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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 02-01-2010 and ending 01-31-2011

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 Covenant Retirement Communities Inc		D Employer identification number 36-3478388
	Doing Business As		E Telephone number (773) 878-2294
	Number and street (or P O box if mail is not delivered to street address) 5700 Old Orchard Rd	Room/suite	G Gross receipts \$ 32,731,291
	City or town, state or country, and ZIP + 4 Skokie, IL 60077		
F Name and address of principal officer Elizabeth Buikema c/o CRC 5700 Old Orchard Rd Skokie, IL 60077		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 ▶ 2650	
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.covenantretirement.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 1980
			M State of legal domicile IL

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities Care for senior adults		
	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)	3	19
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	111
	6 Total number of volunteers (estimate if necessary)	6	20
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	450,226
b Net unrelated business taxable income from Form 990-T, line 34	7b	-220,253	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	2,726,511	2,379
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	20,096,703	21,719,257
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	22,981,567	9,165,695
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,653,846	1,813,970
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	47,458,627	32,701,301
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	26,250
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	7,709,255	8,173,441
	b Total fundraising expenses (Part IX, column (D), line 25) ▶1,480,641	0	0
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	16,730,661	17,705,632
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	24,439,916	25,905,323
19 Revenue less expenses Subtract line 18 from line 12	23,018,711	6,795,978	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	130,296,468	140,802,070
	22 Net assets or fund balances Subtract line 21 from line 20	95,743,919	99,074,796
		34,552,549	41,727,274

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	2011-12-13 Date
	Elizabeth Buikema VP of Finance/CFO Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no ▶

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

As a ministry of the Evangelical Covenant Church, Covenant Retirement Communities celebrates God's gift of life in Christian community. We follow the Great Commandment to love and serve God and one another as taught by Jesus Christ (SEE SCHEDULE O)

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses \$ 19,264,673 including grants of \$ 26,250) (Revenue \$ 19,609,394)

The number of persons residing at the continuing care retirement communities, operated by Covenant Retirement Communities, Inc (CRC), who benefited from the services we provided for the year ended January 31, 2011 were as follows Residential & Catered Living There were a total of 3,392 residents, occupying 2,605 apartments at 01/31/2011. Residency for the fiscal year totaled 1,268,311 resident days Assisted Living There were a total of 605 assisted living residents at 01/31/2011. Assisted living residency for the fiscal year totaled 226,350 patient days Skilled Nursing There were a total of 795 skilled care patients at 01/31/2011. Skilled care residency for the fiscal year totaled 292,901 patient days

4b (Code) (Expenses \$ 1,632,315 including grants of \$) (Revenue \$ 3,316,045)

Estates of Windsor Park The number of persons who benefited from the services we provided for the year ended January 31, 2011 were as follows There were a total of 92 residents, occupying 60 apartments at 01/31/2011. Residency for the fiscal year totaled 34,305 resident days

4c (Code) (Expenses \$ 453,710 including grants of \$) (Revenue \$ 566,610)

Geneva Place The number of persons who benefited from the services we provided for the year ended January 31, 2011 were as follows There were a total of 31 residents, occupying 26 apartments at 01/31/2011. Residency for the fiscal year totaled 9,269 resident days

4d Other program services (Describe in Schedule O) **See also Additional Data for Description**

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

4e Total program service expenses \$ 21,350,698

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)?	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>	Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>		No
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>	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>	Yes	
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>	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>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>	Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i>	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV.</i>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? <i>If "Yes," complete Schedule F, Parts II and IV.</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S? <i>If "Yes," complete Schedule F, Parts III and IV.</i>		No
17 Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions).</i>		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>		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>		No
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Part IV Checklist of Required Schedules *(continued)*

21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> <input checked="" type="checkbox"/>	21	Yes	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> <input checked="" type="checkbox"/>	22		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> <input checked="" type="checkbox"/>	23	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> <input checked="" type="checkbox"/>	25a		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> <input checked="" type="checkbox"/>	25b		No
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> <input checked="" type="checkbox"/>	26		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> <input checked="" type="checkbox"/>	27		No
28 Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> <input checked="" type="checkbox"/>	28a		No
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> <input checked="" type="checkbox"/>	28b	Yes	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> <input checked="" type="checkbox"/>	28c		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> <input checked="" type="checkbox"/>	33	Yes	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> <input checked="" type="checkbox"/>	34	Yes	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35	Yes	
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input checked="" type="checkbox"/>	36	Yes	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> <input checked="" type="checkbox"/>	37		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, and Yes/No response. Rows include questions 1a-1c, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	1a 19		
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b 15		
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?		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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Does the organization have members or stockholders?	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	Yes	
b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		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?		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?		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	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	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	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	Yes	
13	Does the organization have a written whistleblower policy?	Yes	
14	Does the organization have a written document retention and destruction policy?	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	Yes	
b	Other officers or key employees of the organization	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
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?		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed <input checked="" type="checkbox"/> IL
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 type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization <input checked="" type="checkbox"/> Elizabeth Burkema C/O CRC 5700 Old Orchard Rd Skokie, IL 60077 (773) 878-2294

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			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							2,425,637	1,258,352	831,213	

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 **25**

	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>	Yes	
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
Moving Station LLC 100 N LaSalle St Suite 300 Chicago, IL 60602	Home Purchase Program	746,130
Arch Consultants Ltd 250 Parkway Drive Suite 166 Lincolnshire, IL 60069	Consultant	467,395
Deloitte & Touche LLP PO Box 7247-6446 Philadelphia, PA 191706446	Audit	411,755
Erickson Papanek Peterson Rose 1625 Shemer Road Northbrook, IL 60062	Legal Consultants	139,819
Health Dimensions Consulting Inc 400 Baker Road Suite 100 Minneapolis, MN 55343	Consultant	124,581

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 **7**

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	2,379				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		2,379			
	Program Service Revenue	2a Management Fees	Business Code 561000	14,525,709	14,525,709	
b Entrance Fee		623000	2,665,102	2,665,102		
c Routine Services		623000	2,502,864	2,502,864		
d Development Services		541900	2,023,934	1,573,708	450,226	
e Ancillary Service		623000	1,648	1,648		
f All other program service revenue						
g Total. Add lines 2a-2f			21,719,257			
Other Revenue		3 Investment income (including dividends, interest and other similar amounts)		3,257,886		3,257,886
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6a Gross Rents	(i) Real	71,168			
		(ii) Personal				
		b Less rental expenses	29,990			
		c Rental income or (loss)	41,178			
	d Net rental income or (loss)		41,178		41,178	
	7a Gross amount from sales of assets other than inventory	(i) Securities	5,906,408	1,401		
		(ii) Other				
b Less cost or other basis and sales expenses						
c Gain or (loss)		5,906,408	1,401			
d Net gain or (loss)		5,907,809		5,907,809		
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					
11a Support Services	Miscellaneous Revenue	Business Code 623000	25,753	25,753		
	b _____					
	c _____					
	d All other revenue		1,747,039	1,747,039		
	e Total. Add lines 11a-11d		1,772,792			
12 Total revenue. See Instructions		32,701,301	23,041,823	450,226	9,206,873	

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	26,250	26,250		
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	1,516,013	1,516,013		
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	5,091,078	4,718,416	248,885	123,777
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	152,825	133,431	9,794	9,600
9	Other employee benefits	1,038,643	988,503	26,786	23,354
10	Payroll taxes	374,882	346,644	18,597	9,641
a	Fees for services (non-employees)				
	Management	87,057	53,540	33,517	
b	Legal	197,502	179,204	18,298	
c	Accounting	178,705	174,130	4,575	
d	Lobbying				
e	Professional fundraising services See Part IV, line 17				
f	Investment management fees	478,255	478,255		
g	Other	2,652,131	2,268,857	368,803	14,471
12	Advertising and promotion	245,575	96,853	148,316	406
13	Office expenses	337,633	301,962	21,681	13,990
14	Information technology	2,804,847	2,804,847		
15	Royalties				
16	Occupancy	467,296	461,181	6,115	
17	Travel	841,405	805,639	928	34,838
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	50,553	49,098	741	714
20	Interest	1,762,260	964,389	778,735	19,136
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	2,728,681	2,006,236	459,701	262,744
23	Insurance	199,399	199,399		
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	Related Party Payments	1,939,664	832,947	139,252	967,465
b	Admin & General	771,735	687,882	83,853	
c	Taxes	559,335	79,441	479,894	
d	Resident Care Services	326,925	326,925		
e	Maintenance	301,623	85,676	215,947	
f	All other expenses	775,051	764,980	9,566	505
25	Total functional expenses. Add lines 1 through 24f	25,905,323	21,350,698	3,073,984	1,480,641
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	365,022	1	755,823
	2 Savings and temporary cash investments	15,078,021	2	6,910,142
	3 Pledges and grants receivable, net	64,512	3	13,253
	4 Accounts receivable, net	1,111,215	4	1,695,163
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L		6	
	7 Notes and loans receivable, net	7,500	7	7,467
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	2,627,335	9	2,482,069
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	59,028,309		
	b Less accumulated depreciation	15,515,544	44,904,140	10c 43,512,765
	11 Investments—publicly traded securities	22,832,740	11	34,517,045
	12 Investments—other securities. See Part IV, line 11	7,956,364	12	13,896,966
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	35,349,619	15	37,011,377
16 Total assets. Add lines 1 through 15 (must equal line 34)	130,296,468	16	140,802,070	
Liabilities	17 Accounts payable and accrued expenses	7,131,331	17	9,302,328
	18 Grants payable		18	
	19 Deferred revenue	12,424,700	19	11,271,325
	20 Tax-exempt bond liabilities	17,976,766	20	17,631,461
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	13,470	21	14,420
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	58,197,652	25	60,855,262
	26 Total liabilities. Add lines 17 through 25	95,743,919	26	99,074,796
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	30,399,709	27	37,195,688
	28 Temporarily restricted net assets	674,435	28	626,822
	29 Permanently restricted net assets	3,478,405	29	3,904,764
	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	34,552,549	33	41,727,274	
34 Total liabilities and net assets/fund balances	130,296,468	34	140,802,070	

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	32,701,301
2	Total expenses (must equal Part IX, column (A), line 25)	2	25,905,323
3	Revenue less expenses Subtract line 2 from line 1	3	6,795,978
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	34,552,549
5	Other changes in net assets or fund balances (explain in Schedule O)	5	378,746
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	41,727,274

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 type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2010

Open to Public Inspection

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization
Covenant Retirement Communities Inc

Employer identification number

36-3478388

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)		No
11g(ii)		No
11g(iii)		No

(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	
See Additional Data Table									
Total									970,988

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 ▶		<input type="checkbox"/>

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 ▶		<input type="checkbox"/>
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 ▶		<input type="checkbox"/>
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 ▶		<input type="checkbox"/>
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 ▶		<input type="checkbox"/>
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 ▶		<input type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) 	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
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						
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						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

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						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here 						

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization 		
b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization 		
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions 		

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

Facts And Circumstances Test

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Additional Data

Software ID:
Software Version:
EIN: 36-3478388
Name: Covenant Retirement Communities 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			
Curtis B Anderson Director	1 00	X					0	0	0	
Rev Richard B Berry Director	1 00	X					0	0	0	
Wendell Danielson Director	1 00	X					0	0	0	
Rev Harvey Drake Director	1 00	X					0	0	0	
James Elving Director	1 00	X					0	0	0	
Marc E Espinosa Director	1 00	X					0	0	0	
Lorene G Flewellen Director	1 00	X					0	0	0	
Beverly A Freeman Director	1 00	X					0	0	0	
Rhoda Friesen Director	1 00	X					0	0	0	
Donald Holt Director	1 00	X					0	0	0	
Mary Miller Director	1 00	X					0	0	0	
Cletus J Moll Director	1 00	X					0	0	0	
Joyce Peterson Director	1 00	X					0	0	0	
Norton Richards Director	1 00	X					0	0	0	
Walter Schiller Director	1 00	X					0	0	0	
Jean A Stebinger Director	1 00	X					0	0	0	
John C Swanson Director	1 00	X					0	0	0	
Anne Vining Director	1 00	X					0	0	0	
David A Dwight Ex-Officio	1 00	X					0	571,606	115,344	
Rick K Fisk Ex-Officio/President	40 00	X		X			0	538,086	87,445	
Robert K Johnston Ex-Officio	1 00	X					0	0	0	
Gary Walter Ex-Officio	1 00	X					0	148,660	113,514	
Steven P Anderson Senior VP/Asst Secretary	40 00			X			192,411	0	58,709	
Elizabeth B Burkema Senior VP/CFO/Treasurer	40 00			X			269,952	0	47,324	
Moraine M Byrne Senior VP/Asst Secretary	40 00			X			212,629	0	38,590	

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			
Terri S Cunliffe EVP of Oper/Asst Sec	40 00			X				215,784	0	45,700
John R Harriff Senior VP/Asst Secretary	40 00			X				197,364	0	44,229
David G Erickson VP/Asst Secretary	40 00			X				201,342	0	28,760
Kathleen Jenkins Dir Admin Srvcs/Asst Secretary	40 00			X				115,714	0	49,654
Sneha Patel Chief Information Officer	40 00					X		160,615	0	29,748
Thomas V Pluta Nat Dir Of Fin Planning	40 00					X		155,479	0	24,073
Rebecca N Townsend Vice President	40 00					X		238,587	0	69,092
Robert J Wall Dir - IT Infrastructure	40 00					X		146,291	0	25,486
Jeff Lundeen Cov Sol - President	40 00					X		213,698	0	40,106
Oliver Walker Senior VP/Asst Secretary	40 00						X	105,771	0	13,439

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services

(Code) (Expenses \$ including grants of \$) (Revenue \$)
The organization was involved in various community benefits projects which include the following - Staff members volunteered a total of 76 hours of their time to various places/activities in the community (equivalent to \$12,800)- Monetary Donations to a various organizations/events such North Park University Golf for Kids and Axelson Center Symposium, American Association of Homes and Services for the Aging (AAHSA), United Methodist Home, Evangelical Covenant Church and Swedish Covenant Hospital (total of \$29,350)

Additional Data

Software ID:

Software Version:

EIN: 36-3478388

Name: Covenant Retirement Communities Inc

Form 990, Schedule A, Part I, Line 11h - Provide the following information about the organizations the organization supports.

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) Colonial Acres Home Inc	418041150	9	Yes		Yes		Yes		350000
(B) Bethany Covenant Home	410706103	9	Yes		Yes		Yes		0
(C) Covenant Village of Florida	521115870	9	Yes		Yes		Yes		300000
(D) Covenant Home Illinois	362643638	9	Yes		Yes		Yes		0
(E) Covenant Healthcare Centers Inc	521115873	9	Yes		Yes		Yes		0
(F) The Holmstad	362835154	9	Yes		Yes		Yes		0
(G) Covenant Home of Chicago	363095932	9	Yes		Yes		Yes		0
(H) Covenant Home Inc Connecticut	131740015	9	Yes		Yes		Yes		300000
(I) Covenant Retirement Communities West	953472345	9	Yes		Yes		Yes		20988
(J) Covenant Village of Colorado	841084331	9	Yes		Yes		Yes		0
(K) Windsor Park Manor	363385581	9	Yes		Yes		Yes		0
(L) Covenant Retirement Communities of the Great Lakes Conference	383244636	9	Yes		Yes		Yes		0
(M) Covenant Home Services	260744025	9	Yes		Yes		Yes		0
(N) Covenant Retirement Services	272480652	11	Yes		Yes		Yes		0

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

2010

Open to Public Inspection

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

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

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

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

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

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35a (Proxy Tax), then

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

Table with 2 columns: Name of the organization (Covenant Retirement Communities Inc) and Employer identification number (36-3478388)

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

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

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955
2 Enter the amount of any excise tax incurred by organization managers under section 4955
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?
4a Was a correction made?
b If "Yes," describe in Part IV

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities
3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b
4 Did the filing organization file Form 1120-POL for this year?
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b Total lobbying expenditures to influence a legislative body (direct lobbying)														
c Total lobbying expenditures (add lines 1a and 1b)														
d Other exempt purpose expenditures														
e Total exempt purpose expenditures (add lines 1c and 1d)														
f Lobbying nontaxable amount Enter the amount from the following table in both columns														
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%; text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000													
Over \$17,000,000	\$1,000,000													
g Grassroots nontaxable amount (enter 25% of line 1f)														
h Subtract line 1g from line 1a If zero or less, enter -0-														
i Subtract line 1f from line 1c If zero or less, enter -0-														
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?		No	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c Media advertisements?		No	
d Mailings to members, legislators, or the public?		No	
e Publications, or published or broadcast statements?		No	
f Grants to other organizations for lobbying purposes?	Yes		15,000
g Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i Other activities? If "Yes," describe in Part IV		No	
j Total lines 1c through 1i			15,000
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

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

Identifier	Return Reference	Explanation
Part IV, Supplemental Information		Part II-B Line 1(f) Grants to Other Organization for Lobbying Purposes Covenant Retirement Communities made a \$15,000 contribution to AAHSA Legal Fund which was used to help a member from Montana, Mission Ridge, contest an IRS allegation that the organization's bond issue violates arbitrage yield restrictions. This is a case which AAHSA (American Association of Homes and Services for the Aging) believes could have significant, negative implications for the ways CCRCs are financed.

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2010

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization Covenant Retirement Communities Inc

Employer identification number 36-3478388

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

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

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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

- a Total number of conservation easements
b Total acreage restricted by conservation easements
c Number of conservation easements on a certified historic structure included in (a)
d Number of conservation easements included in (c) acquired after 8/17/06

Table with 2 columns: Held at the End of the Year. Rows 2a, 2b, 2c, 2d.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

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

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

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

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

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

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

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

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	3,478,405	2,752,445	3,527,337		
b Contributions					
c Investment earnings or losses	446,318	752,986	-729,844		
d Grants or scholarships	-19,959	-27,026	45,048		
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	3,904,764	3,478,405	2,752,445		

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

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

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

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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		11,306,187		11,306,187
b Buildings		33,507,712	4,394,357	29,113,355
c Leasehold improvements				
d Equipment		13,058,526	11,096,412	1,962,114
e Other		1,155,884	24,775	1,131,109
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				43,512,765

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	32,701,301
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	25,905,323
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	6,795,978
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	378,746
9	Total adjustments (net) Add lines 4 - 8	9	378,746
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	7,174,724

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

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

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

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

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
	Part IV, Line 2b	Part IV, line 2b Resident Entrance Fee Account Prospective residents pay an application fee deposit which is carried in an escrow account At move in, the deposit is applied against the total entrance fee amount and the remainder of the money is collected and put in this account At the end of the month the resident has moved in, all money is transferred out of the escrow account
Description of Intended Use of Endowment Funds	Part V, Line 4	The Brandel Endowment Fund is used for resident care at one of the CRC campuses
Description of Uncertain Tax Positions Under FIN 48	Part X	A FIN 48 footnote was not included in the consolidated audited financial statements of Covenant Retirement Communities, Inc A FIN 48 analysis was completed for Covenant Retirement Communities, Inc and it did not have a material impact on the financial position or results of operations
Part XI, Line 8 - Other Adjustments		Change in Temporarily Restricted Net Assets not included on Income Stmtnt -47,613 Change in Permanently Restricted Net Assets not included on Income Stmtnt 426,359

Schedule I (Form 990)

OMB No 1545-0047

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

2010

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

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization Covenant Retirement Communities Inc

Employer identification number 36-3478388

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance...
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation, (g) Description of non-cash assistance, (h) Purpose of grant or assistance. Contains 3 rows of data.

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

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
Procedure for Monitoring Grants in the U S	Part I, Line 2	Schedule I, Part I, Line 2 Grants and donation requests and proposals are brought to Covenant Retirement Communities'(CRC) management The management then brings requests and proposals deemed appropriate to the CRC Board for approval, if significant A check goes out after the appropriate level of approval is received

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2010

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization

Covenant Retirement Communities Inc

Employer identification number

36-3478388

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input checked="" type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax idemnification and gross-up payments</td> <td><input checked="" type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax idemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax idemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)									
<p>b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain</p>	Yes									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p>	Yes									
<p>3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input checked="" type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract									
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization</p>										
<p>a Receive a severance payment or change-of-control payment from the organization or a related organization?</p>	Yes									
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	Yes									
<p>c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</p>		No								
<p>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</p>										
<p>5 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</p>										
<p>a The organization?</p>		No								
<p>b Any related organization? If "Yes," to line 5a or 5b, describe in Part III</p>		No								
<p>6 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</p>										
<p>a The organization?</p>		No								
<p>b Any related organization? If "Yes," to line 6a or 6b, describe in Part III</p>		No								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	Yes									
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III</p>		No								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</p>										

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) David A Dwight	(i)	0	0	0	0	0	0	0
	(ii)	510,979	0	60,627	85,776	29,568	686,950	0
(2) Rick K Fisk	(i)	0	0	0	0	0	0	0
	(ii)	370,403	130,023	37,660	71,690	24,115	633,891	9,534
(3) Gary Walter	(i)	0	0	0	0	0	0	0
	(ii)	148,660	0	0	27,082	86,432	262,174	0
(4) Steven P Anderson	(i)	145,268	30,547	16,596	41,797	22,581	256,789	10,259
	(ii)	0	0	0	0	0	0	0
(5) Elizabeth B Buikema	(i)	198,408	39,225	32,319	24,656	24,621	319,229	10,513
	(ii)	0	0	0	0	0	0	0
(6) Moraine M Byrne	(i)	155,268	35,675	21,686	24,929	15,826	253,384	8,244
	(ii)	0	0	0	0	0	0	0
(7) Terri S Cunliffe	(i)	151,562	31,369	32,853	37,247	10,719	263,750	0
	(ii)	0	0	0	0	0	0	0
(8) John R Harriff	(i)	125,169	34,080	38,115	30,819	18,998	247,181	0
	(ii)	0	0	0	0	0	0	0
(9) David G Erickson	(i)	142,537	32,865	25,940	9,874	23,996	235,212	0
	(ii)	0	0	0	0	0	0	0
(10) Kathleen Jenkins	(i)	71,285	7,500	36,929	33,794	17,549	167,057	4,408
	(ii)	0	0	0	0	0	0	0
(11) Sneha Patel	(i)	123,654	5,000	31,961	13,242	18,198	192,055	0
	(ii)	0	0	0	0	0	0	0
(12) Thomas V Pluta	(i)	120,197	7,500	27,782	17,636	10,914	184,029	0
	(ii)	0	0	0	0	0	0	0
(13) Rebecca N Townsend	(i)	175,920	37,045	25,622	47,436	24,956	310,979	11,990
	(ii)	0	0	0	0	0	0	0
(14) Robert J Wall	(i)	107,668	0	38,623	19,174	8,435	173,900	2,676
	(ii)	0	0	0	0	0	0	0
(15) Jeff Lundeen	(i)	163,193	24,500	26,005	22,527	20,924	257,149	0
	(ii)	0	0	0	0	0	0	0
(16) Oliver Walker	(i)	17,037	0	88,734	0	14,397	120,168	4,374
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	Part I, Line 1a	Part I, Line 1a The following are available benefits and are treated as taxable compensation - Travel for companion paid for one (1) senior-level employee - Health club dues paid for nine (9) senior-level employees
	Part I, Lines 4a-b	Part I, Line 4a Oliver Walker, former Senior Vice President of Covenant Retirement Communities, Inc (CRC) until January 2010, received \$75,288.35 severance payment from CRC. Part I, Line 4b Executive Benefit Plan Covenant Ministries of Benevolence (CMB) provides certain supplemental retirement benefits to its officers and key employees. These benefits are provided through a nonqualified deferred compensation plan, under which a portion of the benefits being earned are subject to a "substantial risk of forfeiture." The supplemental retirement benefits are structured to provide a retention incentive that has been determined by the Compensation Committee of CMB's Board to be of substantial value to the organization. The Committee approves all retirement benefits, together with all other forms of compensation and benefits for these and other executives, in a manner intended to qualify for the rebuttable presumption of reasonableness under the intermediate sanctions rules of federal income tax law. The following listed individuals participated in the Executive Benefit Plan: David Dwight - \$47,991.81; Rick Fisk - \$34,207.02; Elizabeth Buikema - \$11,583.58; Steven P. Anderson - \$13,334.46; John R. Harriff - \$13,818.86; Terri Cunliffe - \$9,889.30; David Erickson - \$12,754.58; Oliver Walker - \$857.40; Kathleen Jenkins - \$7,046.80; Moraine Byrne - \$9,796.00; Rebecca Neth Townsend - \$12,733.40; Jeff Lundeen - \$11,573.33; Sneha Patel - \$8,153.00; Thomas Pluta - \$10,806.33; Robert Wall - \$8,905.50; Oliver Walker - \$857.40. Pension Restoration Plan: As certain individuals' pension benefits may be limited by tax code maximums on both eligible compensation and benefits, Covenant Ministries of Benevolence (CMB) provides a Pension Restoration Plan which entitles the individuals listed below to a pension benefit based on total cash compensation: David A. Dwight - \$8,596; Rick K. Fisk - \$9,273.
	Part I, Line 7	Part I, Line 7 The following applies to certain individuals listed on Part VII whose compensation is paid from related organizations. The Executive Compensation Committee (the "Committee") follows a prescribed method for calculating bonuses. The calculation is based on measurable targets determined at the beginning of the year. The Committee has the ability to adjust the dollar value of the calculated awards by up to 10%. The adjustment can be an upward or downward adjustment based on various performance factors. Refer to additional information on the Committee included in Schedule O.
Supplemental Information	Part III	Part II, Column B (i) Base compensation for certain individuals may include payments from deferred compensation plans. Part II, Column B (ii) Bonus and incentive compensation - Certain key persons employed by CRC are eligible for incentive compensation as determined by the CRC Board Compensation Committee. Incentives paid in 2010 relate to the achievement of targets for the fiscal year ended 1/31/2010. Part II, Column C Deferred compensation includes an estimate of the contribution made to an employer sponsored defined benefit pension plan. Part II, Column D Nontaxable benefits include health insurance premiums paid by the employer and employee.

Software ID:
Software Version:
EIN: 36-3478388
Name: Covenant Retirement Communities Inc

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) 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 compensation				
David A Dwight	(i) 0 (ii) 510,979	0 0	0 60,627	0 85,776	0 29,568	0 686,950	0 0
Rick K Fisk	(i) 0 (ii) 370,403	0 130,023	0 37,660	0 71,690	0 24,115	0 633,891	0 9,534
Gary Walter	(i) 0 (ii) 148,660	0 0	0 0	0 27,082	0 86,432	0 262,174	0 0
Steven P Anderson	(i) 145,268 (ii) 0	30,547 0	16,596 0	41,797 0	22,581 0	256,789 0	10,259 0
Elizabeth B Buikema	(i) 198,408 (ii) 0	39,225 0	32,319 0	24,656 0	24,621 0	319,229 0	10,513 0
Moraine M Byrne	(i) 155,268 (ii) 0	35,675 0	21,686 0	24,929 0	15,826 0	253,384 0	8,244 0
Terri S Cunliffe	(i) 151,562 (ii) 0	31,369 0	32,853 0	37,247 0	10,719 0	263,750 0	0 0
John R Harriff	(i) 125,169 (ii) 0	34,080 0	38,115 0	30,819 0	18,998 0	247,181 0	0 0
David G Erickson	(i) 142,537 (ii) 0	32,865 0	25,940 0	9,874 0	23,996 0	235,212 0	0 0
Kathleen Jenkins	(i) 71,285 (ii) 0	7,500 0	36,929 0	33,794 0	17,549 0	167,057 0	4,408 0
Sneha Patel	(i) 123,654 (ii) 0	5,000 0	31,961 0	13,242 0	18,198 0	192,055 0	0 0
Thomas V Pluta	(i) 120,197 (ii) 0	7,500 0	27,782 0	17,636 0	10,914 0	184,029 0	0 0
Rebecca N Townsend	(i) 175,920 (ii) 0	37,045 0	25,622 0	47,436 0	24,956 0	310,979 0	11,990 0
Robert J Wall	(i) 107,668 (ii) 0	0 0	38,623 0	19,174 0	8,435 0	173,900 0	2,676 0
Jeff Lundeen	(i) 163,193 (ii) 0	24,500 0	26,005 0	22,527 0	20,924 0	257,149 0	0 0
Oliver Walker	(i) 17,037 (ii) 0	0 0	88,734 0	0 0	14,397 0	120,168 0	4,374 0

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2010

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

Department of the Treasury Internal Revenue Service

Name of the organization Covenant Retirement Communities Inc

Employer identification number 36-3478388

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

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

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

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

Part II Loans to and/or From Interested Persons.

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

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

Part III Grants or Assistance Benefitting Interested Persons.

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

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

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) Grant Erickson	See Part V	139,819	See Part V		No

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
Sch L Part IV (b) and (d)	Business Transactions Involving Interested Persons	b) Relationship Between Interested Person and Organization Familymember of David Erickson (Vice President & Assistant Secretary)d) Description of Transaction Partner in a law firm that provides legal counsel to the organization

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

2010

**Open to Public
Inspection**

**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.**

Department of the Treasury
Internal Revenue Service

Name of the organization
Covenant Retirement Communities Inc

Employer identification number

36-3478388

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 6		The members are the individual members of the Board of Benevolence

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 7a		The individual members of the Board of Benevolence elect the CRC Board of Directors

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 7b		S 2 4 of Bylaw s include reserved pow ers to the members such as appointment of president of Covenant Retirement Communities, Inc (CRC), changes to mission and strategic plan, approval of certain acquisitions, dispositions and financings, changes to articles and bylaw s

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 11		Management Review The draft Form 990 was reviewed by multiple levels of management including the President of CRC, the Vice President of Finance/CFO and the Vice President of Legal Affairs Board Review Prior to filing, key provisions of the Form were discussed with the Board of Directors at the Board meeting and the final Form 990 was provided to each Board member

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 12c	<p>Covenant Retirement Communities, Inc (CRC) has an Administrative Policy on conflict of interest, identifying the parameters of a conflict of interest and the requirement to disclose any such conflict of interest. Each January, the CRC policy is distributed to CRC board members and officers. They are asked to sign acknowledging receipt of the policy and to disclose if they have any conflict of interests. If someone is absent from the meeting or fails to return the acknowledgment, there is a follow-up with the individual until the signed acknowledgment is provided. In addition to the above, a separate and more comprehensive questionnaire is sent to the board members, officers, key employees and other interested persons. The completed questionnaires are reviewed by CRC's legal counsel to determine if any actual or potential conflicts exist. If a person becomes an interested person, he or she may be considered in determining whether a quorum is present. The interested person may make a short statement relating to the transaction or arrangement in question, but shall not be present during the discussion and shall not vote on the motion addressing the actual or potential conflict.</p>

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 15	<p>CRC's Board of Directors has duly appointed an Executive Compensation Committee (the "Committee"), which is responsible for the review and approval of all compensation and benefits provided to CRC's executive management. The Committee has adopted a written Executive Compensation Philosophy Statement and an Executive Compensation Committee Charter governing the work and review process of the Committee. The Committee follows the procedures described in the Philosophy Statement and the Charter when it reviews and approves the compensation and employee benefits provided to the CRC's senior management. The Committee's review analyzes every element of compensation, including current and deferred compensation, and benefits, including qualified and non-qualified benefits. The Committee conducts its review and approval process at least annually, and approves compensation and benefits only to the extent that the Committee has concluded that the compensation and benefits constitute no more than reasonable compensation for each executive. The Committee consists entirely of disinterested members of the Board, and the Committee works with an independent compensation consultant to prepare and review in advance comprehensive data showing the compensation provided by similarly situated organizations for functionally similar positions. The Committee also prepares a timely and thorough written record of its deliberations and conclusions. As a result, the Committee's review process is designed to satisfy the procedural criteria necessary to qualify for the rebuttable presumption of reasonableness under the federal income tax law intermediate sanctions rules.</p>

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section C, line 18	Form 990, Part VI, Section C, Line 18 A copy of the organization's Form 990 and Form 990-T are available upon request by contacting the CRC accounting department at 773-878-5744

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section C, line 19	Form 990, Part VI, Section C, Line 19 The governing documents, conflict of interest policy and financial statements are available upon request by contacting the CRC accounting department at 773-878-5744

Identifier	Return Reference	Explanation
Related Organizations	Form 990 - Part VII - Section A	Officers and Directors devote less than 1 hour per week to related organizations

Identifier	Return Reference	Explanation
Changes in Net Assets or Fund Balances	Form 990, Part XI, line 5	Change in Temporarily Restricted Net Assets not included on Income Stmtnt -47,613 Change in Permanently Restricted Net Assets not included on Income Stmtnt 426,359 Total to Form 990, Part XI, Line 5 378,746

Identifier	Return Reference	Explanation
Mission Statement	Form 990 - Part III - Line 1	<p>As a ministry of the Evangelical Covenant Church, Covenant Retirement Communities celebrates God's gift of life in Christian community. We follow the Great Commandment to love and serve God and one another as taught by Jesus Christ. That compels us to affirm the dignity of each person and to pursue excellence and financial integrity in all that we do. As we provide a broad range of resources, services and programs to enhance individual and community wellness, we collaborate with residents and families to achieve the best possible results. While seeking to foster independence, we respond to each individual's evolving needs in order to provide the security that assures peace of mind. CRC, Inc. is organized and operated for the benefit of, and to plan and support the charitable purposes of, several continuing care retirement communities, all nonprofit organizations, consisting of residential living, assisted living facilities, and skilled nursing homes, as well as other senior services organizations and services. In addition to the program service accomplishments of each organization, Covenant Retirement Communities, Inc., provided \$5,999,453 of free or discounted services to those residents unable to pay all or a portion of their charges, and who meet certain eligibility requirements.</p>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2010

Open to Public Inspection

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

Department of the Treasury
Internal Revenue Service

Name of the organization

Covenant Retirement Communities Inc

Employer identification number

36-3478388

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) Estates of Windsor Park 5700 Old Orchard Road Skokie, IL 60077 36-3478388	Residential Senior Services	IL	3,549,480	23,929,113	N/A
(2) Covenant Solutions Business and Development Support LLC 5700 Old Orchard Road Skokie, IL 60077 36-3478388	Building Development Services & Strategic Planning	IL	2,024,205	1,660,732	N/A
(3) CRC Holdings One LLC 5700 Old Orchard Road Skokie, IL 60077 36-3478388	Property Management	IL	1,456,382	11,340,203	N/A
(4) Covenant Holdings Two LLC 5700 Old Orchard Road Skokie, IL 60077 36-3478388	Rental Senior Housing	IL	566,610	6,737,548	N/A
(5) Covenant Land Company LLC 5700 Old Orchard Road Skokie, IL 60077 36-3478388	Property Management	IL	0	0	N/A

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) Evangelical Covenant Church 8303 West Higgins Road Chicago, IL 60631 36-2167730	Church	IL	501(c)(3)	Line 1	N/A		No
(2) Swedish Covenant Faculty Group (SCFG) 5145 North California Avenue Chicago, IL 60625 36-3686216	Patient Treatment/Education	IL	501(c)(3)	Line 11a, I	Swedish Covenant Hospital		No
(3) Swedish Covenant Hospital 5145 North California Avenue Chicago, IL 60625 36-2179813	Hospital	IL	501(c)(3)	Line 3	Covenant Ministries of Benevolence		No
(4) Swedish Covenant Hospital Foundation (SCHF) 5145 North California Avenue Chicago, IL 60625 20-5055155	Supporting Organization of SCH	IL	501(c)(3)	Line 7	Swedish Covenant Hospital		No
(5) SC Insurance Company 6970 E Chauncey Lane Suite 100 Phoenix, AZ 85054 27-3312053	Insurance	AZ	501(c)(3)	Line 11a, I	Swedish Covenant Hospital		No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) Cardiovascular Performance Group LLC 5145 N California Avenue Chicago, IL60625 20-3587272	Management Services	IL	N/A	N/A				No			No	
(2) Coast Asset Management LLC 2450 Colorado Ave Suite 100 E Tower Santa Monica, CA90404 95-4763400	Hedge Fund Investment	CA	N/A	N/A				No			No	
(3) Covenant Village of Portland LP 420 NE Mason St Portland, OR97211 36-4356838	Assisted Living Community	OR	N/A	N/A				No			No	
(4) LifeConnect LLC 5700 Old Orchard Road Skokie, IL60077 27-2827919	Wellness Software Development	IL	N/A	N/A				No			No	
(5) Management Services Organization LLC 5700 Old Orchard Road skokie, IL60077 27-2827998	Management & Consulting Services	IL	N/A	N/A				No			No	
(6) Swedish Covenant Surgery LLC 5215 N California Avenue Chicago, IL60625 27-2485300	Outpatient Medical Services	IL	N/A	N/A				No			No	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) Covenant International Insurance Company Ltd Crawford House 50 Cedar Avenue Hamilton BD	Insurance	BD	N/A		675,997	12,799,838	50 000 %
(2) Covenant Trust Company 5215 Old Orchard Road Suite 725 Skokie, IL60077 36-3583163	Financial Services	IL	N/A	C			
(3) Swedish Covenant Management Services Inc (SCMS) 5145 North California Avenue Chicago, IL60625 36-4073303	Physician Practice Management	IL	N/A	C			
(4) Swedish Covenant Managed Care Alliance (SCMCA) 2740 West Foster Avenue Suite 409 Chicago, IL60625 36-4118659	Physician - Hospital Organization	IL	N/A	C			

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

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

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)

- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)

- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees

- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses

- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

	Yes	No
1a		No
1b	Yes	
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k	Yes	
1l	Yes	
1m		No
1n		No
1o	Yes	
1p	Yes	
1q		No
1r	Yes	

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation
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Software ID:
Software Version:
EIN: 36-3478388
Name: Covenant Retirement Communities Inc

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(1) Bethany Covenant Village	O	610,201	
(2) Bethany Covenant Village	P	252,508	
(3) Covenant Village of Cromwell	P	1,304,229	
(4) Covenant Village of Cromwell	B	300,000	
(5) Covenant Healthcare Centers	P	3,576,399	
(6) Covenant Home of Chicago	P	394,715	
(7) Covenant Ministries of Benevolence	P	449,407	
(8) Covenant Ministries of Benevolence	L	1,934,580	
(9) Covenant Ministries of Benevolence	O	4,587,724	
(10) Covenant Ministries of Benevolence	R	267,014	
(11) Covenant Ministries of Benevolence	K	209,985	
(12) Covenant Retirement Communities West	P	7,706,910	
(13) Covenant Village of Colorado	O	2,230,872	
(14) Covenant Village of Colorado	P	159,086	
(15) Covenant Village of Florida	O	491,812	
(16) Covenant Village of Florida	P	349,809	
(17) Covenant Village of Florida	B	300,000	
(18) Covenant Village of Golden Valley	O	969,986	
(19) Covenant Village of Golden Valley	P	403,791	
(20) Covenant Village of Golden Valley	B	350,000	
(21) Covenant Village of Great Lakes	P	2,568,932	
(22) Covenant Village of Northbrook	O	1,650,033	
(23) Covenant Village of Northbrook	P	137,465	
(24) The Holmstad	O	3,066,613	
(25) The Holmstad	P	146,481	
(26) Windsor Park Manor	P	2,554,478	
(27) Covenant International Insurance Company	L	4,711,521	
(28) Covenant Retirement Services	P	1,036,044	
(29) Covenant Home Services	O	3,820,977	
(30) Covenant Home Services	P	515,766	

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(31) Covenant Housing Corporation	0	385,011	

TY 2010 Category 3 filer statement

Name: Covenant Retirement Communities Inc

EIN: 36-3478388

Amount Of Indebtedness	Type Of Indebtedness	Name	Address	Identifying Number	Number Of Shares
		Covenant Retirement Communities Inc	5700 Old Orchard Road Skokie, IL 60077		
		Covenant Ministries of Benevolence	5145 N California Ave Chicago, IL 60625		

TY 2010 Itemized Other Assets Schedule

Name: Covenant Retirement Communities Inc

EIN: 36-3478388

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
Covenant International Insurance Company		Accrued Interest	119,148	144,586
		Accounts Receivable/Prepaid Expenses	844,050	54,237
		Deferred Reinsurance Premiums	164,315	144,971
		Claims Escrow Account	14,000	10,500

TY 2010 Other Deductions Schedule

Name: Covenant Retirement Communities Inc

EIN: 36-3478388

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
Losses and Loss Expenses Incurred	1,495,288	1,495,288
General & Administrative Expense	232,424	232,424

TY 2010 Itemized Other Investments Schedule**Name:** Covenant Retirement Communities Inc**EIN:** 36-3478388

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
Covenant International Insurance Company		Equity Funds	2,361,978	2,771,394
		Fixed Income Funds	8,075,939	9,817,736
		Unquoted Investments	95,728	106,011

TY 2010 Itemized Other Liabilities Schedule

Name: Covenant Retirement Communities Inc

EIN: 36-3478388

Corporation Name	Corporation EIN	Other Liabilities Description	Beginning Amount	Ending Amount
Covenant International Insurance Company		Reserve for Losses/Loss Expense	4,877,261	4,958,408
		Unearned Premium	535,869	443,303

TY 2010 Other Income Statement**Name:** Covenant Retirement Communities Inc**EIN:** 36-3478388

Description	Foreign Amount	Amount
Interest and Dividend Income	475,562	475,562
Gain/Loss on Sale of Investments	72,748	72,748
Amortization	-68,371	-68,371
Investment Management Fees	-91,835	-91,835
Unrealized Investment Income	172,612	172,612