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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

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable

☒ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

AMERICAN EAGLE LIFECARE CORPORATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

Room/suite

3819 Hawk Crest Road

City or town, state or country, and ZIP + 4

Ann Arbor, MI 48103

F Name and address of principal officer

F SCOTT KELLMAN

3819 Hawk Crest Road

Ann Arbor, MI 48103

H(a) Is this a group return for affiliates?

☐ Yes ☒ No

H(b) Are all affiliates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶

D Employer identification number

01-0706736

E Telephone number

(615) 252-2305

G Gross receipts \$ 68,142,267

I Tax-exempt status

☒ 501(c)(3) ☐ 501(c) () ◀(insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶

N/A

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 2002

M State of legal domicile TN

Part I	Summary																								
Activities & Governance	<div><div>1</div><div>Briefly describe the organization's mission or most significant activities</div><div>THE ORGANIZATION OWNS AND OPERATES NURSING HOMES, SENIOR LIVING FACILITIES, ASSISTED LIVING FACILITIES AND RELATED FACILITIES, AND PROVIDES HEALTHCARE AND OTHER SERVICES TO THE ELDERLY AND INFIRM</div></div>																								
	<div><div>2</div><div>Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets</div></div>																								
	<table><tr><td>3</td><td>Number of voting members of the governing body (Part VI, line 1a)</td><td>5</td></tr><tr><td>4</td><td>Number of independent voting members of the governing body (Part VI, line 1b)</td><td>4</td></tr><tr><td>5</td><td>Total number of individuals employed in calendar year 2011 (Part V, line 2a)</td><td>1,567</td></tr><tr><td>6</td><td>Total number of volunteers (estimate if necessary)</td><td>225</td></tr><tr><td>7a</td><td>Total unrelated business revenue from Part VIII, column (C), line 12</td><td>6,903</td></tr><tr><td>7b</td><td>Net unrelated business taxable income from Form 990-T, line 34</td><td>4,903</td></tr></table>	3	Number of voting members of the governing body (Part VI, line 1a)	5	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	1,567	6	Total number of volunteers (estimate if necessary)	225	7a	Total unrelated business revenue from Part VIII, column (C), line 12	6,903	7b	Net unrelated business taxable income from Form 990-T, line 34	4,903						
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Revenue	<table><tr><th></th><th>Prior Year</th><th>Current Year</th></tr><tr><td>8</td><td>Contributions and grants (Part VIII, line 1h)</td><td>10,140</td></tr><tr><td>9</td><td>Program service revenue (Part VIII, line 2g)</td><td>56,585,641</td></tr><tr><td>10</td><td>Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td><td>8,092,384</td></tr><tr><td>11</td><td>Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td><td>190,318</td></tr><tr><td>12</td><td>Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td><td>64,874,467</td></tr></table>		Prior Year	Current Year	8	Contributions and grants (Part VIII, line 1h)	10,140	9	Program service revenue (Part VIII, line 2g)	56,585,641	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	8,092,384	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	190,318	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	64,874,467						
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Expenses	<table><tr><td>13</td><td>Grants and similar amounts paid (Part IX, column (A), lines 1–3)</td><td>40,554</td></tr><tr><td>14</td><td>Benefits paid to or for members (Part IX, column (A), line 4)</td><td>0</td></tr><tr><td>15</td><td>Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</td><td>29,110,229</td></tr><tr><td>16a</td><td>Professional fundraising fees (Part IX, column (A), line 11e)</td><td>0</td></tr><tr><td>b</td><td>Total fundraising expenses (Part IX, column (D), line 25) ▶⁰</td><td></td></tr><tr><td>17</td><td>Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</td><td>27,112,284</td></tr><tr><td>18</td><td>Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)</td><td>56,263,067</td></tr><tr><td>19</td><td>Revenue less expenses Subtract line 18 from line 12</td><td>8,611,400</td></tr></table>	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	40,554	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	29,110,229	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ ⁰		17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	27,112,284	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	56,263,067	19	Revenue less expenses Subtract line 18 from line 12	8,611,400
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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

F SCOTT KELLMAN PRESIDENT & CEO

2012-10-31

Date

Preparer's signature

Nicole Bencik

Date

Check if self-employed ☐

Preparer's taxpayer identification number (see instructions) P00756195

Firm's name (or yours if self-employed), address, and ZIP + 4

CROWE HORWATH LLP
70 West Madison Street
Suite 700
Chicago, IL 606024903

EIN ▶

Phone no ▶ (312) 899-7000

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2011)

Part IIIStatement 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

THE ORGANIZATION ACQUIRES, OWNS, MAINTAINS AND OPERATES NURSING HOMES, HOSPITALS, SENIOR LIVING FACILITIES AND/OR ASSISTED LIVING FACILITIES AND RELATED FACILITIES PROVIDING HEALTH CARE OR OTHER SERVICES TO THE ELDERLY AND INFIRM OR DISABLED AND/OR DISADVANTAGED PERSONS THROUGHOUT THE UNITED STATES (CONTINUED IN 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 organization’s program service accomplishments for each of its three largest program services, as measured 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 \$ 17,660,647 including grants of \$ 1,074) (Revenue \$ 19,449,701)
THE ORGANIZATION PROVIDES A VARIETY OF LONG-TERM NURSING SERVICES AT THREE LOCATIONS IN WISCONSIN SERVICES INCLUDE COMPREHENSIVE NURSING CARE, THERAPIES, DIETARY SERVICES, SOCIAL SERVICES, AND RESIDENT ACTIVITIES ALL OF THE FACILITIES ARE CERTIFIED FOR MEDICARE AND MEDICAID COLONIAL CENTER IS A 95 BED NURSING FACILITY LOCATED IN COLBY, WISCONSIN KARMENTA CENTER IS A 103 BED NURSING FACILITY IN MADISON, WISCONSIN BETHEL CENTER IS A 111 BED NURSING FACILITY LOCATED IN ARPIN, WISCONSIN THESE FACILITIES PROVIDE SERVICES WITHOUT CHARGE, OR AT AMOUNTS LESS THAN ESTABLISHED RATES, TO PATIENTS WHO MEET THE CRITERIA OF ITS CHARITY CARE OR UNINSURED POLICIES THE CRITERIA FOR CHARITY CARE TAKES INTO CONSIDERATION HEALTH & HUMAN SERVICES FEDERAL POVERTY GUIDELINES, FAMILY ASSETS, FAMILY SIZE, EMPLOYMENT STATUS, ORDINARY FAMILY EXPENSES, AND OTHER RELATED INFORMATION THE COST OF CHARITY CARE, BASED UPON THE FACILITIES' COST-TO-CHARGE RATIO, PROVIDED BY THESE FACILITIES WAS APPROXIMATELY \$40,931 IN 2011	

4b	(Code) (Expenses \$ 9,854,448 including grants of \$ 706) (Revenue \$ 11,121,679)
THE ORGANIZATION ALSO OPERATES A LICENSED NURSING HOME IN WEST ALLIS, WISCONSIN THE ALLIS CARE CENTER PROVIDES CARE TO ELDERLY RESIDENTS, INCLUDING NURSING CARE, ANCILLARY SERVICES, SOCIAL SERVICES, AND OTHER SERVICES AS REQUIRED THE FACILITY IS CERTIFIED FOR MEDICARE AND MEDICAID AND OPERATES WITH 152 BEDS THIS FACILITY PROVIDE SERVICES WITHOUT CHARGE, OR AT AMOUNTS LESS THAN ESTABLISHED RATES, TO PATIENTS WHO MEET THE CRITERIA OF ITS CHARITY CARE OR UNINSURED POLICIES THE CRITERIA FOR CHARITY CARE TAKES INTO CONSIDERATION HEALTH & HUMAN SERVICES FEDERAL POVERTY GUIDELINES, FAMILY ASSETS, FAMILY SIZE, EMPLOYMENT STATUS, ORDINARY FAMILY EXPENSES, AND OTHER RELATED INFORMATION THE COST OF CHARITY CARE, BASED UPON THE FACILITY'S COST-TO-CHARGE RATIO, PROVIDED BY THIS FACILITY WAS APPROXIMATELY \$15,631 IN 2011	

4c	(Code) (Expenses \$ 9,195,156 including grants of \$ 62) (Revenue \$ 9,578,641)
THE ORGANIZATION OPERATES A LICENSED NURSING HOME IN EAU CLAIRE, WISCONSIN THE FACILITY PROVIDES CARE TO ELDERLY RESIDENTS, INCLUDING NURSING CARE, ANCILLARY SERVICES, SOCIAL SERVICES, AND OTHER SERVICES AS REQUIRED THE FACILITY IS CERTIFIED FOR MEDICARE AND MEDICAID AND OPERATES WITH 161 BEDS THIS FACILITY PROVIDE SERVICES WITHOUT CHARGE, OR AT AMOUNTS LESS THAN ESTABLISHED RATES, TO PATIENTS WHO MEET THE CRITERIA OF ITS CHARITY CARE OR UNINSURED POLICIES THE CRITERIA FOR CHARITY CARE TAKES INTO CONSIDERATION HEALTH & HUMAN SERVICES FEDERAL POVERTY GUIDELINES, FAMILY ASSETS, FAMILY SIZE, EMPLOYMENT STATUS, ORDINARY FAMILY EXPENSES, AND OTHER RELATED INFORMATION THE COST OF CHARITY CARE, BASED UPON THE FACILITY'S COST-TO-CHARGE RATIO, PROVIDED BY THIS FACILITY WAS APPROXIMATELY \$58,459 IN 2011	

	(Code) (Expenses \$ 7,824,646 including grants of \$ 1,512) (Revenue \$ 8,957,013)
THE ORGANIZATION PROVIDES A VARIETY OF SERVICES TO THE ELDERLY AT THREE LOCATIONS IN INDIANA THE HOME PLACE OWNS AND OPERATES AN APARTMENT COMPLEX FOR THE ELDERLY AND IS LOCATED IN THE GREATER INDIANAPOLIS, INDIANA AREA THE HOME PLACE CONTAINS 60 INDEPENDENT LIVING UNITS SANDERS GLEN OPERATES AN ASSISTED LIVING FACILITY FOR THE ELDERLY AND IS LOCATED IN WESTFIELD, INDIANA SANDERS GLEN CONTAINS 143 LICENSED ASSISTED LIVING BEDS CONTAINED IN 111 UNITS MORNING BREEZE OPERATES A CONTINUING CARE RETIREMENT COMMUNITY (CCRC) IN GREENSBURG, INDIANA MORNING BREEZE CONTAINS 18 INDEPENDENT LIVING VILLA HOMES, 30 LICENSED ASSISTED LIVING BEDS CONTAINED IN 25 UNITS, AND A 48 BED HEALTHCARE CENTER THESE FACILITIES PROVIDE SERVICES WITHOUT CHARGE, OR AT AMOUNTS LESS THAN ESTABLISHED RATES, TO PATIENTS WHO MEET THE CRITERIA OF ITS CHARITY CARE OR UNINSURED POLICIES THE CRITERIA FOR CHARITY CARE TAKES INTO CONSIDERATION HEALTH & HUMAN SERVICES FEDERAL POVERTY GUIDELINES, FAMILY ASSETS, FAMILY SIZE, EMPLOYMENT STATUS, ORDINARY FAMILY EXPENSES, AND OTHER RELATED INFORMATION THE COST OF CHARITY CARE, BASED UPON THE FACILITIES' COST-TO-CHARGE RATIO, PROVIDED BY THESE FACILITIES WAS APPROXIMATELY \$22,834 IN 2011	





	(Code) (Expenses \$ 5,810,674 including grants of \$ 0) (Revenue \$ 7,153,685)
THE ORGANIZATION OPERATES A LICENSED NURSING HOME IN WHITEHOUSE, TEXAS THE OAKBROOK NURSING FACILITY (OAKBROOK) PROVIDES CARE TO ELDERLY RESIDENTS, INCLUDING NURSING CARE, ANCILLARY SERVICES, SOCIAL SERVICES, AND OTHER SERVICES AS REQUIRED OAKBROOK OPERATES A 120 BED NURSING HOME	

	(Code) (Expenses \$ 37,200 including grants of \$ 37,200) (Revenue \$ 333,866)
THE AMERICAN EAGLE PARENT COMPANY OWNS AND PROVIDES THIRD PARTY MANAGEMENT AND ADMINISTRATIVE SERVICES TO ITS FACILITY COMPANIES, WHICH ARE DISREGARDED ENTITIES OF THE PARENT COMPANY	

4d	Other program services (Describe in Schedule O)
	(Expenses \$ 13,672,520 including grants of \$ 38,712) (Revenue \$ 16,444,564)
4e	Total program service expenses \$ 50,382,771

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	No
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9 Yes	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	No
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI. 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	11e	No
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)? If "Yes," complete Schedule D, Part X. 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III and IV	16	No
17 Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	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>	34		No
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b	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>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance						
Check if Schedule O contains a response to any question in this Part V <input checked="" type="checkbox"/>						
		Yes	No			
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. .	1a	98			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes			
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	1,567			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a				No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b				
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4a				No
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a				No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b				No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c				
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a				No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b				
7	Organizations that may receive deductible contributions under section 170(c).					
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a				No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b				
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c				No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e				No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f				No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g				
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h				
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8				
9	Sponsoring organizations maintaining donor advised funds.					
a	Did the organization make any taxable distributions under section 4966?	9a				
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b				
10	Section 501(c)(7) organizations. Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b				
11	Section 501(c)(12) organizations. Enter					
a	Gross income from members or shareholders.	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b				
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a				
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b				
13	Section 501(c)(29) qualified nonprofit health insurance issuers.					
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13a				
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b				
c	Enter the aggregate amount of reserves on hand.	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a				No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b				

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1a	5		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	4
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	Yes
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies

(This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	Yes
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	Yes
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	Yes
b	Other officers or key employees of the organization	15b	No
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	Yes

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed
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 made 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 made 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. F Scott Kellman 3819 Hawk Crest Road Ann Arbor, MI 48103 (734) 222-5264

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

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

Form **990** (2011)

Part VII

1b	Sub-Total	▼			
c	Total from continuation sheets to Part VII, Section A	▼			
d	Total (add lines 1b and 1c)	▼	1,060,479	0	16,430

2 Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 2

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A)	(B)	(C)
Name and business address	Description of services	Compensation
MEDICAL REHABILITATION CENTERS LLC 1050 CHINOE RD SUITE 350 LEXINGTON, KY 40502	MANAGEMENT SERVICES	4,858,609
GENESIS REHABILITATION SERVICES PO BOX 7247-6524 PHILADELPHIA, PA 19170	THERAPY SERVICES	2,010,505
GREENFIELD REHABILITATION AGENCY INC 7517 W COLDSRING ROAD GREENFIELD, WI 53220	THERAPY SERVICES	854,265
FUNCTIONAL PATHWAYS PO BOX 102426 ATLANTA, GA 303682426	THERAPY SERVICES	791,003
SELECT REHABILITATION INC PO BOX 809056 CHICAGO, IL 60680	THERAPY SERVICES	773,221

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►12

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	6,124			
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f			6,124		
Program Service Revenue	2a	PATIENT SERVICE REVENUES	Business Code 623000	56,585,641	56,585,641		
	b						
	c						
	d						
	e						
	f	All other program service revenue		0	0	0	0
	g	Total. Add lines 2a–2f			56,585,641		
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		60,184		6,903
4		Income from investment of tax-exempt bond proceeds . .		0			
5		Royalties		0			
6a		Gross rents	(i) Real (ii) Personal				
b		Less rental expenses					
c		Rental income or (loss)	0 0				
d		Net rental income or (loss)			0		
7a		Gross amount from sales of assets other than inventory	(i) Securities (ii) Other 11,300,000				
b		Less cost or other basis and sales expenses	3,267,800				
c		Gain or (loss)	0 8,032,200				
d		Net gain or (loss)			8,032,200		8,032,200
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b		Less direct expenses	b				
c		Net income or (loss) from fundraising events . .			0		
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities . .			0		
10a		Gross sales of inventory, less returns and allowances	a				
b		Less cost of goods sold . . .	b				
c		Net income or (loss) from sales of inventory . .			0		
		Miscellaneous Revenue	Business Code				
11a		BEAUTY/BARBER SHOP	812900	15,246			15,246
b	MEALS/VENDING	900099	22,986			22,986	
c	AIDES IN TRAINING/TRAINING REIMBURSEMENT	611710	8,944	8,944			
d	All other revenue		143,142	0	0	143,142	
e	Total. Add lines 11a–11d			190,318			
12	Total revenue. See Instructions			64,874,467	56,594,585	6,903	8,266,855

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

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 United States See Part IV, line 21	40,554	40,554		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	970,445		970,445	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	7,500		7,500	
7	Other salaries and wages	23,899,921	23,805,618	94,303	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	18,146	18,146		
9	Other employee benefits	1,944,604	1,936,152	8,452	
10	Payroll taxes	2,269,613	2,235,005	34,608	
11	Fees for services (non-employees)				
a	Management	2,639,280	2,485,257	154,023	
b	Legal	255,171		255,171	
c	Accounting	190,288		190,288	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	8,319,234	6,740,721	1,578,513	
12	Advertising and promotion	312,046		312,046	
13	Office expenses	3,637,405	2,052,007	1,585,398	
14	Information technology	88,514	88,514		
15	Royalties	0			
16	Occupancy	3,249,517	3,249,517		
17	Travel	213,055	123,777	89,278	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	60,211	58,741	1,470	
20	Interest	2,174,663	2,017,879	156,784	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	2,085,499	1,790,109	295,390	
23	Insurance	599,249	582,219	17,030	
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	REVENUE ASSESSMENT FEES	1,389,322	1,389,322		
b	MEDICAL/DIRECT CARE SUPPLIES	1,515,105	1,515,105		
c	INDIGENT CARE/BAD DEBT	198,601	198,601		
d	EMPLOYEE RECRUITMENT	78,142	2,032	76,110	
e					
f	All other expenses	106,982	53,495	53,487	0
25	Total functional expenses. Add lines 1 through 24f	56,263,067	50,382,771	5,880,296	0
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	0			

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			7,900	1	7,900
	2	Savings and temporary cash investments			7,368,872	2	15,236,307
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			4,785,460	4	4,318,715
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			474,113	9	669,404
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a	40,383,461	34,552,357		31,101,694
	b	Less: accumulated depreciation	10b	9,281,767		10c	
	11	Investments—publicly traded securities				11	
	12	Investments—other securities. See Part IV, line 11			0	12	0
	13	Investments—program-related. See Part IV, line 11			1,526,798	13	1,610,664
	14	Intangible assets			579,994	14	579,994
	15	Other assets. See Part IV, line 11			3,435,653	15	1,365,692
	16	Total assets. Add lines 1 through 15 (must equal line 34)			52,731,147	16	54,890,370
Liabilities	17	Accounts payable and accrued expenses			5,445,633	17	5,370,756
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities			22,580,000	20	11,610,000
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			39,820	21	27,169
	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			18,298,172	23	22,903,523
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			0	25	0
	26	Total liabilities. Add lines 17 through 25			46,363,625	26	39,911,448
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			6,367,522	27	14,978,922
	28	Temporarily restricted net assets				28	
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			6,367,522	33	14,978,922
	34	Total liabilities and net assets/fund balances			52,731,147	34	54,890,370

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	64,874,467
2	Total expenses (must equal Part IX, column (A), line 25)	2	56,263,067
3	Revenue less expenses Subtract line 2 from line 1	3	8,611,400
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,367,522
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0
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	14,978,922

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?	Yes	
b	Were the organization's financial statements audited by an independent accountant?		No
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	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 type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization AMERICAN EAGLE LIFECARE CORPORATION	Employer identification number 01-0706736
---	--

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

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

- 1

☐

A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☒

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety Se**section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

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

f

☐

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

g

☐

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

(i)

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

(ii)

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

(iii)

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

h

☐

Provide the following information about the supported organization(s)

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

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

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7	Amounts from line 4						
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11	Total support (Add lines 7 through 10)						
12	Gross receipts from related activities, etc (See instructions)					12	
13	First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage		
14	Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14
15	Public Support Percentage for 2010 Schedule A, Part II, line 14	15
16a	33 1/3% support test—2011. 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—2010. 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—2011. 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—2010. 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 IIIPart III

Support Schedule for Organizations Described in IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	0	0	10,649	10,140	6,124	26,913
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	35,564,637	34,596,710	34,188,450	50,638,367	56,585,641	211,573,805
3 Gross receipts from activities that are not an unrelated trade or business under section 513	105,527	-254,495	26,343	99,736	181,374	158,485
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	35,670,164	34,342,215	34,225,442	50,748,243	56,773,139	211,759,203
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public Support (Subtract line 7c from line 6)						211,759,203

Section B. Total Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	35,670,164	34,342,215	34,225,442	50,748,243	56,773,139	211,759,203
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	378,668	80,851	67,454	90,410	60,184	677,567
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	378,668	80,851	67,454	90,410	60,184	677,567
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	0	0	18,616	16,813	8,944	44,373
13 Total support (Add lines 9, 10c, 11 and 12)	36,048,832	34,423,066	34,311,512	50,855,466	56,842,267	212,481,143
14 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		
15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	99.660 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	99.530 %

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	0.320 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	0.450 %
19a 33 1/3% support tests—2011. 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	<input type="checkbox"/>	
b 33 1/3% support tests—2010. 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	<input type="checkbox"/>	
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	<input type="checkbox"/>	

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

Facts And Circumstances Test

Explanation
OTHER INCOME, SCHEDULE A, PART III, LINE 12, DESCRIPTION - AIDES IN TRAINING/TRAINING REIMBURSEMENT, COLUMN A - 0, COLUMN B - 0, COLUMN C - 18616, COLUMN D - 16813, COLUMN E - 8944, COLUMN F - 44373,,

Additional Data

Software ID: 11000230
Software Version: v2011.1.0
EIN: 01-0706736
Name: AMERICAN EAGLE LIFECARE CORPORATION

Form 990, Special Condition Description:

Special Condition Description

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

4d. Other program services
(Code) (Expenses \$ 7,824,646 including grants of \$ 1,512) (Revenue \$ 8,957,013) THE ORGANIZATION PROVIDES A VARIETY OF SERVICES TO THE ELDERLY AT THREE LOCATIONS IN INDIANA THE HOME PLACE OWNS AND OPERATES AN APARTMENT COMPLEX FOR THE ELDERLY AND IS LOCATED IN THE GREATER INDIANAPOLIS, INDIANA AREA THE HOME PLACE CONTAINS 60 INDEPENDENT LIVING UNITS SANDERS GLEN OPERATES AN ASSISTED LIVING FACILITY FOR THE ELDERLY AND IS LOCATED IN WESTFIELD, INDIANA SANDERS GLEN CONTAINS 143 LICENSED ASSISTED LIVING BEDS CONTAINED IN 111 UNITS MORNING BREEZE OPERATES A CONTINUING CARE RETIREMENT COMMUNITY (CCRC) IN GREENSBURG, INDIANA MORNING BREEZE CONTAINS 18 INDEPENDENT LIVING VILLA HOMES, 30 LICENSED ASSISTED LIVING BEDS CONTAINED IN 25 UNITS, AND A 48 BED HEALTHCARE CENTER THESE FACILITIES PROVIDE SERVICES WITHOUT CHARGE, OR AT AMOUNTS LESS THAN ESTABLISHED RATES, TO PATIENTS WHO MEET THE CRITERIA OF ITS CHARITY CARE OR UNINSURED POLICIES THE CRITERIA FOR CHARITY CARE TAKES INTO CONSIDERATION HEALTH & HUMAN SERVICES FEDERAL POVERTY GUIDELINES, FAMILY ASSETS, FAMILY SIZE, EMPLOYMENT STATUS, ORDINARY FAMILY EXPENSES, AND OTHER RELATED INFORMATION THE COST OF CHARITY CARE, BASED UPON THE FACILITIES' COST-TO-CHARGE RATIO, PROVIDED BY THESE FACILITIES WAS APPROXIMATELY \$22,834 IN 2011
(Code) (Expenses \$ 5,810,674 including grants of \$ 0) (Revenue \$ 7,153,685) THE ORGANIZATION OPERATES A LICENSED NURSING HOME IN WHITEHOUSE, TEXAS THE OAKBROOK NURSING FACILITY (OAKBROOK) PROVIDES CARE TO ELDERLY RESIDENTS, INCLUDING NURSING CARE, ANCILLARY SERVICES, SOCIAL SERVICES, AND OTHER SERVICES AS REQUIRED OAKBROOK OPERATES A 120 BED NURSING HOME
(Code) (Expenses \$ 37,200 including grants of \$ 37,200) (Revenue \$ 333,866) THE AMERICAN EAGLE PARENT COMPANY OWNS AND PROVIDES THIRD PARTY MANAGEMENT AND ADMINISTRATIVE SERVICES TO ITS FACILITY COMPANIES, WHICH ARE DISREGARDED ENTITIES OF THE PARENT COMPANY

SCHEDULE D
(Form 990)

Supplemental Financial Statements

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

2011

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b

Attach to Form 990. See separate instructions.

Name of the organization
AMERICAN EAGLE LIFECARE CORPORATION

Employer identification number
01-0706736

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	
	<div>Yes</div> <div>No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit	
	<div>Yes</div> <div>No</div>	

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

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

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

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

3

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

4

Number of states where property subject to conservation easement is located

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes

No

6

Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year

\$

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

Yes

No

9

In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

1a

If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i)

Revenues included in Form 990, Part VIII, line 1

\$

(ii)

Assets included in Form 990, Part X

\$

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a

Revenues included in Form 990, Part VIII, line 1

\$

b

Assets included in Form 990, Part X

\$

Part III

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

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

☐ Yes

☐ No

Part IV

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

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☒ Yes

☐ No

b

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

	Amount
1c	95,358
1d	1,303,240
1e	1,310,151
1f	88,447

2a

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

☒ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

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

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

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

(i)

unrelated organizations

(ii)

related organizations

b

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

	Yes	No
3a(i)		
3a(ii)		
3b		

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		2,601,033		2,601,033
b Buildings		30,480,884	4,977,114	25,503,770
c Leasehold improvements		1,422,410	375,055	1,047,355
d Equipment		5,653,059	3,929,598	1,723,461
e Other		226,075		226,075
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				31,101,694

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

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

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

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
Agent, trustee, custodian, or other intermediary arrangement	Schedule D, Part IV, Line 1b	SEE NARRATIVE FOR SCHEDULE D, PART IV, LINE 2B
Explanation of escrow agreement	Schedule D, Part IV, Line 2b	FOR PERSONAL PROTECTION, IT IS REQUESTED THAT MONEY NOT BE LEFT IN THE RESIDENTS' ROOMS THE FACILITY MAY NOT REQUIRE RESIDENTS TO DEPOSIT THEIR PERSONAL FUNDS WITH THE FACILITY, HOWEVER, IF THE RESIDENT WISHES, AND UPON WRITTEN AUTHORIZATION OF A RESIDENT, THE FACILITY WILL WITHHOLD, SAFEGUARD, MANAGE, AND ACCOUNT FOR THE PERSONAL FUNDS OF THE RESIDENT DEPOSITED WITH THE FACILITY ANY RESIDENT'S PERSONAL FUNDS IN EXCESS OF \$50 ARE DEPOSITED IN AN INTEREST-BEARING ACCOUNT THAT IS SEPARATE FROM FACILITY FUNDS THE FACILITY CREDITS ALL INTEREST EARNED ON THE RESIDENT'S FUNDS TO HIS OR HER ACCOUNT A RESIDENT'S PERSONAL FUNDS THAT DO NOT EXCEED \$50 ARE MAINTAINED IN A NON-INTEREST-BEARING ACCOUNT OR PETTY CASH FUND THE FACILITY MAINTAINS A SYSTEM THAT ASSURES A COMPLETE AND SEPARATE ACCOUNTING OF EACH RESIDENT'S PERSONAL FUNDS ENTRUSTED TO THE FACILITY THE FACILITY DEPOSITS THE PERSONAL NEEDS ALLOWANCE RETAINED BY ANY RESIDENT WHOSE CARE IS PAID FOR UNDER THE MEDICAID PROGRAM INTO THE RESIDENT'S ACCOUNT THE FACILITY FURNISHES THE RESIDENT WITH A WRITTEN RECEIPT FOR ANY PERSONAL FUNDS OR PERSONAL PROPERTY RECEIVED BY THE FACILITY RESIDENTS MAY ACCESS THEIR ACCOUNT DURING NORMAL BUSINESS HOURS, IF RESIDENTS NEED ACCESS TO THEIR MONEY AFTER HOURS OR DURING THE WEEKEND, THE BUSINESS OFFICE MANAGER OR ADMINISTRATOR IS CONTACTED AND ARRANGES FOR THE RESIDENTS TO RECEIVE THEIR FUNDS THE INDIVIDUAL FINANCIAL RECORD IS AVAILABLE QUARTERLY ON REQUEST BY THE RESIDENT OR HIS OR HER LEGAL REPRESENTATIVE AT LEAST EVERY THREE MONTHS, THE FACILITY FURNISHES THE RESIDENT OR THE RESIDENT'S REPRESENTATIVE WITH A COMPLETE STATEMENT OF ALL FUNDS AND OTHER PROPERTY HELD BY THE FACILITY, DETAILING THE AMOUNTS AND ITEMS RECEIVED, TOGETHER WITH THEIR SOURCES, DISPOSITION, AND THE DATE OF EACH TRANSACTION
FIN 48 (ASC 740) footnote	Schedule D, Part X, Line 2	AS SINGLE MEMBER LIMITED LIABILITY COMPANIES, ALL INCOME IS INCLUDED IN THE TAXABLE INCOME OF THE INDIVIDUAL MEMBER, THUS, NO FEDERAL OR STATE INCOME TAXES ARE INCLUDED IN THESE FINANCIAL STATEMENTS U S GAAP REQUIRES THAT A TAX POSITION IS RECOGNIZED AS A BENEFIT ONLY IF IT IS "MORE LIKELY THAT NOT" THAT THE TAX POSITION WOULD BE SUSTAINED IN A TAX EXAMINATION, WITH A TAX EXAMINATION BEING PRESUMED TO OCCUR THE AMOUNT RECOGNIZED IS THE LARGEST AMOUNT OF TAX BENEFIT THAT IS GREATER THAN 50% LIKELY OF BEING REALIZED ON EXAMINATION FOR TAX POSITIONS NOT MEETING THE "MORE LIKELY THAN NOT" TEST, NO TAX BENEFIT IS RECORDED DUE TO ITS PASS-THROUGH STATUS, THE COMPANY IS NOT SUBJECT TO U S FEDERAL INCOME TAX OR STATE INCOME TAX THE COMPANY IS NO LONGER SUBJECT TO EXAMINATION BY TAXING AUTHORITIES FOR YEARS BEFORE 2007 THE COMPANY DOES NOT EXPECT THE TOTAL AMOUNT OF UNRCOGNIZED TAX BENEFITS TO SIGNIFICANTLY CHANGE IN THE NEXT 12 MONTHS THE COMPANY RECOGNIZES INTEREST AND PENALTIES RELATED TO UNRECOGNIZED TAX BENEFITS IN INTEREST AND INCOME TAX EXPENSE, RESPECTIVELY THE COMPANY HAS NO AMOUNTS ACCRUED FOR INTEREST OR PENALTIES AS OF DECEMBER 31, 2011

**Grants and Other Assistance to Organizations,
Governments and Individuals in the United States**
Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

2011

Open to Public Inspection

Name of the organization
AMERICAN EAGLE LIFECARE CORPORATION

01-0706736

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No

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

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

[illegible]

2	Enter total number of section 501(c)(3) and government organizations listed in the line 1 table	1
3	Enter total number of other organizations listed in the line 1 table	0

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance

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
Procedures for monitoring use of grant funds	Schedule I, Part I, Line 2	BOARD MEMBERS, OFFICERS, AND THE BOARD ADVISOR ARE ENCOURAGED TO SUBMIT RECOMMENDATIONS TO THE BOARD FOR CHARITABLE CONTRIBUTIONS TO SUPPORT OTHER WORTHY TAX EXEMPT ORGANIZATIONS ON AN ANNUAL BASIS CHARITABLE DONATIONS FROM AMERICAN EAGLE LIFECARE CORPORATION AND ITS DISREGARDED ENTITIES TOTALED \$40,554 FOR 2011 CONTRIBUTIONS MADE ARE UNRESTRICTED AND CAN BE USED IN ANY WAY THE DONEE ORGANIZATION SEES FIT TO FURTHER THEIR EXEMPT PURPOSE

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
AMERICAN EAGLE LIFECARE CORPORATION

Employer identification number

01-0706736

Part I

Questions Regarding Compensation

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

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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual.

[illegible]

Part III **Supplemental Information**

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

Identifier	Return Reference	Explanation
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Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
AMERICAN EAGLE LIFECARE CORPORATION

Employer identification number
01-0706736

Part I

Bond Issues

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A WISCONSIN HEALTH & EDUCATIONAL FACILITIES AUTHORITY	39-1337855	97710BBY7	06-11-2008	12,000,000	REFINANCE 11/01/2003 WISCONSIN BONDS FOR FACILITY ACQUISITION, ADDITIONS, AND IMPROVEMENTS		X		X		X

Part II

Proceeds

		A		B		C		D	
1	Amount of bonds retired	390,000							
2	Amount of bonds defeased	0							
3	Total proceeds of issue	12,000,000							
4	Gross proceeds in reserve funds	993,275							
5	Capitalized interest from proceeds	0							
6	Proceeds in refunding escrow	0							
7	Issuance costs from proceeds	0							
8	Credit enhancement from proceeds	0							
9	Working capital expenditures from proceeds	0							
10	Capital expenditures from proceeds	2,383,148							
11	Other spent proceeds	8,623,577							
12	Other unspent proceeds	0							
13	Year of substantial completion	2008							
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III

Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	X							
2	Are there any lease arrangements that may result in private business use of bond-financed property?	X							

Part IIIPrivate Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		X						
b	If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?		X						
d	If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	0 %							
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	0 %							
6	Total of lines 4 and 5	0 %							
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IVArbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2	Is the bond issue a variable rate issue?		X						
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X						
b	Name of provider								
c	Term of hedge	0 0							
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?	X							
b	Name of provider	PACKERKISS SECURITIES							
c	Term of GIC	7 0							
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X							
5	Were any gross proceeds invested beyond an available temporary period?		X						
6	Did the bond issue qualify for an exception to rebate?	X							

Part VProcedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations ☒ Yes ☐ No

Part VISupplemental Information

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

Identifier	Return Reference	Explanation
Procedures to take corrective action	Schedule K, Part V	THE BOARD HAS WRITTEN POLICIES AND PROCEDURES TO ENSURE COMPLIANCE WITH ALL FEDERAL TAX REQUIREMENTS THE BOARD DISCUSSES ALL COMPLIANCE ISSUES AT MONTHLY MEETINGS AND CONSULTS PROFESSIONAL EXTERNAL COUNSEL IF NECESSARY

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization AMERICAN EAGLE LIFECARE CORPORATION	Employer identification number 01-0706736
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Identifier	Return Reference	Explanation
ORGANIZATION'S MISSION (CONTINUED FROM PART III)	FORM 990, PART III, LINE 1	THE ORGANIZATION ALSO DEVELOPS AND DEPLOYS EDUCATIONAL PROGRAMS AND SUPPORTING RESEARCH IN THE AREA OF LEARNING SCIENCE AND INNOVATIVE EDUCATIONAL PROGRAMS AND TOOLS IN A VARIETY OF MEDIA FOR TRAINING AND EDUCATIONAL PURPOSES

Identifier	Return Reference	Explanation
New program services	Form 990, Part III, Line 2	ON JULY 26, 2011, THE ORGANIZATION ACQUIRED AMERICAN EAGLE SANDERS GLEN, LLC TRANSFERRED ITS PROPERTY AND EQUIPMENT TO AE WESTFIELD FACILITY COMPANY, LLC, TO OWN ITS ASSISTED LIVING FACILITY LOCATED IN WESTFIELD, INDIANA ALSO ON JULY 26, 2011, THE ORGANIZATION ACQUIRED AMERICAN EAGLE MORNING BREEZE, LLC TRANSFERRED ITS PROPERTY AND EQUIPMENT TO AE GREENSBURG FACILITY COMPANY, LLC, TO OWN ITS CONTINUING CARE RETIREMENT COMMUNITY LOCATED IN GREENSBURG, INDIANA

Identifier	Return Reference	Explanation
Significant changes in program services	Form 990, Part III, Line 3	THE ORGANIZATION SOLD AE WHITEHOUSE FACILITY COMPANY, LLC ON JULY 1, 2011

Identifier	Return Reference	Explanation
Description of other program services	Form 990, Part III, Line 4d	<p>THE ORGANIZATION PROVIDES A VARIETY OF SERVICES TO THE ELDERLY AT THREE LOCATIONS IN INDIANA. THE HOME PLACE OWNS AND OPERATES AN APARTMENT COMPLEX FOR THE ELDERLY AND IS LOCATED IN THE GREATER INDIANAPOLIS, INDIANA AREA. THE HOME PLACE CONTAINS 60 INDEPENDENT LIVING UNITS. SANDERS GLEN OPERATES AN ASSISTED LIVING FACILITY FOR THE ELDERLY AND IS LOCATED IN WESTFIELD, INDIANA. SANDERS GLEN CONTAINS 143 LICENSED ASSISTED LIVING BEDS CONTAINED IN 111 UNITS. MORNING BREEZE OPERATES A CONTINUING CARE RETIREMENT COMMUNITY (CCRC) IN GREENSBURG, INDIANA. MORNING BREEZE CONTAINS 18 INDEPENDENT LIVING VILLA HOMES, 30 LICENSED ASSISTED LIVING BEDS CONTAINED IN 25 UNITS, AND A 48 BED HEALTHCARE CENTER. THESE FACILITIES PROVIDE SERVICES WITHOUT CHARGE, OR AT AMOUNTS LESS THAN ESTABLISHED RATES, TO PATIENTS WHO MEET THE CRITERIA OF ITS CHARITY CARE OR UNINSURED POLICIES. THE CRITERIA FOR CHARITY CARE TAKES INTO CONSIDERATION HEALTH & HUMAN SERVICES FEDERAL POVERTY GUIDELINES, FAMILY ASSETS, FAMILY SIZE, EMPLOYMENT STATUS, ORDINARY FAMILY EXPENSES, AND OTHER RELATED INFORMATION. THE COST OF CHARITY CARE, BASED UPON THE FACILITIES' COST-TO-CHARGE RATIO, PROVIDED BY THESE FACILITIES WAS APPROXIMATELY \$22,834 IN 2011. THE ORGANIZATION OPERATES A LICENSED NURSING HOME IN WHITEHOUSE, TEXAS. THE OAKBROOK NURSING FACILITY (OAKBROOK) PROVIDES CARE TO ELDERLY RESIDENTS, INCLUDING NURSING CARE, ANCILLARY SERVICES, SOCIAL SERVICES, AND OTHER SERVICES AS REQUIRED. OAKBROOK OPERATES A 120 BED NURSING HOME. THE AMERICAN EAGLE PARENT COMPANY OWNS AND PROVIDES THIRD PARTY MANAGEMENT AND ADMINISTRATIVE SERVICES TO ITS FACILITY COMPANIES, WHICH ARE DISREGARDED ENTITIES OF THE PARENT COMPANY.</p>

Identifier	Return Reference	Explanation
ANNUAL SUMMARY AND TRANSMITTAL OF U S INFORMATION RETURNS	FORM 990, PART V, LINE 1A	EACH OF THE DISREGARDED ENTITIES FILES A SEPARATE FORM 1096, AND THE NUMBER REPORTED IN BOX 3 OF EACH RESPECTIVE ENTITY IS AS FOLLOWS A MERICAN EAGLE NURSING HOME COMPANY OF ARPIN, LLC (9), A MERICAN EAGLE NURSING HOME COMPANY OF COLBY , LLC (9), A MERICAN EAGLE NURSING HOME COMPANY OF MADISON, LLC (16), A MERICAN EAGLE NURSING HOME COMPANY OF EAU CLAIRE, LLC (10), A MERICAN EAGLE NURSING HOME COMPANY OF WHITEHOUSE, LLC (12), A MERICAN EAGLE GROUP - WISCONSIN (3), A MERICAN EAGLE GROUP - INDIANA (4), A MERICAN EAGLE HOME PLACE, LLC (1), A MERICAN EAGLE SANDERS GLEN, LLC (4), A MERICAN EAGLE MORNING BREEZE, LLC (10), LEXINGTON HEALTHCARE, LLC (11), A MERICAN EAGLE LIFECARE CORPORATION (9)

Identifier	Return Reference	Explanation
TRANSMITTAL OF WAGE AND TAX STATEMENTS	FORM 990, PART V, LINE 2A	EACH OF THE DISREGARDED ENTITIES FILES A SEPARATE FORM W-3, AND THE NUMBER REPORTED FOR EACH RESPECTIVE ENTITY IS AS FOLLOWS AMERICAN EAGLE NURSING HOME COMPANY OF ARPIN, LLC (198), AMERICAN EAGLE NURSING HOME COMPANY OF COLBY, LLC (187), AMERICAN EAGLE NURSING HOME COMPANY OF MADISON, LLC (187), AMERICAN EAGLE NURSING HOME COMPANY OF EAU CLAIRE, LLC (303), AMERICAN EAGLE NURSING HOME COMPANY OF WHITEHOUSE, LLC (268), AMERICAN EAGLE HOME PLACE, LLC (3), AMERICAN EAGLE SANDERS GLEN, LLC (69), AMERICAN EAGLE MORNING BREEZE, LLC (115), LEXINGTON HEALTHCARE, LLC (236), AMERICAN EAGLE LIFECARE CORPORATION (1)

Identifier	Return Reference	Explanation
Family/business relationships amongst interested persons	Form 990, Part VI, Section A, Line 2	F SCOTT KELLMAN & BEN KELLMAN - FAMILY RELATIONSHIP

Identifier	Return Reference	Explanation
Delegation of management duties	Form 990, Part VI, Section A, Line 3	<p>IN JULY 2010, THE ORGANIZATION ENTERED INTO A MANAGEMENT AGREEMENT FOR LEXINGTON HEALTHCARE WITH MEDICAL REHABILITATION CENTERS, LLC, A KENTUCKY CORPORATION, FOR A TERM OF 15 YEARS, TO PROVIDE SUBSTANTIALLY ALL MANAGEMENT SERVICES FOR THE FACILITY FOR AN INITIAL MONTHLY FEE OF \$42,920 PLUS PAYROLL COSTS OF EMPLOYEES OR CONSULTANTS OF THE FACILITY WHO ARE EMPLOYEES OF THE MANAGER THE INITIAL MONTHLY FEE WILL BE ADJUSTED ANNUALLY BASED ON AN ANNUAL CHANGE IN THE CONSUMER PRICE INDEX IN JANUARY 2010, THE ORGANIZATION ENTERED INTO A MANAGEMENT AGREEMENT FOR THE CLAIREMONT NURSING AND REHABILITATION CENTER WITH MEDICAL REHABILITATION CENTERS, LLC, A KENTUCKY CORPORATION, FOR A TERM OF 15 YEARS, TO PROVIDE SUBSTANTIALLY ALL MANAGEMENT SERVICES FOR THE FACILITY FOR AN INITIAL MONTHLY FEE OF \$42,850 PLUS PAYROLL COSTS OF EMPLOYEES OR CONSULTANTS OF THE FACILITY WHO ARE EMPLOYEES OF THE MANAGER THE INITIAL MONTHLY FEE WILL BE ADJUSTED ANNUALLY BASED ON AN ANNUAL CHANGE IN THE CONSUMER PRICE INDEX IN DECEMBER 2005, THE ORGANIZATION ENTERED INTO MANAGEMENT AGREEMENTS FOR EACH OF THE THREE INDIANA FACILITIES (THE HOME PLACE, SANDERS GLEN, AND MORNING BREEZE) WITH MEDICAL REHABILITATION CENTERS, INC , A KENTUCKY CORPORATION, FOR A TERM OF 15 YEARS, TO PROVIDE SUBSTANTIALLY ALL MANAGEMENT SERVICES FOR EACH FACILITY FOR AN INITIAL MONTHLY FEE OF \$19,880 PLUS PAYROLL COSTS OF EMPLOYEES OR CONSULTANTS OF THE THREE FACILITIES WHO ARE EMPLOYEES OF THE MANAGER THE INITIAL MONTHLY FEE HAS BEEN ADJUSTED ANNUALLY BASED ON AN ANNUAL CHANGE IN THE CONSUMER PRICE INDEX IN NOVEMBER 2003 AND AMENDED AND RESTATED AS OF JUNE 1, 2008, EACH OF THE THREE WISCONSIN FACILITIES (COLONIAL, KARMENTA, AND BETHEL) ENTERED INTO A MANAGEMENT AGREEMENT WITH MEDICAL REHABILITATION CENTERS, INC , A KENTUCKY CORPORATION, FOR A TERM OF 15 YEARS, TO PROVIDE SUBSTANTIALLY ALL MANAGEMENT SERVICES FOR EACH FACILITY FOR AN INITIAL MONTHLY FEE OF \$94,840 PLUS PAYROLL COSTS OF EMPLOYEES AND CONSULTANTS OF THE THREE FACILITIES WHO ARE EMPLOYEES OF THE MANAGER THE INITIAL MONTHLY FEE HAS BEEN ADJUSTED ANNUALLY BASED ON AN ANNUAL CHANGE IN THE CONSUMER PRICE INDEX IN SEPTEMBER 2005, THE OAKBROOK HEALTH CARE FACILITY ENTERED INTO A MANAGEMENT AGREEMENT WITH ATRIUM LIVING CENTERS OF TEXAS, INC FOR A TERM OF NINE YEARS AND FOUR MONTHS UNDER THE AGREEMENT, ATRIUM IS TO EXCLUSIVELY SUPERVISE, DIRECT, AND CONTROL THE MANAGEMENT AND OPERATION OF THE FACILITY FOR A MONTHLY FEE OF \$22,000</p>

Identifier	Return Reference	Explanation
Review of form 990 by governing body	Form 990, Part VI, Section B, Line 11b	A BOARD MEETING IS HELD (OCTOBER 2012) WHERE A COPY OF THE FULL FORM 990, INCLUDING ALL APPLICABLE SCHEDULES, IS PROVIDED TO EACH MEMBER OF THE GOVERNING BODY BEFORE THE RETURN IS FILED WITH THE IRS

Identifier	Return Reference	Explanation
Conflict of interest policy	Form 990, Part VI, Section B, Line 12c	ANNUAL CERTIFICATIONS ARE RECEIVED FROM ALL OFFICERS AND DIRECTORS TO DETERMINE WHETHER ANY POTENTIAL CONFLICTS OF INTEREST EXIST THE BOARD OF DIRECTORS DISCUSS THE ANNUAL CERTIFICATIONS AT THE BOARD MEETINGS TO DETERMINE WHETHER AN ACTUAL CONFLICT OF INTEREST EXISTS IF A CONFLICT IS DETERMINED TO EXIST, THAT PERSON WOULD BE RECUSED FROM TAKING PART IN ANY DECISIONS CONCERNING THE CONFLICTING ISSUE

Identifier	Return Reference	Explanation
Process used to establish compensation of top management official	Form 990, Part VI, Section B, Line 15a	THE ORGANIZATION'S BOARD OF DIRECTORS REVIEWS AND APPROVES THE COMPENSATION FOR THE ORGANIZATION'S PRESIDENT AND CEO, F SCOTT KELLMAN, ON AN ANNUAL BASIS THE BOARD USES CURRENT MARKET DATA FOR COMPARABILITY AND DOCUMENTS THEIR DELIBERATION AND DECISION IN THE BOARD MEETING MINUTES, THIS PROCESS WAS LAST UNDERTAKEN DURING SEPTEMBER 2011 IN ADDITION, THE BOARD OF DIRECTORS OBTAINED COMPENSATION STUDIES PERFORMED BY THE REZNICK GROUP, L C IN JULY 2008, AND CROWE HORWATH LLP IN SEPTEMBER 2010, TO USE IN DETERMINING THE AMOUNT OF COMPENSATION FOR 2008 THROUGH 2011 THIS INFORMATION WAS DOCUMENTED IN THE BOARD MEETING MINUTES IN 2008 AND 2010 WHEN THE COMPENSATION STUDIES WERE REVIEWED

Identifier	Return Reference	Explanation
PROCESS USED TO ESTABLISH COMPENSATION OF OTHER OFFICERS/KEY EMPLOYEES	FORM 990, PART VI, LINE 15B	THE ORGANIZATION'S BOARD OF DIRECTORS REVIEWS AND APPROVES THE COMPENSATION FOR THE ORGANIZATION'S OTHER BOARD OFFICERS. THE BOARD OF DIRECTORS OBTAINED COMPENSATION STUDIES PERFORMED BY THE REZNICK GROUP, L C. IN JULY 2008, AND CROWE HORWATH LLP IN SEPTEMBER 2010, TO USE IN DETERMINING THE AMOUNT OF COMPENSATION FOR 2008 THROUGH 2011. THE BOARD DISCUSSES THE COMPENSATION ANNUALLY AND COLLECTIVELY AGREES UPON COMPENSATION AMOUNTS FOR ALL BOARD OFFICERS. THIS INFORMATION IS DOCUMENTED IN THE BOARD MEETING MINUTES. WHEN COMPENSATION IS REVIEWED, THIS PROCESS WAS LAST UNDERTAKEN DURING SEPTEMBER 2011.

Identifier	Return Reference	Explanation
Governing documents, conflict of interest policy and financial statements available to the public	Form 990, Part VI, Section C, Line 19	THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST

Identifier	Return Reference	Explanation
OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES, AND HIGHEST COMPENSATED EMPLOYEES	FORM 990, PART VII, SECTION A, LINE 1A	VIRGINIA S BURFORD, ADMINISTRATOR, IS PAID BY AMERICAN EAGLE NURSING HOME COMPANY OF WHITEHOUSE, LLC (EIN 20-2818234) F SCOTT KELLMAN, PRESIDENT & CEO, IS PAID BY AMERICAN EAGLE LIFECARE CORPORATION (EIN 01-0706736)

Identifier	Return Reference	Explanation
AUDITED/COMPILED FINANCIAL STATEMENTS	FORM 990, PART XII, LINE 2B	<p>THE ORGANIZATION RECEIVES FIVE SEPARATE SETS OF AUDITED FINANCIAL STATEMENTS, EACH OF WHICH IS PREPARED IN ACCORDANCE WITH GAAP. THE FINANCIAL INFORMATION IS THEN COMBINED FOR PURPOSES OF THE FORM 990. ONE SET OF AUDITED FINANCIAL STATEMENTS, WHICH IS PREPARED ON A CONSOLIDATED BASIS, CONSISTS OF THE FOLLOWING WISCONSIN ENTITIES ("OBLIGATED GROUP"):</p> <ul style="list-style-type: none"> AE ARPIN FACILITY COMPANY, LLC (EIN 81-0621902) AMERICAN EAGLE NURSING HOME COMPANY OF ARPIN, LLC (EIN 47-0924079) AE COLBY FACILITY COMPANY, LLC (EIN 81-0622276) AMERICAN EAGLE NURSING HOME COMPANY OF COLBY, LLC (EIN 68-0558136) AE MADISON FACILITY COMPANY, LLC (EIN 26-0070115) AMERICAN EAGLE NURSING HOME COMPANY OF MADISON, LLC (EIN 81-0621853) <p>EACH OF THE FOLLOWING ENTITIES RECEIVES A SEPARATE SET OF AUDITED FINANCIAL STATEMENTS:</p> <ul style="list-style-type: none"> AMERICAN EAGLE HOME PLACE, LLC (EIN 20-3295047) AE EAU CLAIRE FACILITY COMPANY, LLC (EIN 26-3709653) AE WESTFIELD FACILITY COMPANY, LLC (EIN 27-2784041) AE GREENSBURG FACILITY COMPANY, LLC (EIN 27-2784104) <p>THE FINANCIAL INFORMATION FOR EACH OF THE ABOVE ENTITIES, AS WELL AS THE ENTITIES LISTED BELOW THAT DO NOT RECEIVE AUDITED FINANCIAL STATEMENTS, IS ALSO INCLUDED IN A SINGLE FINANCIAL STATEMENT COMPILATION PREPARED BY THE ORGANIZATION'S INDEPENDENT AUDITORS:</p> <ul style="list-style-type: none"> AMERICAN EAGLE LIFECARE CORPORATION (EIN 01-0706736) AE WHITEHOUSE FACILITY COMPANY, LLC (EIN 20-2818309) AMERICAN EAGLE NURSING HOME COMPANY OF WHITEHOUSE, LLC (EIN 20-2818234) AMERICAN EAGLE NURSING HOME COMPANY OF EAU CLAIRE, LLC (EIN 26-3709759) LEXINGTON HEALTHCARE, LLC (EIN 20-1684547) AMERICAN EAGLE MORNING BREEZE, LLC (EIN 20-3294992) AMERICAN EAGLE SANDERS GLEN, LLC (20-3294905)

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ 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.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
AMERICAN EAGLE LIFECARE CORPORATION

Employer identification number
01-0706736

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
See Additional Data Table					

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

Part III

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

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

Part IV

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

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

Part V

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

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

1

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

a

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

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

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

j

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

k

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

l

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

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

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

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

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

[illegible]

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: 11000230

Software Version: v2011.1.0

EIN: 01-0706736

Name: AMERICAN EAGLE LIFECARE CORPORATION

Form 990, Schedule R, Part I - Identification of Disregarded Entities

(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
AE ARPIN FACILITY COMPANY LLC 8014 BETHEL ROAD ARPIN, WI 54410 81-0621902	FACILITY COMPANY	WI	379,170	3,094,352	AMERICAN EAGLE LIFECARE CORPORATION
AMERICAN EAGLE NURSING HOME COMPANY OF ARPIN LLC 8014 BETHEL ROAD ARPIN, WI 54410 47-0924079	NURSING HOME	WI	6,637,533	1,296,174	AMERICAN EAGLE LIFECARE CORPORATION
AE COLBY FACILITY COMPANY LLC 702 WEST DOLF STREET COLBY, WI 54421 81-0622276	FACILITY COMPANY	WI	353,099	2,765,658	AMERICAN EAGLE LIFECARE CORPORATION
AMERICAN EAGLE NURSING HOME COMPANY OF COLBY LLC 702 WEST DOLF STREET COLBY, WI 54421 68-0558136	NURSING HOME	WI	4,872,937	648,177	AMERICAN EAGLE LIFECARE CORPORATION
AE MADISON FACILITY COMPANY LLC 4502 MILWAUKEE STREET MADISON, WI 53714 26-0070115	FACILITY COMPANY	WI	608,731	5,413,047	AMERICAN EAGLE LIFECARE CORPORATION
AMERICAN EAGLE NURSING HOME COMPANY OF MADISON LLC 4502 MILWAUKEE STREET MADISON, WI 53714 81-0621853	NURSING HOME	WI	7,985,270	2,677,368	AMERICAN EAGLE LIFECARE CORPORATION
AE WHITEHOUSE FACILITY COMPANY LLC 107 STACEY DRIVE WHITEHOUSE, TX 75791 20-2818309	FACILITY COMPANY	TX	8,169,497	4,317	AMERICAN EAGLE LIFECARE CORPORATION (THROUGH 7111)
AMERICAN EAGLE NURSING HOME COMPANY OF WHITEHOUSE LLC 107 STACEY DRIVE WHITEHOUSE, TX 75791 20-2818234	NURSING HOME	TX	7,193,201	1,909,624	AMERICAN EAGLE LIFECARE CORPORATION
AMERICAN EAGLE HOME PLACE LLC 6734 MILLSIDE DRIVE INDIANAPOLIS, IN 46221 20-3295047	INDEPENDENT LIVING FACILITY	IN	602,238	2,537,879	AMERICAN EAGLE LIFECARE CORPORATION
AMERICAN EAGLE SANDERS GLEN LLC 320 NORTH MERIDIAN STREET INDIANAPOLIS, IN 46204 20-3294905	INDEPENDENT LIVING FACILITY	IN	2,732,457	387,252	AMERICAN EAGLE LIFECARE CORPORATION
AMERICAN EAGLE MORNING BREEZE LLC 320 NORTH MERIDIAN STREET INDIANAPOLIS, IN 46204 20-3294992	CONTINUING CARE RETIREMENT COMMUNITY	IN	5,670,668	4,097,542	AMERICAN EAGLE LIFECARE CORPORATION
AE EAU CLAIRE FACILITY COMPANY LLC 3819 HAWK CREST ANN ARBOR, MI 48103 26-3709653	FACILITY COMPANY	MI	839,302	8,309,898	AMERICAN EAGLE LIFECARE CORPORATION
AMERICAN EAGLE NURSING HOME COMPANY OF EAU CLAIRE LLC 2120 HEIGHTS DRIVE EAU CLAIRE, WI 54701 26-3709759	NURSING HOME	WI	9,610,544	1,792,271	AMERICAN EAGLE LIFECARE CORPORATION
LEXINGTON HEALTHCARE LLC 9047 W GREENFIELD AVENUE WEST ALLIS, WI 53214 20-1684547	NURSING HOME	WI	11,147,159	3,126,303	AMERICAN EAGLE LIFECARE CORPORATION
AE WESTFIELD FACILITY COMPANY LLC 320 NORTH MERIDIAN STREET IINDIANAPOLIS, IN 46204 27-2784041	FACILITY COMPANY	IN	177,792	5,743,062	AMERICAN EAGLE LIFECARE CORPORATION
AE GREENSBURG FACILITY COMPANY LLC 320 NORTH MERIDIAN STREET INDIANAPOLIS, IN 46204 27-2784104	FACILITY COMPANY	IN	282,391	7,602,290	AMERICAN EAGLE LIFECARE CORPORATION