEBT -166,665 FUNDRAISING EXPENSES REPORTED ON PART VIII, LINE 8B 21,416 TOTAL TO FORM 990, PART XI, LINE 5 -145,249

Identifier	Return Reference	Explanation
	FORM 990, PART I, LINE 1 AND PART III, LINE 1	MISSION STATEMENT SHARING OUR GIFTS TO CREATE COMMUNITIES THAT CELEBRATE LIFE THE BOARD OF DIRECTORS OF NATIONAL SENIOR CAMPUSES, INC AND ITS SUPPORTED COMMUNITIES ARE COMMITTED TO ACHIEVING THE MISSION BY 1 PROMOTING AN ACTIVE QUALITY OF LIFE FOR SENIORS -CREATING LARGE SCALE RETIREMENT CAMPUSES TO PROMOTE ACTIVITY AND HEALTHY LIVING -PROVIDING A RESIDENT CENTERED SERVICE CULTURE -ENCOURAGING RESIDENT RUN ACTIVITIES WITH PROFESSIONAL SUPPORT 2 ACHIEVING EXCELLENCE IN SERVICES AND PROGRAMS -EXERCISING ITS AUTHORITY IN SERVICES, PROGRAMS, FEES, FACILITIES AND FINANCING -EMBRACING COMPLIANCE, ETHICS AND INTEGRITY -OVERSEEING SERVICES AND PROGRAMS PERSONALLY AND IN MEETINGS WITH THE RESIDENTS ADVISORY COUNCIL -TAKING A LONG-TERM VIEW OF FIDUCIARY RESPONSIBILITY 3 INSURING AFFORDABILITY TO MIDDLE INCOME SENIORS - FOCUSING ON THE LONG TERM VIABILITY OF THE COMMUNITY FOR CURRENT AND FUTURE RESIDENTS -USING FINANCING STRATEGIES TO LOWER THE COST OF CAPITAL -QUALIFYING FOR EXEMPTION FROM FEDERAL AND STATE INCOME TAX -OBTAINING PROPERTY TAX REDUCTIONS FROM COMMUNITY GOVERNMENTS - ACCUMULATING NET INCOME TO FURTHER THE MISSION -MAINTAINING A POLICY FOR FULLY REFUNDABLE ENTRANCE DEPOSIT -OFFERING FEE-FOR-SERVICE HEALTH CARE 4 MAKING A LIFE CARE COMMITMENT -TO THE EXTENT FEASIBLE, ENSURING THAT NO RESIDENT SHOULD EVER HAVE TO LEAVE A COMMUNITY AS A RESULT OF FINANCIAL INABILITY TO PAY FOR THE COST OF THEIR CARE -ENCOURAGING FUNDRAISING EFFORTS IN SUPPORT OF BENEVOLENT CARE 5 FOSTERING GROWTH -COMMITTING TO MAKING THIS LIFESTYLE AVAILABLE TO AN INCREASING NUMBER OF SENIORS -INCREASING EFFORTS TO ACHIEVE AFFORDABILITY -DEVELOPING NEW COMMUNITIES IN CURRENT MARKETS

Identifier	Return Reference	Explanation
	FORM 990, PART VII - BOARD OF DIRECTORS COMPENSATION	<p>THE COMPENSATION PAID BY RELATED ENTITIES FOR EACH DIRECTOR IS AS FOLLOWS INDIVIDUAL MARY HELEN LORENZ ORGANIZATION COMPENSATION NATIONAL SENIOR CAMPUSES, INC \$ 10,000 SEABROOK VILLAGE, INC \$ 38 CEDAR CREST VILLAGE, INC \$ 38 MARIS GROVE, INC \$ 38 LINDEN PONDS, INC \$ 21,414 ANN'S CHOICE, INC \$ 38 BROOKSBY VILLAGE, INC \$ 21,374 FOX RUN VILLAGE, INC \$ 38 TALLGRASS CREEK, INC \$ 38 HIGHLAND SPRINGS, INC \$ 39 EAGLE'S TRACE, INC \$ 39 WIND CREST, INC \$ 39 ASHBY PONDS, INC \$ 39 SEDGEBROOK, INC \$ 39 MONARCH LANDING, INC \$ 39 ----- INDIVIDUAL SUB-TOTAL \$53,250 INDIVIDUAL RONALD E WALKER ORGANIZATION COMPENSATION NATIONAL SENIOR CAMPUSES, INC \$ 37,500 SEABROOK VILLAGE, INC \$ 1,308 CEDAR CREST VILLAGE, INC \$ 1,308 MARIS GROVE, INC \$ 1,308 LINDEN PONDS, INC \$ 10,934 ANN'S CHOICE, INC \$ 1,308 BROOKSBY VILLAGE, INC \$ 10,124 FOX RUN VILLAGE, INC \$ 1,308 TALLGRASS CREEK, INC \$ 1,308 HIGHLAND SPRINGS, INC \$ 1,308 EAGLE'S TRACE, INC \$ 1,308 WIND CREST, INC \$ 1,307 ASHBY PONDS, INC \$ 1,307 SEDGEBROOK, INC \$ 1,307 MONARCH LANDING, INC \$ 1,307 ----- INDIVIDUAL SUB-TOTAL \$74,250 INDIVIDUAL WAYNE CRAIG ORGANIZATION COMPENSATION LINDEN PONDS, INC \$ 10,124 BROOKSBY VILLAGE, INC \$ 10,126 ----- INDIVIDUAL SUB-TOTAL \$ 20,250 INDIVIDUAL CAROLYN MARKEY ORGANIZATION COMPENSATION LINDEN PONDS, INC \$ 10,126 BROOKSBY VILLAGE, INC \$ 10,124 ----- INDIVIDUAL SUB-TOTAL \$ 20,250 INDIVIDUAL KIRK B JONES ORGANIZATION COMPENSATION LINDEN PONDS, INC \$ 2,500 BROOKSBY VILLAGE, INC \$ 2,500 ----- INDIVIDUAL SUB-TOTAL \$ 5,000 INDIVIDUAL WILLOW PASLEY ORGANIZATION COMPENSATION NATIONAL SENIOR CAMPUSES, INC \$ 30,000 SEABROOK VILLAGE, INC \$ 538 CEDAR CREST VILLAGE, INC \$ 538 MARIS GROVE, INC \$ 538 LINDEN PONDS, INC \$ 10,164 ANN'S CHOICE, INC \$ 538 BROOKSBY VILLAGE, INC \$ 10,124 FOX RUN VILLAGE, INC \$ 538 TALLGRASS CREEK, INC \$ 538 HIGHLAND SPRINGS, INC \$ 539 EAGLE'S TRACE, INC \$ 539 WIND CREST, INC \$ 539 ASHBY PONDS, INC \$ 539 SEDGEBROOK, INC \$ 539 MONARCH LANDING, INC \$ 539 ----- INDIVIDUAL SUB-TOTAL \$56,750 INDIVIDUAL KIRK JONES ORGANIZATION COMPENSATION LINDEN PONDS, INC \$2,500 BROOKSBY VILLAGE, INC \$2,500 ----- INDIVIDUAL SUB-TOTAL \$5,000 INDIVIDUAL HAROLD ASHBY ORGANIZATION COMPENSATION NATIONAL SENIOR CAMPUSES, INC \$ 37,500 SEABROOK VILLAGE, INC \$ 500 CEDAR CREST VILLAGE, INC \$ 500 MARIS GROVE, INC \$ 500 LINDEN PONDS, INC \$ 500 SEDGEBROOK, INC \$ 3,250 ANN'S CHOICE, INC \$ 500 FOX RUN VILLAGE, INC \$ 3,250 TALLGRASS CREEK, INC \$ 2,938 HIGHLAND SPRINGS, INC \$ 2,938 EAGLE'S TRACE, INC \$ 2,936 WIND CREST, INC \$ 2,938 MONARCH LANDING, INC \$ 3,250 ASHBY PONDS, INC \$ 500 -- ----- INDIVIDUAL SUB-TOTAL \$ 62,000 INDIVIDUAL MERYLE S TWERSKY ORGANIZATION COMPENSATION NATIONAL SENIOR CAMPUSES, INC \$ 37,500 SEABROOK VILLAGE, INC \$ 2,936 CEDAR CREST VILLAGE, INC \$ 2,938 MARIS GROVE, INC \$ 2,938 LINDEN PONDS, INC \$ 500 SEDGEBROOK, INC \$ 500 ANN'S CHOICE, INC \$ 2,938 FOX RUN VILLAGE, INC \$ 500 TALLGRASS CREEK, INC \$ 500 HIGHLAND SPRINGS, INC \$ 500 EAGLE'S TRACE, INC \$ 500 WIND CREST, INC \$ 500 MONARCH LANDING, INC \$ 500 ASHBY PONDS, INC \$ 500 ----- INDIVIDUAL SUB-TOTAL \$ 53,750 INDIVIDUAL JAMES M ANDERS JR ORGANIZATION COMPENSATION NATIONAL SENIOR CAMPUSES, INC \$ 30,000 OAK CREST VILLAGE, INC \$ 6,688 SEABROOK VILLAGE, INC \$ 539 GREENSPRING VILLAGE, INC \$ 6,688 RIDERWOOD VILLAGE, INC \$ 6,688 CEDAR CREST VILLAGE, INC \$ 539 MARIS GROVE, INC \$ 539 LINDEN PONDS, INC \$ 539 SEDGEBROOK, INC \$ 539 ANN'S CHOICE, INC \$ 539 BROOKSBY VILLAGE, INC \$ 0 FOX RUN VILLAGE, INC \$ 788 TALLGRASS CREEK, INC \$ 538 HICKORY CHASE, INC \$ 0 HIGHLAND SPRINGS, INC \$ 538 EAGLE'S TRACE, INC \$ 538 WIND CREST, INC \$ 538 MONARCH LANDING, INC \$ 538 ASHBY PONDS, INC \$ 6,724 ----- INDIVIDUAL SUB-TOTAL \$ 63,500 INDIVIDUAL LAWRENCE D SHUBNELL ORGANIZATION COMPENSATION NATIONAL SENIOR CAMPUSES, INC \$ 37,500 OAK CREST VILLAGE, INC \$ 6,687 SEABROOK VILLAGE, INC \$ 1,308 GREENSPRING VILLAGE, INC \$ 6,687 RIDERWOOD VILLAGE, INC \$ 6,687 CEDAR CREST VILLAGE, INC \$ 1,308 MARIS GROVE, INC \$ 1,308 LINDEN PONDS, INC \$ 1,308 SEDGEBROOK, INC \$ 1,808 ANN'S CHOICE, INC \$ 1,308 BROOKSBY VILLAGE, INC \$ 0 FOX RUN VILLAGE, INC \$ 1,808 TALLGRASS CREEK, INC \$ 1,308 HICKORY CHASE, INC \$ 0 HIGHLAND SPRINGS, INC \$ 1,308 EAGLE'S TRACE, INC \$ 1,308 WIND CREST, INC \$ 1,308 MONARCH LANDING, INC \$ 1,808 ASHBY PONDS, INC \$ 7,493 ----- INDIVIDUAL SUB-TOTAL \$ 82,250 BRUCE BEARDSLEY AND NATE DUDLEY DID NOT RECEIVE COMPENSATION DURING THE YEAR</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, LINE 11	THE BOARD OF DIRECTORS AS LISTED IN PART VII, SECTION A, CAN BE REACHED AT THE FOLLOWING ADDRESS C/O BOARD RELATIONS MANAGER NATIONAL SENIOR CAMPUSES, INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228

Identifier	Return Reference	Explanation
	MORTGAGES AND OTHER NOTES PAYABLE, PART X, LINE 23	LINDEN PONDS, INC ("LPH") HAD A WORKING CAPITAL LOAN AGREEMENT (THE "W/C LOAN") WITH HINGHAM CAMPUS, LLC ("HC") THE AGREEMENT PROVIDED FOR BORROWING UP TO \$19,148,839 AT AN ANNUAL INTEREST RATE OF PRIME PLUS 1% (4 25% AS OF DECEMBER 31, 2009) REPAYMENT OF THE W/C LOAN WAS DUE BY NOVEMBER 26, 2011 INTEREST WAS PAYABLE TO HC MONTHLY TO THE EXTENT THAT LPH'S CASH EXCEEDED ANTICIPATED EXPENSES ACCRUED INTEREST PAYMENTS WERE SHOWN AS AN ACCRUED LIABILITY ON THE ACCOMPANYING BALANCE SHEETS THE BALANCE DRAWN ON THE W/C LOAN WAS \$0 AND \$0 AS OF DECEMBER 31, 2010 AND 2009, RESPECTIVELY INTEREST EXPENSE ACCRUED DURING THE YEARS ENDED DECEMBER 31, 2009 AND DECEMBER 31, 2010 WAS \$21,404 AND \$1,865 27, RESPECTIVELY PAYMENT OF THE WORKING CAPITAL LOAN PLUS INTEREST OCCURRED IN APRIL 2010

Identifier	Return Reference	Explanation
AVERAGE HOURS PER WEEK DEVOTED TO RELATED ORGANIZATIONS	FORM 990, PART VII - BOARD OF DIRECTORS	NSC OCV SBV GSV RWW CCV MGC LPH ACH BBV GFM LCC W PASLEY 5 0 1 0 0 1 1 3 1 3 0 0 M H LORENZ 9 0 1 0 0 1 1 6 1 6 0 0 W CRAIG 0 0 0 0 0 0 0 3 0 3 0 0 R WALKER 1 2 0 1 0 0 1 1 1 1 1 0 0 C MARKEY 0 0 0 0 0 0 0 3 0 3 0 0 K B JONES 0 0 0 0 0 0 0 1 0 1 0 0 B BEARDSLEY 0 0 0 0 0 0 0 1 0 1 0 0 N DUDLEY 0 0 0 0 0 0 0 1 0 1 0 0 A SEXTON 0 0 0 0 0 0 0 7 0 0 0 0 M TWERSKY 1 8 0 1 0 0 1 1 1 1 0 0 0 H ASHBY 3 0 0 0 0 0 0 0 0 0 0 0 J ANDERS 8 1 1 1 1 0 0 0 0 0 0 0 L SHUBNELL 1 2 2 0 2 2 0 0 0 0 0 0 0 FRV TCK HSD ETH WCD APL SED MLN TWC WRC NSCF W PASLEY 1 1 1 1 1 1 1 1 0 0 0 M H LORENZ 1 1 1 1 1 1 1 1 0 0 0 W CRAIG 0 0 0 0 0 0 0 0 0 0 0 0 R WALKER 1 1 1 1 1 1 1 1 0 0 0 C MARKEY 0 0 0 0 0 0 0 0 0 0 0 K B JONES 0 0 0 0 0 0 0 0 0 0 0 B BEARDSLEY 0 0 0 0 0 0 0 0 0 0 0 N DUDLEY 0 0 0 0 0 0 0 0 0 0 0 A SEXTON 0 0 0 0 0 0 0 0 0 0 0 M TWERSKY 0 0 0 0 0 0 0 0 0 0 0 H ASHBY 0 0 0 0 0 0 0 0 0 0 0 J ANDERS 0 0 0 0 0 1 0 0 0 0 0 L SHUBNELL 1 0 0 0 0 2 1 1 0 0 0

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2010

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.**

Department of the Treasury
Internal Revenue Service

Name of the organization
LINDEN PONDS INC

Employer identification number

14-1849849

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	(g) Section 512(b)(13) controlled organization	
						Yes	No
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?		(k) Percentage ownership
							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, 35A, 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		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n		No
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	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
		SCHEDULE R, PART II, RELATED TAX-EXEMPT ORGANIZATIONS ON NOVEMBER 23, 2010, SEDGEBROOK, INC (EIN 30-0192403) CHANGED ITS NAME TO SB-LAKE, INC AND MONARCH LANDING, INC (EIN 55-0878965) CHANGED ITS NAME TO ML-DUPAGE, INC

Software ID:
Software Version:
EIN: 14-1849849
Name: LINDEN PONDS 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 section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled organization	
						Yes	No
ASHBY PONDS INC 21170 ASHBY PONDS BLVD ASHBURN, VA20147 20-5609803	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
BROOKSBY VILLAGE INC 100 BROOKSBY VILLAGE DRIVE PEABODY, MA01960 52-2126755	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
CEDAR CREST VILLAGE INC 1 CEDAR CREST VILLAGE DRIVE POMPTON PLAINS, NJ07444 52-2184915	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
EAGLE'S TRACE INC 14703 EAGLE VISTA DRIVE HOUSTON, TX77077 03-0498683	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
FOX RUN VILLAGE INC 41000 13 MILE ROAD NOVI, MI48377 52-2291271	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
ANN'S CHOICE INC 10000 ANNS CHOICE WAY WARMINSTER, PA18974 52-2095427	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
HICKORY CHASE INC 701 MAIDEN CHOICE LANE BALTIMORE, MD21228 20-8991395	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
HIGHLAND SPRINGS INC 8000 FRANKFORD ROAD DALLAS, TX75252 51-0536892	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
MARIS GROVE INC 100 MARIS GROVE WAY GLEN MILLS, PA19342 55-0878964	CONTINUING CARE RETIREMENT COMMUNITY	PA	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
MONARCH LANDING INC 2255 ERICKSON DRIVE NAPERVILLE, IL60563 55-0878965	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
NATIONAL SENIOR CAMPUSES INC 701 MAIDEN CHOICE LANE BALTIMORE, MD21228 20-4356247	SUPPORTING ORGANIZATION	MD	501(C)(3)	11, III-FI	N/A		No
NATIONAL SENIOR CAMPUSES FOUNDATION INC 701 MAIDEN CHOICE LANE BALTIMORE, MD21228 03-0611973	FOUNDATION	MD	501(C)(3)	11, III-FI	N/A		No

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 section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled organization	
						Yes	No
OAK CREST VILLAGE INC 8800 WALTHER BOULEVARD PARKVILLE, MD21234 52-1874053	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)3	9	NATIONAL SENIOR CAMPUSES INC		No
RIDERWOOD VILLAGE INC 3110 GRACEFIELD ROAD SILVER SPRING, MD20904 52-2126753	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)3	9	NATIONAL SENIOR CAMPUSES INC		No
SEABROOK VILLAGE INC 3000 ESSEX ROAD TINTON FALLS, NJ07753 52-2126751	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)3	9	NATIONAL SENIOR CAMPUSES INC		No
SEDGEBROOK INC 800 AUDUBON WAY LINCOLNSHIRE, IL60069 30-0192403	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)3	9	NATIONAL SENIOR CAMPUSES INC		No
TALLGRASS CREEK INC 13800 METCALF AVENUE OVERLAND PARK, KS66223 87-0765641	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)3	9	NATIONAL SENIOR CAMPUSES INC		No
WINDCREST INC 3235 MILL VISTA ROAD HIGHLANDS RANCH, CO80129 51-0549976	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)3	9	NATIONAL SENIOR CAMPUSES INC		No
GRANT'S FARM MANOR COMMUNITY INC 701 MAIDEN CHOICE LANE BALTIMORE, MD21228 26-2505987	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)3	9	NATIONAL SENIOR CAMPUSES INC		No
LAUREL CHASE INC 701 MAIDEN CHOICE LANE BALTIMORE, MD21228 26-3542112	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)3	9	NATIONAL SENIOR CAMPUSES INC		No
TANGLEWOOD CREEK INC 701 MAIDEN CHOICE LANE BALTIMORE, MD21228 26-2708615	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)3	9	NATIONAL SENIOR CAMPUSES INC		No
WINDSOR RUN INC 701 MAIDEN CHOICE LANE BALTIMORE, MD21228 26-2255005	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)3	9	NATIONAL SENIOR CAMPUSES INC		No
GREENSPRING VILLAGE INC 7440 SPRING VILLAGE DRIVE SPRINGFIELD, VA22150 52-2095427	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)3	9	NATIONAL SENIOR CAMPUSES INC		No