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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 CAROLINA MEADOWS INC		D Employer identification number 56-1380014	
	Doing Business As		E Telephone number (919) 942-4014	
	Number and street (or P O box if mail is not delivered to street address) 100 CAROLINA MEADOWS		Room/suite	G Gross receipts \$ 34,731,043
	City or town, state or country, and ZIP + 4 CHAPEL HILL, NC 275178505			
	F Name and address of principal officer KEVIN A MCLEOD 100 CAROLINA MEADOWS CHAPEL HILL, NC 275178505		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.CAROLINAMEADOWS.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 1983	M State of legal domicile NC

Part I	Summary
Activities & Governance	1 Briefly describe the organization’s mission or most significant activities PROVIDING HOUSING, HEALTH CARE & OTHER RELATED SERVICES TO RESIDENTS THROUGH THE OPERATION OF A CCRC
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets
	3 Number of voting members of the governing body (Part VI, line 1a)
	4 Number of independent voting members of the governing body (Part VI, line 1b)
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)
Revenue	6 Total number of volunteers (estimate if necessary)
	7a Total unrelated business revenue from Part VIII, column (C), line 12
	b Net unrelated business taxable income from Form 990-T, line 34
Expenses	8 Contributions and grants (Part VIII, line 1h)
	9 Program service revenue (Part VIII, line 2g)
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)
	14 Benefits paid to or for members (Part IX, column (A), line 4)
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)
Net Assets or Fund Balances	16a Professional fundraising fees (Part IX, column (A), line 11e)
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ ⁰
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)
	19 Revenue less expenses Subtract line 18 from line 12
	20 Total assets (Part X, line 16)
	21 Total liabilities (Part X, line 26)
	22 Net assets or fund balances Subtract line 21 from line 20

Part II Signature Block					
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.					
Sign Here	***** Signature of officer			2011-05-10 Date	
	KEVIN A MCLEOD PRESIDENT AND CEO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name GREGORY W JOHNS	Preparer's signature GREGORY W JOHNS	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name ▶ LARSONALLEN LLP				Firm's EIN ▶
	Firm's address ▶ 101 N TRYON STREET SUITE 1000 CHARLOTTE, NC 28246				Phone no ▶ (704) 998-5200
May the IRS discuss this return with the preparer shown above? (see instructions)					<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Part III

Statement of Program Service Accomplishments

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

☐

☒

1

Briefly describe the organization’s mission

TO PROVIDE HOUSING, HEALTH AND WELLNESS SERVICES, AND SOCIAL OPPORTUNITIES FOR OLDER ADULTS IN A FINANCIALLY SECURE COMMUNITY THAT RESPECTS INDIVIDUAL DIGNITY, ENCOURAGES INDEPENDENCE, AND PROMOTES LIFE-LONG LEARNING THROUGHOUT THE SEQUENCES OF AGING

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 \$ 24,524,647 including grants of \$ 120,898) (Revenue \$ 28,877,533)

CAROLINA MEADOWS' MISSION IS TO PROVIDE HOUSING, HEALTH AND WELLNESS SERVICES, AND SOCIAL OPPORTUNITIES FOR OLDER ADULTS IN A FINANCIALLY SECURE COMMUNITY THAT RESPECTS INDIVIDUAL DIGNITY, ENCOURAGES INDEPENDENCE, AND PROMOTES LIFE-LONG LEARNING THROUGHOUT THE SEQUENCES OF AGING WITH REGARD TO HOUSING, THERE WERE 137,644 DAYS OF INDEPENDENT LIVING PROVIDED, 21,578 DAYS OF ASSISTED LIVING, 3,267 DAYS OF CARE IN THE MEMORY SUPPORT UNIT AND 26,314 DAYS OF SKILLED NURSING CARE THE COMMUNITY HEALTH CLINIC SAW AN AVERAGE OF OVER 480 VISITS PER MONTH TO THE NURSE PRACTITIONERS, PHYSICIANS, AND SPECIALTY PHYSICIANS SUCH AS DERMATOLOGY AND AUDIOLOGY MEDICAL SERVICES ARE PROVIDED TO RESIDENTS IN ALL LEVELS OF LIVING THROUGH THE CLINIC THE FITNESS CENTER LOGGED SIGN-INS AVERAGED 1,374 PER MONTH WITH SOME MONTHS EXCEEDING 1,700 DURING 2010 IN ADDITION, 21 REGULARLY SCHEDULED FITNESS CLASSES ARE OFFERED INCLUDING POOL, AEROBICS, STRETCH, YOGA AND OTHERS WITH AN AVERAGE ATTENDANCE OF SIX TO TWENTY TWO THERE ARE FOUR ADDITIONAL NON-REGULAR FITNESS CLASSES AS WELL THREE AND A HALF EMPLOYEES ARE DESIGNATED FOR THE WELLNESS PROGRAM AND ADDITIONAL SERVICES ARE PROVIDED UNDER CONTRACT THERE ARE 201 EMPLOYEES ENROLLED IN THE WELLNESS INITIATIVE FURTHER, A REGISTERED NURSE EVALUATES EACH INDEPENDENT LIVING RESIDENT USING A STANDARDIZED ASSESSMENT TOOL (CHA) AS PART OF PARTICIPATION IN COLLAGE (CONSORTIUM OF CCRCS) APPROXIMATELY 30 RESIDENTS ARE ASSESSED EACH MONTH IN ADDITION TO CREATING AN INDIVIDUAL WELLNESS PLAN, DATA FROM THE ASSESSMENT IS USED IN AGGREGATE FORM ON BOTH THE COMMUNITY AND NATIONAL LEVEL FOR RESEARCH ON AGING PHYSICAL, OCCUPATIONAL AND SPEECH THERAPY SERVICES ARE AVAILABLE UNDER CONTRACT WITH SUNDANCE REHAB AVERAGE VISITS PER WEEK ARE AS FOLLOWS PHYSICAL THERAPY - 125, OCCUPATIONAL THERAPY - 60, SPEECH THERAPY - 30 ACTIVITIES ARE ARRANGED BY BOTH STAFF AND RESIDENTS OFFERINGS EACH MONTH ARE DESIGNED TO MEET THE FULL RANGE OF NEEDS AND INTERESTS SOCIAL, INTELLECTUAL, SPIRITUAL, PHYSICAL AND EMOTIONAL IN THE FAIRWAYS (ASSISTED LIVING), STAFF DESIGN AN ACTIVITIES CALENDAR WITH GROUP AND INDIVIDUAL OPPORTUNITIES RESIDENTS ARE ENCOURAGED TO CONTINUE INTERESTS AND HOBBIES DEVELOPED OVER A LIFETIME DESIGNATED STAFF PROVIDE ACTIVITIES IN THE GREEN, A MEMORY SUPPORT ENVIRONMENT WITHIN THE FAIRWAYS TWO SEPARATE PROGRAMS ARE PROVIDED IN THE HEALTH CENTER (SKILLED NURSING) APPROXIMATELY 15-20 RESIDENTS WITH SEVERE MEMORY IMPAIRMENT ARE SERVED DAILY IN A SPECIFIC PROGRAM FOR THIS POPULATION WHILE 15-20 RESIDENTS PARTICIPATE DAILY IN THE PROGRAM DESIGNED FOR THOSE WHOSE COGNITION IS INTACT DINING SERVICES PROVIDE MEALS DAILY IN ALL LEVELS OF LIVING APPROXIMATELY 7,000 MEALS PER MONTH ARE SERVED IN THE HEALTH CENTER, 6,000 IN THE FAIRWAYS, AND 12,400 IN THE INDEPENDENT LIVING DINING VENUES EACH YEAR, AN AVERAGE OF 35 INDEPENDENT LIVING UNITS ARE TURNED OVER THE PHYSICAL PLANT DEPARTMENT REFURBISHES EACH UNIT TO NEW OR LIKE-NEW CONDITION IN ADDITION, THIS DEPARTMENT COMPLETED 13,274 WORK ORDERS FOR INDEPENDENT LIVING RESIDENTS, 1,904 IN THE HEALTH CENTER AND 1,996 IN THE FAIRWAYS EXCLUSIVE OF SPECIAL PROJECTS OR TRASH PICKUP THE ENVIRONMENTAL SERVICES DEPARTMENT, IN ADDITION TO CLEANING ALL COMMON AREAS AND DAILY SERVICE TO ALL HEALTH CENTER AND ASSISTED LIVING RESIDENTS, PROVIDES SERVICE TO APPROXIMATELY 175 INDEPENDENT LIVING RESIDENTS PER MONTH APPROXIMATELY 1,200 PIECES OF LINEN ARE WASHED, DRIED AND IRONED DAILY FOR THE DINING ROOMS IN ADDITION TO LINENS PROVIDED IN THE HEALTH CENTER AND THE FAIRWAYS THE ORGANIZATION IS ACTIVELY INVOLVED IN THE COMMUNITY THROUGH PARTICIPATION IN VARIOUS COMMUNITY OUTREACH, EDUCATIONAL, CHARITABLE AND VOLUNTEER PROGRAMS SPONSORED ON CAMPUS OR THROUGHOUT THE COMMUNITY AT LARGE CHARITABLE DONATIONS AND COMMUNITY BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2010 WERE \$669,694 IN BENEVOLENT CARE, \$146,344 IN CHARITABLE DONATIONS, AND \$5,020 IN DONATED VOLUNTEER SERVICES

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 \$ 24,524,647

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> 	1	Yes
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)? 	2	Yes
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>	3	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>	4	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>	5	
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i> 	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i> 	7	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> 	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> 	9	Yes
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> 	10	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> 	11a	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> 	11b	Yes
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> 	11c	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> 	11d	No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	11e	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> 	11f	Yes
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> 	12a	Yes
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> 	12b	No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	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>	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? <i>If "Yes," complete Schedule F, Parts II and IV.</i>	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S? <i>If "Yes," complete Schedule F, Parts III and IV.</i>	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions).</i>	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>	18	No
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>	19	No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>	20a	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).	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34		No
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 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>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance					
Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/>					
			Yes	No	
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	87		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c			
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements filed for the calendar year ending with or within the year covered by this return.	2a	491		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		Yes	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).					
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a			No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			No
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7 Organizations that may receive deductible contributions under section 170(c).					
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9 Sponsoring organizations maintaining donor advised funds.					
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10 Section 501(c)(7) organizations. Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b			
11 Section 501(c)(12) organizations. Enter					
a	Gross income from members or shareholders.	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.					
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b			
c	Enter the amount of reserves on hand.	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	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	1a13		
b	Enter the number of voting members included in line 1a, above, who are independent	1b13		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Does the organization have members or stockholders?	6		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure	
17	List the States with which a copy of this Form 990 is required to be filedNC
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. GARY LEVINE 100 CAROLINA MEADOWS CHAPEL HILL, NC 275178505 (919) 370-7128

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) THOMAS M MILLER CHAIR	3.00	X						0	0	0
(2) AMY GORELY VICE CHAIR	3.00	X						0	0	0
(3) WAYNE J JONES TREASURER	2.50	X						0	0	0
(4) DAVID M KLEIN MD SECRETARY	2.50	X						0	0	0
(5) MURRAY E BOVARNICK ASSISTANT SECRETARY	2.00	X						0	0	0
(6) NICHOLAS P ROBINSON PAST CHAIR	2.00	X						0	0	0
(7) WILLIAM AYCOCK BOARD MEMBER	2.00	X						0	0	0
(8) J ALAN BUTLER BOARD MEMBER	2.00	X						0	0	0
(9) SUSAN COPPOLA BOARD MEMBER	2.50	X						0	0	0
(10) RAYMOND H DAWSON BOARD MEMBER	2.50	X						0	0	0
(11) ROSEMARY A HUTCHINSON BOARD MEMBER	2.50	X						0	0	0
(12) VIVIENNE JACOBSON BOARD MEMBER	2.50	X						0	0	0
(13) ROBIN MCDUFFIE BOARD MEMBER	2.00	X						0	0	0
(14) STEVEN MICHALAK BOARD MEMBER	2.00	X						0	0	0
(15) STEPHEN PIKE BOARD MEMBER	2.50	X						0	0	0
(16) RICHARD J RICHARDSON BOARD MEMBER	2.00	X						0	0	0

Part VII

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

(A) Name and Title	(B) Average hours per week (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) MARK W YUSKO BOARD MEMBER	2 00	X						0	0	0
(18) SALLIE COMEY EX OFFICER	2 00	X						0	0	0
(19) HOLLY JEAN COWARD EX OFFICER	2 00	X						0	0	0
(20) JW DELANTY EX OFFICER	2 00	X						0	0	0
(21) RUSS GLATZ LEADERSHIP COUNCIL	50	X						0	0	0
(22) AXALLA J HOOLE MD LEADERSHIP COUNCIL	50	X						0	0	0
(23) JOAN C PHARR LEADERSHIP COUNCIL	50	X						0	0	0
(24) KEVIN A MCLEOD PRESIDENT/CEO	40 00			X				238,859	0	18,717
(25) ROBERTA GRAY COO	40 00			X				145,413	0	22,378
(26) SUSAN CUTCHIN CFO	40 00			X				129,997	0	12,700
(27) MARILYN MADDEN HEALTH AND WELLNESS DIRECTOR	40 00					X		111,398	0	11,040
(28) MARK MAXWELL VICE PRESIDENT DINING SERVICES	40 00					X		105,163	0	11,309
(29) JOSEPH ZANNINI VICE PRESIDENT OF FACILITIES	40 00					X		102,659	0	6,555
1b Sub-Total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								833,489	0	82,699

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▶6

		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
WEAVER COOKE CONSTRUCTION LLC 8401 KEY BOULEVARD GREENSBORO, NC 27420	CONSTRUCTION CONTRACTOR	739,835
THE STEELE GROUP ARCHITECTS 939 BURKE STREET WINSTONSALEM, NC 27101	ARCHITECTURAL	531,064
THE WINDOW MAN 946 BRANTLEYTOW ROAD ZEBULON, NC 27597	WINDOW REPAIR AND REPLACEMENT	293,848
UNDERNEATH CONSTRUCTION LLC 225 DOUGLAS HOLLY SPRINGS, NC 27540	CONCRETE CONTRACTOR	251,479
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 ▶4		

Part VIII

Statement of Revenue

			(A)	(B)	(C)	(D)			
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514			
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a						
	b	Membership dues	1b						
	c	Fundraising events	1c						
	d	Related organizations	1d						
	e	Government grants (contributions)	1e						
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	27,461					
	g	Noncash contributions included in lines 1a-1f \$							
	h	Total. Add lines 1a-1f		27,461					
	Program Service Revenue	2a	INDEPENDENT LIVING REV	623000	15,189,174	15,189,174			
b		HEALTH CARE CENTER REV	623000	7,228,540	7,228,540				
c		ASSISTED LIVING REV	623000	4,397,738	4,397,738				
d		REFURBISHING	623000	786,611	786,611				
e		REMARKETING	623000	508,032	508,032				
f		All other program service revenue		767,438	767,438				
g		Total. Add lines 2a-2f		28,877,533					
Other Revenue		3	Investment income (including dividends, interest and other similar amounts)		387,496			387,496	
		4	Income from investment of tax-exempt bond proceeds						
	5	Royalties							
	6a	Gross Rents	(i) Real	(ii) Personal				15,720	
		b	Less rental expenses						
		c	Rental income or (loss)	15,720					
		d	Net rental income or (loss)						
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				-57,633	
		b	Less cost or other basis and sales expenses						
		c	Gain or (loss)	-57,633					
		d	Net gain or (loss)						
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a						
		b	Less direct expenses	b					
		c	Net income or (loss) from fundraising events						
	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	COPIER REVENUE	623000	1,721				1,721		
	b								
	c								
	d	All other revenue		24,955			24,955		
	e	Total. Add lines 11a-11d		26,676					
12 Total revenue. See Instructions				29,277,253	28,877,533	0	372,259		

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	120,898	120,898		
2	Grants and other assistance to individuals in the U S See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	568,064	40,693	527,371	
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	11,396,704	10,138,855	1,257,849	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	381,436	303,764	77,672	
9	Other employee benefits	1,692,798	1,547,000	145,798	
10	Payroll taxes	929,630	804,985	124,645	
a	Fees for services (non-employees) Management				
b	Legal	37,233	28,486	8,747	
c	Accounting	42,100		42,100	
d	Lobbying				
e	Professional fundraising services See Part IV, line 17				
f	Investment management fees	144,420		144,420	
g	Other	1,319,529	1,247,869	71,660	
12	Advertising and promotion	205,426	50,457	154,969	
13	Office expenses	794,998	730,262	64,736	
14	Information technology	53,634		53,634	
15	Royalties				
16	Occupancy	1,759,435	1,226,598	532,837	
17	Travel	70,815	58,812	12,003	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	35,865	35,865		
20	Interest	796,995	796,995		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	3,460,233	3,460,233		
23	Insurance				
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	FOOD COSTS	1,356,438	1,356,438		
b	SHARED APPRECIATION	1,278,997		1,278,997	
c	UPGRADES & MODIFICATION	912,293	912,293		
d	REPAIRS & MAINTENANCE	875,542	875,542		
e	BENEVOLENT CARE	669,694	669,694		
f	All other expenses	121,161	118,908	2,253	
25	Total functional expenses. Add lines 1 through 24f	29,024,338	24,524,647	4,499,691	0
26	Joint costs. Check here <input checked="" 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			82,898	1	102,577
	2	Savings and temporary cash investments			1,588,886	2	418,001
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			1,258,739	4	1,411,535
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees <i>Complete Part II of Schedule L</i>				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) <i>Schedule L</i>				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use			119,706	8	120,331
	9	Prepaid expenses and deferred charges			441,660	9	43,862
	10a	Land, buildings, and equipment <i>cost or other basis Complete Part VI of Schedule D</i>	10a	101,661,693			
	b	Less accumulated depreciation	10b	45,534,976	55,053,591	10c	56,126,717
	11	Investments—publicly traded securities				11	
	12	Investments—other securities <i>See Part IV, line 11</i>			26,009,288	12	28,447,915
	13	Investments—program-related <i>See Part IV, line 11</i>				13	
	14	Intangible assets				14	
	15	Other assets <i>See Part IV, line 11</i>			400,288	15	267,263
	16	Total assets. Add lines 1 through 15 (must equal line 34)			84,955,056	16	86,938,201
Liabilities	17	Accounts payable and accrued expenses			1,891,448	17	2,024,385
	18	Grants payable				18	
	19	Deferred revenue			47,726,759	19	46,785,740
	20	Tax-exempt bond liabilities			18,300,000	20	17,810,000
	21	Escrow or custodial account liability <i>Complete Part IV of Schedule D</i>			2,785,421	21	2,456,713
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons <i>Complete Part II of Schedule L</i>				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities <i>Complete Part X of Schedule D</i>			2,999,255	25	4,265,001
	26	Total liabilities. Add lines 17 through 25			73,702,883	26	73,341,839
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			11,252,173	27	13,596,362
	28	Temporarily restricted net assets				28	
	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			11,252,173	33	13,596,362
	34	Total liabilities and net assets/fund balances			84,955,056	34	86,938,201

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	29,277,253
2	Total expenses (must equal Part IX, column (A), line 25)	2	29,024,338
3	Revenue less expenses Subtract line 2 from line 1	3	252,915
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	11,252,173
5	Other changes in net assets or fund balances (explain in Schedule O)	5	2,091,274
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	13,596,362

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?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input checked="" 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)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization CAROLINA MEADOWS INC	Employer identification number 56-1380014
--	--

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 IIISupport 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.")	205,938	26,807	28,211	352,931	27,461	641,348
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	22,240,587	25,585,691	27,698,830	27,673,539	28,877,533	132,076,180
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	22,446,525	25,612,498	27,727,041	28,026,470	28,904,994	132,717,528
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)						132,717,528

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	22,446,525	25,612,498	27,727,041	28,026,470	28,904,994	132,717,528
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	719,464	845,255	628,249	320,705	387,496	2,901,169
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	719,464	845,255	628,249	320,705	387,496	2,901,169
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)	1,664,517	4,938	6,722	8,832	25,610	1,710,619
13 Total support (Add lines 9, 10c, 11 and 12)	24,830,506	26,462,691	28,362,012	28,356,007	29,318,100	137,329,316
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section501(c)(3) organization, check this box and stop here 						

Section C. Computation of Public Support Percentage			
15 Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15	96 640 %	
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	95 530 %	

Section D. Computation of Investment Income Percentage			
17	Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17	2 110 %
18	Investment income percentage from 2009 Schedule A, Part III, line 17	18	2 520 %
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

SCHEDULE D
(Form 990)

Supplemental Financial Statements

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

OMB No 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization CAROLINA MEADOWS INC	Employer identification number 56-1380014
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Part I

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div>YesNo</div>	
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? <div>YesNo</div>	

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) <div><div><input type="checkbox"/> Preservation of land for public use (e g , recreation or pleasure)</div><div><input type="checkbox"/> Preservation of an historically importantly land area</div><div><input type="checkbox"/> Protection of natural habitat</div><div><input type="checkbox"/> Preservation of a certified historic structure</div><div><input type="checkbox"/> Preservation of open space</div></div>											
2	Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year											
		<table><tr><td></td><td>Held at the End of the Year</td></tr><tr><td>2a</td><td></td></tr><tr><td>2b</td><td></td></tr><tr><td>2c</td><td></td></tr><tr><td>2d</td><td></td></tr></table>		Held at the End of the Year	2a		2b		2c		2d	
	Held at the End of the Year											
2a												
2b												
2c												
2d												
a	Total number of conservation easements											
b	Total acreage restricted by conservation easements											
c	Number of conservation easements on a certified historic structure included in (a)											
d	Number of conservation easements included in (c) acquired after 8/17/06											
3	Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶_____											
4	Number of states where property subject to conservation easement is located ▶_____											
5	Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? <div>YesNo</div>											
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)? <div>YesNo</div>											
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

	Amount
1c	2,785,421
1d	384,792
1e	713,500
1f	2,456,713

2a

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

☒ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance				
b	Contributions				
c	Investment earnings or losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

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

(i)

unrelated organizations

(ii)

related organizations

3a(i)

☐ Yes

☐ No

3a(ii)

☐ Yes

☐ No

b

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

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.

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,451,123		1,451,123
b Buildings		81,734,443	33,818,236	47,916,207
c Leasehold improvements				
d Equipment		10,082,626	7,659,261	2,423,365
e Other		8,393,501	4,057,479	4,336,022
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				56,126,717

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	29,277,253
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	29,024,338
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	252,915
4	Net unrealized gains (losses) on investments	4	2,383,254
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-291,980
9	Total adjustments (net) Add lines 4 - 8	9	2,091,274
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	2,344,189

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	31,368,527
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	2,383,254
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-291,980
e	Add lines 2a through 2d	2e	2,091,274
3	Subtract line 2e from line 1	3	29,277,253
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	29,277,253

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	29,024,338
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	0
3	Subtract line 2e from line 1	3	29,024,338
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	29,024,338

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
	PART IV, LINE 2B	RESIDENT FUNDS HELD IN AGENCY ACCOUNTS REPRESENT ADVANCE FEE REFUNDS FROM THE TRANSFER OF UNIT RIGHTS FOR INDIVIDUALS WHO ARE PERMANENT HEALTH CENTER RESIDENTS. THEY ALSO REPRESENT FUNDS WITHHELD FROM RESIDENTS DETERMINED TO BE A FINANCIAL RISK AND RESIDENTS WISHING TO ESTABLISH AGENCY ACCOUNTS IN LIEU OF LONG-TERM CARE INSURANCE. CAROLINA MEADOWS HAS DEPOSITED THESE FUNDS ON THE RESIDENTS' BEHALF IN CERTIFICATES OF DEPOSIT WITH A FINANCIAL INSTITUTION. CAROLINA MEADOWS ACTS AS CUSTODIAN FOR THE AGENCY ACCOUNTS, WHICH ARE LEGALLY OWNED BY THE RESIDENTS. AT DECEMBER 31, 2010 AND 2009, AGENCY FUNDS DUE RESIDENTS WERE \$2,456,713 AND \$2,785,421, RESPECTIVELY.
PART XI, LINE 8 - OTHER ADJUSTMENTS		CHANGE IN FAIR VALUE INTEREST RATE SWAP -276,402 CHANGE IN VALUE OF GIFT ANNUITIES -15,578
PART XII, LINE 2D - OTHER ADJUSTMENTS		CHANGE IN VALUE OF GIFT ANNUITIES -15,578 CHANGE IN FAIR VALUE INTEREST RATE SWAP -276,402

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Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

DLN: 93493130020261

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization
CAROLINA MEADOWS INC

Employer identification number
56-1380014

Part I

General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

Yes

No

2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) CHATHAM CARES COMMUNITY PHARMACY 127 EAST RALEIGH ROAD SILER CITY, NC 27344	41-2170926	501(C)(3)	15,000				TO PAY A PORTION OF THE PHARMACY TECHNICIAN SALARY AND A PORTION OF THE ADMINISTRATIVE COST OF RENT
(2) FUEL UP AT PERRY HARRISON SCHOOL 270 BINGHAM RIDGE DRIVE PITTSBORO, NC 27312	26-2873876	501(C)(3)	10,000				PURCHASE FOOD FOR WEEKEND MEALS FOR ELIGIBLE STUDENTS
(3) CHATHAM CO COUNCIL ON AGING PO BOX 715 PITTSBORO, NC 27312	56-1084260	501(C)(3)	12,000				TO PROVIDE APPROXIMATELY HALF THE FUNDING TO RENOVATE THE WESTERN CHATHAM SENIOR CENTER HVAC SYSTEM AND ATTIC
(4) CHATHAM OUTREACH ALLIANCE (CORA) PO BOX 1326 PITTSBORO, NC 27312	56-1668767	501(C)(3)	15,000				FUND PURCHASE OF EMERGENCY FOOD FOR CHATHAM COUNTY RESIDENTS FACING CRISIS
(5) FAMILY VIOLENCE & RAPE CRISIS SERVICES PO BOX 1105 PITTSBORO, NC 27312	56-1345420	501(C)(3)	8,000				SUPPORT THE INFRASTRUCTURE OF FV RC TO CONTINUE ITS CRITICAL SERVICES TO END VIOLENCE
(6) ST JULIA CATHOLIC CHURCH 210 HAROLD HART ROAD SILER CITY, NC 27344	56-1791634	501(C)(3)	20,000				SUPPORT THE BROWN BAG MINISTRY (PROVIDES STAPLE GROCERIES TO FAMILIES IN NEED)
(7) WEST CHATHAM FOOD PANTRY 126 VILLAGE LAKE ROAD SILER CITY, NC 27344	51-0634273	501(C)(3)	20,000				TO PROVIDE WEEKEND FOOD FOR BACKPACKS FOR AS MANY HUNGRY CHILDREN AS POSSIBLE
(8) EL FUTURO 106-B SOUTH CHATHAM AVENUE SILER CITY, NC 27344	80-0122334	501(C)(3)	5,000				TO SUPPORT THE PUENTES PROGRAM TO PROVIDE MENTAL HEALTHCARE FOR SPANISH SPEAKING STUDENTS AT CHATHAM MIDDLE SCHOOL IN SILER CITY
(9) CHATHAM COUNTY 12 EAST STREET PITTSBORO, NC 27312		501(C)(3)	10,000				TO PAY FOR PORTION OF THE NEW COUNTY PARK

2

Enter total number of section 501(c)(3) and government organizations

9

3

Enter total number of other organizations

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

Cat No 50055P

Schedule I (Form 990) 2010

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

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
OTHER INFORMATION	PART IV	PROCEDURES FOR MONITORING GRANTS IN THE US PART I, LINE 2 GRANTEES MUST HAVE 501(C)(3) STATUS AND MUST BE LOCATED IN AND/OR SERVE RESIDENTS IN CHATHAM COUNTY, NC THE FOLLOWING CRITERIA ARE USED DURING THE GRANT EVALUATION PROCESS PROJECT DESCRIPTION (1) IS THE PROPOSED PROJECT OR PROGRAM CLEARLY DESCRIBED? (2) MISSION SUPPORT - IS THERE CLEAR EVIDENCE THAT THE PROJECT SUPPORTS THE MISSION OF THE AGENCY? (3) NEED - DOES THE PROPOSAL CLEARLY DOCUMENT/EXPLAIN THE NEED FOR THE PROJECT/PROGRAM IN CHATHAM COUNTY? (4) IMPACT - ARE THE PROPOSED OUTCOMES CLEAR, REALISTIC AND MEASURABLE? (5) BUDGET - IS THE BUDGET SUFFICIENTLY DETAILED, REALISTIC AND APPROPRIATE GIVEN THE DESIRED GOALS/IMPACT? (6) EFFECT - IS THERE EVIDENCE THAT A GRANT FROM CAROLINA MEADOWS WILL SIGNIFICANTLY INCREASE THE IMPACT OF THE PROPOSED PROJECT? (7) COLLABORATIVE EFFORT - IS THE PROPOSED PROJECT A COLLABORATIVE EFFORT INVOLVING MULTIPLE AGENCIES? (8) GRANTEES ARE REQUIRED TO SUBMIT INTERIM AND FINAL REPORTS TO CAROLINA MEADOWS

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.

Name of the organization
CAROLINA MEADOWS INC

Employer identification number

56-1380014

Part I

Questions Regarding Compensation

	Yes	No
<div>1a</div> <div>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</div> <div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div>		
<div>1b</div> <div>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</div>		
<div>2</div> <div>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?</div>		
<div>3</div> <div>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</div> <div><div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div></div><div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div>		
<div>4</div> <div>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</div>		
<div>a</div> <div>Receive a severance payment or change-of-control payment from the organization or a related organization?</div>		No
<div>b</div> <div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div>		No
<div>c</div> <div>Participate in, or receive payment from, an equity-based compensation arrangement?</div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>		No
<div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div>		
<div>5</div> <div>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</div>		
<div>a</div> <div>The organization?</div>		No
<div>b</div> <div>Any related organization?</div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>		No
<div>6</div> <div>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</div>		
<div>a</div> <div>The organization?</div>		No
<div>b</div> <div>Any related organization?</div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>		No
<div>7</div> <div>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</div>		No
<div>8</div> <div>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</div>		No
<div>9</div> <div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</div>		

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) KEVIN A MCLEOD	(i)	219,774	0	19,085	11,135	7,582	257,576	0
	(ii)	0	0	0	0	0	0	0
(2) ROBERTA GRAY	(i)	138,643	0	6,770	7,333	15,045	167,791	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
------------	------------------	-------------

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
CAROLINA MEADOWS INC

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public
Inspection

Employer identification number
56-1380014

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 NC MEDICAL CARE COMMISSION	52-1309402	NONEAVAIL	12-22-2010	17,810,000	TO REFUND THE 2004 BONDS		X		X		X

Part II Proceeds									
		A		B		C		D	
1	Amount of bonds retired								
2	Amount of bonds legally defeased								
3	Total proceeds of issue	17,810,000							
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrow								
7	Issuance costs from proceeds								
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds								
11	Other spent proceeds								
12	Other unspent proceeds								
13	Year of substantial completion	2006							
		Yes	No						
14	Were the bonds issued as part of a current refunding issue?	X		Yes	No	Yes	No	Yes	No
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 IIIPrivate 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 <div></div>								
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 <div></div>								
6	Total of lines 4 and 5								
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IVArbitrage

		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?		X						
e	Was a hedge terminated?		X						
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 VSupplemental Information

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

Identifier	Return Reference	Explanation

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

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Name of the organization CAROLINA MEADOWS INC	Employer identification number 56-1380014
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Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11		FORM 990 IS FIRST REVIEWED IN DETAIL BY THE MEMBERS OF THE BOARD FINANCE COMMITTEE AT ITS QUARTERLY MEETING IN APRIL THE ENTIRE BOARD THEN REVIEWS FORM 990 AT ITS QUARTERLY MEETING HELD THE FIRST THURSDAY IN MAY PRIOR TO THE RETURN BEING FILED ON MAY 15TH

Additional Data

Software ID:

Software Version:

EIN: 56-1380014

Name: CAROLINA MEADOWS INC

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
THOMAS M MILLER CHAIR	3 00	X						0	0	0
AMY GORELY VICE CHAIR	3 00	X						0	0	0
WAYNE J JONES TREASURER	2 50	X						0	0	0
DAVID M KLEIN MD SECRETARY	2 50	X						0	0	0
MURRAY E BOVARNICK ASSISTANT SECRETARY	2 00	X						0	0	0
NICHOLAS P ROBINSON PAST CHAIR	2 00	X						0	0	0
WILLIAM AYCOCK BOARD MEMBER	2 00	X						0	0	0
J ALAN BUTLER BOARD MEMBER	2 00	X						0	0	0
SUSAN COPPOLA BOARD MEMBER	2 50	X						0	0	0
RAYMOND H DAWSON BOARD MEMBER	2 50	X						0	0	0
ROSEMARY A HUTCHINSON BOARD MEMBER	2 50	X						0	0	0
VIVIENNE JACOBSON BOARD MEMBER	2 50	X						0	0	0
ROBIN MCDUFFIE BOARD MEMBER	2 00	X						0	0	0
STEVEN MICHALAK BOARD MEMBER	2 00	X						0	0	0
STEPHEN PIKE BOARD MEMBER	2 50	X						0	0	0
RICHARD J RICHARDSON BOARD MEMBER	2 00	X						0	0	0
MARK WYUSKO BOARD MEMBER	2 00	X						0	0	0
SALLIE COMEY EX OFFICER	2 00	X						0	0	0
HOLLY JEAN COWARD EX OFFICER	2 00	X						0	0	0
JW DELANTY EX OFFICER	2 00	X						0	0	0
RUSS GLATZ LEADERSHIP COUNCIL	50	X						0	0	0
AXALLA J HOOLE MD LEADERSHIP COUNCIL	50	X						0	0	0
JOAN C PHARR LEADERSHIP COUNCIL	50	X						0	0	0
KEVIN A MCLEOD PRESIDENT/CEO	40 00			X				238,859	0	18,717
ROBERTA GRAY COO	40 00			X				145,413	0	22,378

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
SUSAN CUTCHIN CFO	40 00			X				129,997	0	12,700
MARILYN MADDEN HEALTH AND WELLNESS DIRECTOR	40 00					X		111,398	0	11,040
MARK MAXWELL VICE PRESIDENT DINING SERVICES	40 00					X		105,163	0	11,309
JOSEPH ZANNINI VICE PRESIDENT OF FACILITIES	40 00					X		102,659	0	6,555

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	THE GOVERNANCE COMMITTEE ANNUALLY REVIEWS THE CONFLICT-OF-INTEREST POLICY TO MAKE SURE THAT ALL BOARD MEMBERS ARE IN COMPLIANCE THE FORM IS SENT TO EACH MEMBER FOR SIGNATURE IN APRIL AND REVIEWED BY THE GOVERNANCE COMMITTEE AT ITS MEETING FOLLOWING THE BOARD'S ANNUAL MEETING IN MAY

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	IN DETERMINING THE CEO'S COMPENSATION, SALARY SURVEY DATA IS COMPILED BY THE HUMAN RESOURCE DIRECTOR FOR USE BY THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS. QUESTIONNAIRES RELATING TO THE CEO'S PERFORMANCE ARE ALSO COMPLETED BY SENIOR STAFF AND BOARD MEMBERS. USING THE SURVEY DATA AND QUESTIONNAIRES AS BENCHMARKS, THE EXECUTIVE COMMITTEE SETS THE CEO'S COMPENSATION BASED ON PERFORMANCE AND WITHIN SALARY RANGES. IN DETERMINING THE COMPENSATION OF OTHER OFFICERS AND KEY EMPLOYEES, SALARY SURVEY DATA IS COMPILED BY THE HUMAN RESOURCE DIRECTOR FOR USE BY THE CEO. USING THE SURVEY DATA AS A BENCHMARK, THE CEO SETS COMPENSATION BASED ON PERFORMANCE AND WITHIN SALARY RANGES. THE PROPOSED SALARIES ARE SUBMITTED TO THE BOARD OF DIRECTORS FOR REVIEW AND APPROVAL.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS, INCLUDING BY-LAWS AND CONFLICT OF INTEREST STATEMENTS, ARE PLACED IN THE CAROLINA MEADOWS RESIDENT'S LIBRARY QUARTERLY AND ANNUAL FINANCIAL STATEMENTS ARE INCLUDED IN THE BOARD OF DIRECTORS MINUTES AND ALSO PLACED IN THE LIBRARY ARTICLES OF INCORPORATION ARE AVAILABLE ON THE WEBSITE OF THE NC SECRETARY OF STATE ANNUAL DISCLOSURE STATEMENT IS AVAILABLE ON-LINE THROUGH THE NC DEPARTMENT OF INSURANCE (NCDOI.COM), AND INCLUDES IN APPENDICES COPIES OF THE DOI CCRC LICENSE, DHSR NURSING FACILITY LICENSE, ANNUAL AUDITED FINANCIAL STATEMENTS, 5-YEAR FINANCIAL PROJECTIONS, CONFLICT OF INTEREST POLICY, CCRC CONTRACT, AND OTHER CORPORATE INFORMATION ALL GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED GAINS ON INVESTMENTS 2,383,254 CHANGE IN FAIR VALUE INTEREST RATE SWAP -276,402 CHANGE IN VALUE OF GIFT ANNUITIES -15,578 TOTAL TO FORM 990, PART XI, LINE 5 2,091,274

Identifier	Return Reference	Explanation
	FORM 990, PART XII, LINE 2C	THIS PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR