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Form **990-EZ****Short Form**  
**Return of Organization Exempt From Income Tax**

OMB No 1545-1150

**2011****Open to Public Inspection**Department of the Treasury  
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)

- Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions). All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.
- The organization may have to use a copy of this return to satisfy state reporting requirements.

**A For the 2011 calendar year, or tax year beginning**

, 2011, and ending

, 20

**B** Check if applicable

- ☐ Address change  
☐ Name change  
☐ Initial return  
☐ Terminated  
☐ Amended return  
☐ Application pending

**C** Name of organization

Atria Cares, Inc.

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

401 South Fourth Street

Room/suite

1900

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

Louisville, KY 40202

**D** Employer identification number

20-2852076

**E** Telephone number

502-779-4700

**F** Group Exemption

Number ►

N/A

**G** Accounting Method: ☐ Cash ☒ Accrual Other (specify) ►**I** Website: ► N/A

**H** Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

**J** Tax-exempt status (check only one) — ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

**K** Check ☐ if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

**L** Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ . . . . . ► \$ 149,355

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (see the instructions for Part I.)Check if the organization used Schedule O to respond to any question in this Part I . . . . . ☒

Revenue	1	Contributions, gifts, grants, and similar amounts received . . . . .	1	149,355
	2	Program service revenue including government fees and contracts . . . . .	2	0
	3	Membership dues and assessments . . . . .	3	0
	4	Investment income . . . . .	4	0
	5a	Gross amount from sale of assets other than inventory . . . . .	5a	0
	b	Less: cost or other basis and sales expenses . . . . .	5b	0
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) . . . . .	5c	0
	6	Gaming and fundraising events . . . . .		
	a	Gross income from gaming (attach Schedule G if greater than \$15,000) . . . . .	6a	0
	b	Gross income from fundraising events (not including \$ 0 of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000) . . . . .	6b	0
c	Less: direct expenses from gaming and fundraising events . . . . .	6c	0	
d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c) . . . . .	6d	0	
7a	Gross sales of inventory, less returns and allowances . . . . .	7a	0	
b	Less: cost of goods sold . . . . .	7b	0	
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a) . . . . .	7c	0	
8	Other revenue (describe in Schedule O) . . . . .	8	0	
9	<b>Total revenue.</b> Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8 . . . . .	9	149,355	
Expenses	10	Grants and similar amounts paid (list in Schedule O) . . . . .	10	136,932
	11	Benefits paid to or for members . . . . .	11	0
	12	Salaries, other compensation, and employee benefits . . . . .	12	0
	13	Professional fees and other payments to independent contractors . . . . .	13	5,600
	14	Occupancy, rent, utilities, and maintenance . . . . .	14	0
	15	Printing, publications, postage, and shipping . . . . .	15	0
	16	Other expenses (describe in Schedule O) . . . . .	16	3,500
17	<b>Total expenses.</b> Add lines 10 through 16 . . . . .	17	146,032	
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9) . . . . .	18	3,323
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return) . . . . .	19	225,376
	20	Other changes in net assets or fund balances (explain in Schedule O) . . . . .	20	0
	21	<b>Net assets or fund balances at end of year.</b> Combine lines 18 through 20 . . . . .	21	228,699

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 106421

Form **990-EZ** (2011)

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Check if the organization used Schedule O to respond to any question in this Part II ☒

		(A) Beginning of year	(B) End of year
22	Cash, savings, and investments . . . . .	225,376	22 218,517
23	Land and buildings . . . . .	0	23 0
24	Other assets (describe in Schedule O) . . . . .	0	24 10,182
25	<b>Total assets</b> . . . . .	225,376	25 228,699
26	<b>Total liabilities</b> (describe in Schedule O) . . . . .	0	26 0
27	<b>Net assets or fund balances</b> (line 27 of column (B) <b>must</b> agree with line 21) . . . . .	225,376	27 228,699

Check if the organization used Schedule O to respond to any question in this Part III . . . ☒

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

**Expenses**  
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others )

<b>28</b>	<b>Financial Assistance - The Organization provided financial assistance to 78 employees of Atria Senior Living and/or their family members who were coping with a personal tragedy due to a disaster or other emergency hardship.</b> (Grants \$ 0 ) If this amount includes foreign grants, check here . . . . . ► <input type="checkbox"/>	<b>28a</b>	<b>105,932</b>
<b>29</b>	<b>See Schedule O</b>		
	(Grants \$ 31,000 ) If this amount includes foreign grants, check here . . . . . ► <input type="checkbox"/>	<b>29a</b>	<b>31,000</b>
<b>30</b>			
	(Grants \$ ) If this amount includes foreign grants, check here . . . . . ► <input type="checkbox"/>	<b>30a</b>	
<b>31</b>	<b>Other program services (describe in Schedule O) . . . . .</b> (Grants \$ ) If this amount includes foreign grants, check here . . . . . ► <input type="checkbox"/>	<b>31a</b>	
<b>32</b>	<b>Total program service expenses (add lines 28a through 31a) . . . . . ►</b>	<b>32</b>	<b>136,932</b>

Check if the organization used Schedule O to respond to any question in this Part IV . . . . . ☐

[illegible]

**Part V Other Information** (Note the Schedule A and personal benefit contract statement requirements in theinstructions for Part V.) Check if the organization used Schedule O to respond to any question in this Part V ☒

	Yes	No
<b>33</b> Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O . . . . .	<b>33</b>	<input checked="" type="checkbox"/>
<b>34</b> Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions) . . . . .	<b>34</b>	<input checked="" type="checkbox"/>
<b>35a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)? . . . . .	<b>35a</b>	<input checked="" type="checkbox"/>
<b>b</b> If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O . . . . .	<b>35b</b>	N/A
<b>c</b> Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III . . . . .	<b>35c</b>	<input checked="" type="checkbox"/>
<b>36</b> Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N . . . . .	<b>36</b>	<input checked="" type="checkbox"/>
<b>37a</b> Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ <b>37a</b> 0	<b>37a</b>	<input checked="" type="checkbox"/>
<b>b</b> Did the organization file <b>Form 1120-POL</b> for this year? . . . . .	<b>37b</b>	<input checked="" type="checkbox"/>
<b>38a</b> Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return? . . . . .	<b>38a</b>	<input checked="" type="checkbox"/>
<b>b</b> If "Yes," complete Schedule L, Part II and enter the total amount involved . . . . .	<b>38b</b> N/A	<input checked="" type="checkbox"/>
<b>39</b> Section 501(c)(7) organizations. Enter:		
<b>a</b> Initiation fees and capital contributions included on line 9 . . . . .	<b>39a</b> N/A	<input checked="" type="checkbox"/>
<b>b</b> Gross receipts, included on line 9, for public use of club facilities . . . . .	<b>39b</b> N/A	<input checked="" type="checkbox"/>
<b>40a</b> Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0		<input checked="" type="checkbox"/>
<b>b</b> Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I . . . . .	<b>40b</b>	<input checked="" type="checkbox"/>
<b>c</b> Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 . . . . . ▶ 0		<input checked="" type="checkbox"/>
<b>d</b> Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization . . . . . ▶ 0		<input checked="" type="checkbox"/>
<b>e</b> All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T. . . . .	<b>40e</b>	<input checked="" type="checkbox"/>
<b>41</b> List the states with which a copy of this return is filed. ▶ See Schedule O		
<b>42a</b> The organization's books are in care of ▶ <u>Atria Senior Living, Inc.</u> Telephone no. ▶ <u>502-779-4700</u> Located at ▶ <u>401 South 4th Street, Ste 1900, Louisville, KY</u> ZIP + 4 ▶ <u>40202</u>		
<b>b</b> At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: ▶ <u>N/A</u> See the instructions for exceptions and filing requirements for <b>Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.</b>	<b>42b</b>	<input checked="" type="checkbox"/>
<b>c</b> At any time during the calendar year, did the organization maintain an office outside the U.S.? . . . . . If "Yes," enter the name of the foreign country: ▶ <u>N/A</u>	<b>42c</b>	<input checked="" type="checkbox"/>
<b>43</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of <b>Form 1041</b> —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year . . . . . ▶ <b>43</b> N/A		
<b>44a</b> Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ . . . . .	<b>44a</b>	<input checked="" type="checkbox"/>
<b>b</b> Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ . . . . .	<b>44b</b>	<input checked="" type="checkbox"/>
<b>c</b> Did the organization receive any payments for indoor tanning services during the year? . . . . .	<b>44c</b>	<input checked="" type="checkbox"/>
<b>d</b> If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . . N/A	<b>44d</b>	<input checked="" type="checkbox"/>
<b>45a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .	<b>45a</b>	<input checked="" type="checkbox"/>
<b>45b</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)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions) . . . . .	<b>45b</b>	<input checked="" type="checkbox"/>

- 46** Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .

	Yes	No
<b>46</b>		<input checked="" type="checkbox"/>

**Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47–49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI . . . . . ☐

- 47** 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 . . . . .

	Yes	No
<b>47</b>		<input checked="" type="checkbox"/>

- 48** Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .

<b>48</b>		<input checked="" type="checkbox"/>
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- 49a** Did the organization make any transfers to an exempt non-charitable related organization? . . . . .

<b>49a</b>		<input checked="" type="checkbox"/>
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- b** If "Yes," was the related organization a section 527 organization? . . . N/A . . . . .

<b>49b</b>		
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- 50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
NONE				

- f** Total number of other employees paid over \$100,000 . . . . . **0**

- 51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

- d** Total number of other independent contractors each receiving over \$100,000 . . . . . **0**

- 52** Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A . . . . . ☒ **Yes** ☐ **No**

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.

<b>Sign Here</b>	Signature of officer	Date
	Kelly Lanham, Treasurer Type or print name and title	4/30/12

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

- May the IRS discuss this return with the preparer shown above? See instructions . . . . . ☐ **Yes** ☐ **No**

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

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

Atria Cares, Inc

Employer identification number

20-2852076

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

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

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I      b ☐ Type II      c ☐ Type III—Functionally integrated      d ☐ Type III—Other

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

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

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

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

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

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

(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	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 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.") . . . . .	225,731	245,548	239,267	178,364	149,355	1,038,265
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
3 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
4 <b>Total.</b> Add lines 1 through 3 . . . . .	225,731	245,548	239,267	178,364	149,355	1,038,265
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) . . . . .						208,433
6 <b>Public support.</b> Subtract line 5 from line 4. . . . .						829,832

**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 . . . . .	225,731	245,548	239,267	178,364	149,355	1,038,265
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	2,867	4,525	0	0	0	7,392
9 Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .						
11 <b>Total support.</b> Add lines 7 through 10 . . . . .						1,045,657
12 Gross receipts from related activities, etc. (see instructions) . . . . .					12	0
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . . ► <input type="checkbox"/>						

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

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) . . . . .	14	79.36 %
15 Public support percentage from 2010 Schedule A, Part II, line 14 . . . . .	15	78.08 %
16a <b>33 1/3% support test—2011.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . . ► <input checked="" type="checkbox"/>		
b <b>33 1/3% support test—2010.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . . ► <input type="checkbox"/>		
17a <b>10%-facts-and-circumstances test—2011.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ► <input type="checkbox"/>		
b <b>10%-facts-and-circumstances test—2010.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ► <input type="checkbox"/>		
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . . ► <input type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2) N/A**

(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
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
<b>2</b> 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 . . . . .						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>6 Total.</b> Add lines 1 through 5 . . . . .						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						
<b>b</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 . . . . .						
<b>c</b> Add lines 7a and 7b . . . . .						
<b>8 Public support.</b> (Subtract line 7c from line 6.) . . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>9</b> Amounts from line 6 . . . . .						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						
<b>c</b> Add lines 10a and 10b . . . . .						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) . . . . .						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . . <input type="checkbox"/>						

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

<b>15</b> Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) . . . . .	<b>15</b>	%
<b>16</b> Public support percentage from 2010 Schedule A, Part III, line 15 . . . . .	<b>16</b>	%

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

<b>17</b> Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)) . . . . .	<b>17</b>	%
<b>18</b> Investment income percentage from 2010 Schedule A, Part III, line 17 . . . . .	<b>18</b>	%
<b>19a 33 1/3% support tests—2011.</b> If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization . . . . . <input type="checkbox"/>		
<b>b 33 1/3% support tests—2010.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization . . . . . <input type="checkbox"/>		
<b>20 Private foundation.</b> 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.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

N/A

**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 990-EZ 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

Atria Cares, Inc

Employer identification number

20-2852076

**Part I, Line 10 - Grants and Similar Amounts Paid**

Financial Assistance: Disaster relief and other emergency hardships - 78 individuals \$105,932

Grants & Allocations: Scholarship - 15 dependents of Atria employees \$31,000

**Total Grants and Similar Amounts Paid \$136,932**

**Part I, Line 16 - Other Expenses**

Office Supplies \$494

Licenses & Fees \$1,858

Bank Charges \$96

Miscellaneous \$1,052

**Total Other Expenses \$3,500**

**Part II, Line 24 - Other Assets**

Description	(A) Beginning of year	(B) End of year
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Contributions Receivable	\$0	\$10,182
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**Part III, Line 29 - Statement of Program Service Accomplishments**

Scholarships - The Organization awarded four scholarships in 2011 and disbursed a total of \$31,000 (\$6,000 to 2011 award recipients, \$11,000 to 2010 award recipients, \$3,000 to the 2009 award recipient, and \$11,000 to the 2008 award recipients) in scholarship payments.

The scholarships are to be applied towards tuition and related qualified educational expenses at an accredited 2 or 4 year college, university or technical college in the U.S.

**Part V, Line 34 - Significant changes made to the organizing or governing documents**

Effective May 12, 2011, there was a change in voting member from Atria Senior Living Group, Inc to Atria Senior Living, Inc.

Attached is a copy of the original notification to the IRS dated May 12, 2011 along with a copy of the IRS response dated

December 1, 2011.

Name of the organization

Atria Cares, Inc

Employer identification number

20-2852076

**Part V, Line 41 - List the states with which a copy of this return is filed.**

AL, AZ, CA, CO, CT, FL, GA, KS, KY, ME, MD, MA, MI, NJ, NM, NY, NC, OH, RI, PA, SC, TN, UT, VA

**ATRIA CARES, INC.**  
**UNANIMOUS WRITTEN CONSENT**  
**OF THE BOARD OF DIRECTORS**

May 12, 2011

The undersigned, being all of the members of the board of directors of ATRIA CARES, INC., a Kentucky nonprofit corporation (the "Corporation"), pursuant to the provisions of KRS 273.377, hereby adopt the following resolutions and consent to the actions contemplated thereby:

**WHEREAS**, in connection with the closing of the transaction contemplated by the Merger Agreement between Atria Senior Living Group, Inc. ("ASLG") and Ventas, Inc. and other parties, dated as of October 21, 2010, ASLG has resigned as the voting member of the Corporation and there are no other members of the Corporation; and

**WHEREAS**, pursuant to Article IV of the Corporation's Articles of Incorporation, if there are no members of the Corporation, the Board shall appoint a voting member.

**NOW, THEREFORE, BE IT:**


**RESOLVED**, that Atria Senior Living, Inc. be appointed as the voting member of the Corporation until such voting member dissolves or resigns.

The undersigned directs that this consent may be executed in one or more counterparts, all of which shall be considered one and the same consent.

The undersigned further directs that this consent shall take effect immediately as of the first date written above and shall be filed in the minute book of the Corporation with the minutes of the meetings.

  
LISA ANN CONRAD

\_\_\_\_\_  
JULIE HARDING

  
MARK D. JESSE

**ATRIA CARES, INC.  
UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS**

May 12 2011

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\_\_\_\_\_  
LISA ANN CONRAD

\_\_\_\_\_  
*Julie Harding*  
JULIE HARDING

\_\_\_\_\_  
MARK D. JESSEE