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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

THE CHAPEL HILL RESIDENTIAL RETIREMENT CENTER INC

Doing Business As

CAROL WOODS RETIREMENT COMMUNITY

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

750 WEAVER DAIRY ROAD

Room/suite

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

CHAPEL HILL, NC 27514

F Name and address of principal officer

PATRICIA E SPRIGG

750 WEAVER DAIRY ROAD

CHAPEL HILL, NC 27514

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

I Tax-exempt status

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

J Website:

WWW.CAROLWOODS.ORG

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation

1972

M State of legal domicile

NC

Part I	Summary																								
Activities & Governance	1 Briefly describe the organization's mission or most significant activities OPERATION OF A CCRC PROVIDING HOUSING, HEALTHCARE & OTHER SERVICES TO SENIOR RESIDENTS																								
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets																								
	<table><tr><td> 3 Number of voting members of the governing body (Part VI, line 1a) </td><td> 3 </td></tr><tr><td> 4 Number of independent voting members of the governing body (Part VI, line 1b) </td><td> 4 </td></tr><tr><td> 5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) </td><td> 5 401 </td></tr><tr><td> 6 Total number of volunteers (estimate if necessary) </td><td> 6 50 </td></tr><tr><td> 7a Total unrelated business revenue from Part VIII, column (C), line 12 </td><td> 7a 0 </td></tr><tr><td> 7b Net unrelated business taxable income from Form 990-T, line 34 </td><td> 7b 0 </td></tr></table>	3 Number of voting members of the governing body (Part VI, line 1a)	3	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)	5 401	6 Total number of volunteers (estimate if necessary)	6 50	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 0	7b Net unrelated business taxable income from Form 990-T, line 34	7b 0												
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Expenses	<table><tr><td> 13 Grants and similar amounts paid (Part IX, column (A), lines 1–3) </td><td> 653,314 </td><td> 425,431 </td></tr><tr><td> 14 Benefits paid to or for members (Part IX, column (A), line 4) </td><td> 0 </td><td> 0 </td></tr><tr><td> 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) </td><td> 11,630,767 </td><td> 12,085,506 </td></tr><tr><td> 16a Professional fundraising fees (Part IX, column (A), line 11e) </td><td> 0 </td><td> 0 </td></tr><tr><td> b Total fundraising expenses (Part IX, column (D), line 25) ☐ 0 </td><td></td><td></td></tr><tr><td> 17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) </td><td> 9,145,907 </td><td> 9,413,337 </td></tr><tr><td> 18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) </td><td> 21,429,988 </td><td> 21,924,274 </td></tr><tr><td> 19 Revenue less expenses Subtract line 18 from line 12 </td><td> 868,110 </td><td> -229,405 </td></tr></table>	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	653,314	425,431	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	11,630,767	12,085,506	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0	b Total fundraising expenses (Part IX, column (D), line 25) ☐ 0			17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	9,145,907	9,413,337	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	21,429,988	21,924,274	19 Revenue less expenses Subtract line 18 from line 12	868,110	-229,405
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Net Assets or Fund Balances	<table><tr><th></th><th>Beginning of Current Year</th><th>End of Year</th></tr><tr><td> 20 Total assets (Part X, line 16) </td><td> 77,497,565 </td><td> 78,119,036 </td></tr><tr><td> 21 Total liabilities (Part X, line 26) </td><td> 64,795,103 </td><td> 72,661,311 </td></tr><tr><td> 22 Net assets or fund balances Subtract line 21 from line 20 </td><td> 12,702,462 </td><td> 5,457,725 </td></tr></table>		Beginning of Current Year	End of Year	20 Total assets (Part X, line 16)	77,497,565	78,119,036	21 Total liabilities (Part X, line 26)	64,795,103	72,661,311	22 Net assets or fund balances Subtract line 21 from line 20	12,702,462	5,457,725												
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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

2012-04-24

Date

PATRICIA E SPRIGG PRESIDENT/CEO

Type or print name and title

Paid Preparer's Use Only

Preparer's signature

AMY BIBBY

Date

Check if self-employed ☐

Preparer's taxpayer identification number (see instructions)

P00445891

EIN

56-0747981

Phone no

(828) 254-2254

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

DIXON HUGHES GOODMAN LLP

500 RIDGEFIELD COURT

ASHEVILLE, NC 28806

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)

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

THE CHAPEL HILL RESIDENTIAL RETIREMENT CENTER ("CAROL WOODS") SHALL BE A CHARITABLE, NOT-FOR-PROFIT CORPORATION MEETING THE NEEDS OF OLDER ADULTS FOR HOUSING, HEALTH, WELL-BEING, AND PROTECTION OF FINANCIAL SECURITY. THE MISSION OF CAROL WOODS SHALL BE TO PROVIDE A SAFE, HEALTHFUL, AND SECURE ENVIRONMENT FOR PERSONS THROUGHOUT THEIR LATER YEARS, AS WELL AS TO ENGAGE IN COOPERATIVE RESEARCH, DEVELOPMENT, AND EDUCATION IN AREAS ENCOMPASSED BY THE MISSION. HIGH QUALITY RESIDENTIAL LIVING AND HEALTH SERVICES SHALL BE PROVIDED ACCORDING TO INDIVIDUAL NEEDS. RESIDENTS' ONGOING NEEDS TO MAINTAIN AND PROMOTE HEALTH AND WELL-BEING SHALL BE SUPPORTED THROUGH THE PROVISION OF APPROPRIATE RESOURCES. CAROL WOODS SHALL ENCOURAGE DIVERSITY, RESIDENTS' LEADERSHIP, PARTICIPATION IN AND SERVICE TO CAROL WOODS AND THE LARGER COMMUNITY. CAROL WOODS SHALL ALSO FOSTER A HIGH QUALITY WORK EXPERIENCE FOR STAFF AND FACILITATE STAFF DEVELOPMENT THAT EMBODIES THE VALUES AND MISSION OF THE ORGANIZATION.

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

4a	(Code	(Expenses \$	17,941,929	including grants of \$	484,355)	(Revenue \$	19,930,633)
	PROVIDED HOUSING, HEALTHCARE AND OTHER RELATED SERVICES TO SENIOR RESIDENTS THROUGH OPERATION OF A CONTINUING CARE RETIREMENT COMMUNITY CONTAINING 292 INDEPENDENT LIVING APARTMENTS / COTTAGES, 59 ASSISTED LIVING ACCOMMODATIONS, AND A 60-BED HEALTH CENTER SERVED AN AVERAGE OF 459 SENIORS UNDER LIFE CARE ARRANGEMENTS, INCLUDING AN AVERAGE OF 72 LIVING PERMANENTLY IN ASSISTED LIVING AND OR THE HEALTH CENTER CONTINUED PROACTIVE AND INTENTIONAL CHARITABLE CARE AND COMMUNITY BENEFIT PROGRAM, INCLUDING THE FOLLOWING 1) PROVIDED \$139,500 IN FINANCIAL ASSISTANCE TO RESIDENTS IN NEED, 2) MADE CHARITABLE GIFTS TO ORANGE COUNTY (\$175,000), THE TOWN OF CHAPEL HILL (\$100,000) AND THE LOCAL PUBLIC SCHOOLS (\$30,000) TO SUPPORT VITAL SERVICES TO SENIORS IN THE COMMUNITY, 3) MADE \$15,580 IN CHARITABLE GIFTS TO OTHER LOCAL NON-PROFIT ORGANIZATIONS PURSUING MISSIONS SIMILAR TO THAT OF CAROL WOODS, AND 4) MADE \$62,111 IN GRANTS TO OTHER COMMUNITY NON-PROFIT ORGANIZATIONS THROUGH A COMMUNITY CONNECTIONS GRANT WITH THE DUKE ENDOWMENT TO COLLABORATE ON IMPROVING THE LIVES OF SENIORS THROUGHOUT ORANGE AND CHATHAM COUNTIES CONTINUED TO PROVIDE IN-KIND BENEFITS TO THE OUTSIDE COMMUNITY, INCLUDING 1) COLLABORATE WITH THE LOCAL YMCA TO OFFER A 5-STAR PRESCHOOL CHILD DEVELOPMENT PROGRAM TO 64 3 TO 5 YEAR OLD CHILDREN IN THE COMMUNITY CAROL WOODS BUILT THE BUILDING WITH ITS OWN RESOURCES TO 5-STAR STANDARDS ON ITS CAMPUS, AND OFFERS IT TO THE YMCA AT BELOW-MARKET RENT IN ORDER FOR THE YMCA TO OFFER A MORE AFFORDABLE SERVICE TO MANY FAMILIES WHO WOULD OTHERWISE NOT BE ABLE TO AFFORD THE PROGRAM LOCATING THE CENTER ON CAROL WOODS' CAMPUS PROMOTES A VIBRANT INTER-GENERATIONAL PROGRAM BETWEEN THE CHILDREN AND THE SENIORS LIVING ON CAMPUS 2) MADE AVAILABLE CAROL WOODS' CAMPUS AND STAFF FOR A VARIETY OF EDUCATIONAL AND COMMUNITY SUPPORT PURPOSES, SUPPORTING INTERNSHIPS AND OTHER OPPORTUNITIES FOR STUDENTS TO LEARN OF AGING SERVICES OPPORTUNITIES IN DISCIPLINES RANGING FROM MEDICAL AND NURSE PRACTITIONER, TO SOCIAL WORK AND NURSING, TO CERTIFIED NURSING ASSISTANTS AND 3) DONATED FOOD TO THE LOCAL HOMELESS SHELTER AND TO AN AIDS HOUSE, AND BUILDING MATERIALS TO THE HABITAT RESTORE						

[illegible][illegible]

4e	Total program service expenses	\$ 17,941,929
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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.	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	Yes	
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.		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.		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.		
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.		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.		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III.		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.		No
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.		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.	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.		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.		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.		No
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.	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.		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.	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, 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.		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.		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.		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.		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.		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.		No
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H.		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.		

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	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	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	Yes	
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		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
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	Yes	
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 ☐			
		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. .	1a	11
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	401
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		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		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?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		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?		No
10b	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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	Yes	
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
16b	If "Yes," 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?		

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. ☐ Own website ☒ Another's website ☒ 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. KENNETH G REEB JR 750 WEAVER DAIRY ROAD CHAPEL HILL, NC 27514 (919) 918-3280

Part VII

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

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

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

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

- List all of the organization’s **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization’s **current** key employees, if any See instructions for definition of “key employee ”
- List the organization’s five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization’s **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization’s **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOHN LINK JR CHAIR	1 00	X		X				0	0	0
(2) RICHARD BLANKENSHIP VICE CHAIR	1 00	X		X				0	0	0
(3) NEELEY MCLAUGHLIN TREASURER	1 00	X		X				0	0	0
(4) BARBARA JESSIE-BLACK DIRECTOR	1 00	X						0	0	0
(5) MARY ANN GROSS DIRECTOR	1 00	X						0	0	0
(6) PAT DEVINE DIRECTOR	1 00	X						0	0	0
(7) JOHN HAWKINS DIRECTOR	1 00	X						0	0	0
(8) MARY BECK DIRECTOR	1 00	X						0	0	0
(9) STEPHEN ELKINS-WILLIAMS DIRECTOR	1 00	X						0	0	0
(10) GERDA FILLENBAUM DIRECTOR	1 00	X						0	0	0
(11) HARRY GOODER DIRECTOR	1 00	X						0	0	0
(12) JACK BENJAMIN DIRECTOR	1 00	X						0	0	0
(13) LARRY LOESER DIRECTOR	1 00	X						0	0	0
(14) LORNA HARRIS DIRECTOR	1 00	X						0	0	0
(15) STEVE LACKEY DIRECTOR	1 00	X						0	0	0
(16) KELLY ROSS DIRECTOR	1 00	X						0	0	0
(17) JAMES WILDE SECRETARY	1 00	X		X				0	0	0

Part VII

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) JERRY VAN SANT DIRECTOR	1 00	X						0	0	0
(19) SANDRA VENEGONI DIRECTOR	1 00	X						0	0	0
(20) PATRICIA E SPRIGG PRESIDENT/CEO	40 00			X				279,626	0	60,775
(21) DAVID L WILKERSON VP OF OPERATIONS	40 00			X				251,266	0	15,101
(22) KENNETH G REEB JR VP OF FINANCE/CFO	40 00			X				138,403	0	27,786
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								669,295	0	103,662

2

Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization▶3

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

Section B. Independent Contractors

1

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

(A) Name and business address	(B) Description of services	(C) Compensation
KOESTER BUILDERS 7314 RAMBLEWOOD DRIVE HILLSBOROUGH, NC 27278	CARPENTRY/ REPAIRS	411,575
ROSCOE'S REMODELING 3312 WINSTON ROAD DURHAM, NC 27704	CARPENTRY/ REPAIRS	338,979
LEE AIR CONDITIONERS PO BOX 2895 DURHAM, NC 27715	HEATING AND A/C	250,353
STANLEYS CARPET 5509 SHADOWBROOK DRIVE RALEIGH, NC 27612	CARPETING/ FLOORING	189,439
JD PLUMBING 4416 BENNETT MEMORIAL ROAD SUITE 1 DURHAM, NC 27705	PLUMBING	146,308
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 ▶11	

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	360,235				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f					
	g	Noncash contributions included in lines 1a-1f \$ _____						
	h	Total. Add lines 1a-1f			360,235			
Program Service Revenue			Business Code					
	2a	RESIDENT CHARGES	623000	17,314,985	17,314,985			
	b	HEALTH CENTER	623000	2,588,648	2,588,648			
	c	APPLICATION FEES	623000	27,000	27,000			
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f			19,930,633			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		1,207,705			1,207,705	
	4	Income from investment of tax-exempt bond proceeds . .						
	5	Royalties						
	6a	(i) Real		(ii) Personal				
		98,728						
		98,728						
	d	Net rental income or (loss)		98,728			98,728	
	7a	(i) Securities		(ii) Other				
		13,879,886						
		14,072,419		74,939				
		-192,533		-74,939				
	d	Net gain or (loss)		-267,472			-267,472	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18						
	b	Less direct expenses						
	c	Net income or (loss) from fundraising events . .						
	9a	Gross income from gaming activities See Part IV, line 19						
	b	Less direct expenses						
	c	Net income or (loss) from gaming activities . .						
	10a	Gross sales of inventory, less returns and allowances						
	b	Less cost of goods sold						
	c	Net income or (loss) from sales of inventory . .						
Miscellaneous Revenue		Business Code						
11a	GUEST MEALS & LODGING	900099	257,204			257,204		
b	APARTMENT OPTIONS	900099	26,500			26,500		
c	BEAUTY SHOP REVENUE	900099	3,300			3,300		
d	All other revenue		78,036			78,036		
e	Total. Add lines 11a-11d			365,040				
12	Total revenue. See Instructions			21,694,869	19,930,633	0	1,404,001	

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	419,823	419,823		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	5,608	5,608		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	772,957		772,957	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	8,662,321	7,808,519	853,802	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	249,812	197,201	52,611	
9	Other employee benefits	835,246	753,392	81,854	
10	Payroll taxes	1,565,170	869,247	695,923	
11	Fees for services (non-employees)				
a	Management				
b	Legal	17,254		17,254	
c	Accounting	82,996		82,996	
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees	327,522		327,522	
g	Other	658,759	574,959	83,800	
12	Advertising and promotion	92,522		92,522	
13	Office expenses	3,007,188	2,608,468	398,720	
14	Information technology				
15	Royalties				
16	Occupancy	1,112,946	1,007,810	105,136	
17	Travel	30,421	3,316	27,105	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	1,418,903	1,418,903		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	2,230,495	2,230,495		
23	Insurance	225,597		225,597	
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	MISCELLANEOUS	110,757	44,188	66,569	
b	EMPLOYEE RELATED	85,864		85,864	
c	LOAN AMORTIZATION	12,113		12,113	
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	21,924,274	17,941,929	3,982,345	0
26	Joint costs. Check here ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			188,718	1	265,530
	2	Savings and temporary cash investments			1,675,329	2	1,683,920
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			874,547	4	760,372
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			92,376	5	71,111
	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			277,553	8	264,945
	9	Prepaid expenses and deferred charges			251,217	9	307,558
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a	66,452,172			
	b	Less: accumulated depreciation	10b	29,635,579	36,057,362	10c	36,816,593
	11	Investments—publicly traded securities			37,654,358	11	37,535,016
	12	Investments—other securities. See Part IV, line 11				12	
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			426,105	15	413,991
	16	Total assets. Add lines 1 through 15 (must equal line 34)			77,497,565	16	78,119,036
Liabilities	17	Accounts payable and accrued expenses			2,360,140	17	3,493,058
	18	Grants payable				18	
	19	Deferred revenue			31,471,646	19	30,128,305
	20	Tax-exempt bond liabilities			26,644,331	20	27,551,830
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties			681,510	24	1,711,023
	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			3,637,476	25	9,777,095
	26	Total liabilities. Add lines 17 through 25			64,795,103	26	72,661,311
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			11,864,099	27	4,587,162
	28	Temporarily restricted net assets			838,363	28	870,563
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117, check here ☐ 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			12,702,462	33	5,457,725
	34	Total liabilities and net assets/fund balances			77,497,565	34	78,119,036

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	21,694,869
2	Total expenses (must equal Part IX, column (A), line 25)	2	21,924,274
3	Revenue less expenses Subtract line 2 from line 1	3	-229,405
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	12,702,462
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-7,015,332
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	5,457,725

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 ☐ Cash ☒ Accrual ☐ Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ 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 THE CHAPEL HILL RESIDENTIAL RETIREMENT CENTER INC	Employer identification number 23-7271041
--	--

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 See**section 509(a)(4).**

11

☐

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

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

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

f

☐

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

g

☐

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

(i)

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

(ii)

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

(iii)

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

h

☐

Provide the following information about the supported organization(s)

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

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

Part II

Support Schedule for Organizations Described in 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	(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	(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						
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						
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						
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						
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions						

Part IIISupport Schedule for Organizations Described in 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
1Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	85,346	530,270	545,960	605,086	360,235	2,126,897
2Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	17,103,416	17,824,818	18,589,109	19,202,005	20,029,361	92,748,709
3Gross receipts from activities that are not an unrelated trade or business under section 513						
4Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5The value of services or facilities furnished by a governmental unit to the organization without charge						
6Total. Add lines 1 through 5	17,188,762	18,355,088	19,135,069	19,807,091	20,389,596	94,875,606
7aAmounts included on lines 1, 2, and 3 received from disqualified persons	252,180	312,697	366,590	443,829	505,956	1,881,252
bAmounts 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
cAdd lines 7a and 7b	252,180	312,697	366,590	443,829	505,956	1,881,252
8Public Support (Subtract line 7c from line 6.)						92,994,354

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9Amounts from line 6	17,188,762	18,355,088	19,135,069	19,807,091	20,389,596	94,875,606
10aGross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,465,861	1,895,948	1,482,353	1,495,761	1,207,705	7,547,628
bUnrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
cAdd lines 10a and 10b	1,465,861	1,895,948	1,482,353	1,495,761	1,207,705	7,547,628
11Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	235,910	315,325	312,487	317,140	365,670	1,546,532
13Total support (Add lines 9, 10c, 11 and 12.)	18,890,533	20,566,361	20,929,909	21,619,992	21,962,971	103,969,766
14First 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

15Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	89.440 %
16Public support percentage from 2010 Schedule A, Part III, line 15	16	89.170 %

Section D. Computation of Investment Income Percentage

17Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	7.260 %
18Investment income percentage from 2010 Schedule A, Part III, line 17	18	7.750 %
19a33 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	☒	
b33 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	☐	
20Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	☐	

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the 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

SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ 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 THE CHAPEL HILL RESIDENTIAL RETIREMENT CENTER INC	Employer identification number 23-7271041
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Part I

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	
	☐ Yes ☐ No	
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	
	☐ Yes ☐ No	

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

▶ \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2011

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	
1d	
1e	
1f	

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		833,077		833,077
b Buildings		55,279,387	25,271,948	30,007,439
c Leasehold improvements		1,408,364	643,858	764,506
d Equipment		5,051,822	2,309,530	2,742,292
e Other		3,879,522	1,410,243	2,469,279
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				36,816,593

Schedule D (Form 990) 2011

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	21,694,869
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	21,924,274
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-229,405
4	Net unrealized gains (losses) on investments	4	-736,213
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-6,279,119
9	Total adjustments (net) Add lines 4 - 8	9	-7,015,332
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-7,244,737

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	14,877,961
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-736,213
b	Donated services and use of facilities	2b	58,924
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-6,139,619
e	Add lines 2a through 2d	2e	-6,816,908
3	Subtract line 2e from line 1	3	21,694,869
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	21,694,869

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	22,122,698
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	58,924
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	139,500
e	Add lines 2a through 2d	2e	198,424
3	Subtract line 2e from line 1	3	21,924,274
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	21,924,274

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
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	INCOME TAX STATUS- THE CENTER IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. ACCORDINGLY, THE ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS DO NOT REFLECT A PROVISION OR LIABILITY FOR FEDERAL AND STATE INCOME TAXES. THE CENTER HAS DETERMINED THAT IT DOES NOT HAVE ANY MATERIAL UNRECOGNIZED TAX BENEFITS NOR OBLIGATIONS AS OF DECEMBER 31, 2011. THE CENTER BELIEVES THAT IT'S NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS FOR YEARS PRIOR TO DECEMBER 31, 2008.
PART XI, LINE 8 - OTHER ADJUSTMENTS		CHANGE IN FAIR VALUE OF INTEREST RATE SWAP AGREEMENTS -6,139,619. FINANCIAL ASSISTANCE DISCOUNTS TO RESIDENTS -139,500. TOTAL TO SCHEDULE D, PART XI, LINE 8 -6,279,119.
PART XII, LINE 2D - OTHER ADJUSTMENTS		CHANGE IN FAIR VALUE OF INTEREST RATE SWAP AGREEMENTS -6,139,619.
PART XIII, LINE 2D - OTHER ADJUSTMENTS		FINANCIAL ASSISTANCE DISCOUNTS TO RESIDENTS 139,500.

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization
THE CHAPEL HILL RESIDENTIAL RETIREMENT
CENTER INC

Employer identification number
23-7271041

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 ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) TOWN OF CHAPEL HILL 405 MARTIN LUTHER KING JR BLVD CHAPEL HILL, NC 27514	56-6001199		100,000				GENERAL SUPPORT, SENIOR SERVICES
(2) ORANGE COUNTY200 SOUTH CAMERON ST HILLSBORO, NC 27278	56-6000327	501(C)(3)	175,000				GENERAL SUPPORT, SENIOR SERVICES
(3) CHAPEL HILLCARRBORO CITY SCHOOLS750 S MERRITT MILL RD CHAPEL HILL, NC 27516	56-6001004	501(C)(3)	30,000				PROMOTION OF CAREERS IN AGING SERVICES
(4) EXPERIENCE THEATER 220 ELIZABETH STREET CHAPEL HILL, NC 27514	45-2943946	501(C)(3)	10,000				SENSITIZING HIGH SCHOOL KIDS TO AGING
(5) NORTHWEST COMMUNITY CARE NETWORK1920 W FIRST ST 5TH FL WINSTONSALEM, NC 27104	02-0774853	501(C)(3)	20,000				THROUGH THE DUKE ENDOWMENT GRANT TO CW
(6) UNC HOME HEALTH 1101 WEAVER DAIRY RD 200 CHAPEL HILL, NC 27514	56-1118388		24,611				THROUGH THE DUKE ENDOWMENT GRANT TO CW

2

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

6

3

Enter total number of other organizations listed in the line 1 table

Part III

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

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) CW CDC CHILD DAY CARE STIPENDS TO EMPLOYEES	3	5,608			MONTHLY STIPENDS TO CW EMPLOYEES WITH CHILDREN AT CW/YMCA CHILDRENS CENTER

Part IV

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

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 CAROL WOODS PROVIDES GIFTS TO OTHER NON-PROFIT ORGANIZATIONS AND TO GOVERNMENTAL ENTITIES FOR PURPOSES RELATED TO CAROL WOODS' CORPORATE MISSION GIFT RECIPIENTS ARE EXPECTED TO PROVIDE INFORMATION BACK TO CAROL WOODS AS TO THE OUTCOME OF THE USE OF GIFTS RECEIVED ON THE LIVES OF SENIORS UNDER ITS STAFF DEVELOPMENT PROGRAM, CAROL WOODS ALSO PROVIDES MONTHLY STIPENDS TO EMPLOYEES WHO ARE EITHER THE PARENTS OR GRAND-PARENTS OF PRESCHOOL CHILDREN WHO ATTEND THE CHILDREN'S CENTER LOCATED ON CAROL WOODS' CAMPUS AND OPERATED BY THE CHAPEL HILL YMCA

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 THE CHAPEL HILL RESIDENTIAL RETIREMENT CENTER INC	Employer identification number 23-7271041
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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		
☐ First-class or charter travel		
☐ Travel for companions		
☐ Tax idemnification and gross-up payments		
☐ Discretionary spending account		
☐ Housing allowance or residence for personal use		
☐ Payments for business use of personal residence		
☐ Health or social club dues or initiation fees		
☐ Personal services (e g , maid, chauffeur, chef)		
1b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain		
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?		
3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
☒ Compensation committee		
☒ Independent compensation consultant		
☐ Form 990 of other organizations		
☐ Written employment contract		
☒ Compensation survey or study		
☒ Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a Receive a severance payment or change-of-control payment?		No
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	Yes	
c Participate in, or receive payment from, an equity-based compensation arrangement?		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?		No
b Any related organization?		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?		No
b Any related organization?		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		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		No
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

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

Note. The sum of columns (B)(i)-(iii) 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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) PATRICIA E SPRIGG	(i)	256,609	0	23,017	52,107	8,668	340,401	0
	(ii)	0	0	0	0	0	0	0
(2) DAVID L WILKERSON	(i)	225,474	0	25,792	7,350	7,751	266,367	0
	(ii)	0	0	0	0	0	0	0
(3) KENNETH G REEB JR	(i)	129,117	0	9,286	20,035	7,751	166,189	0
	(ii)	0	0	0	0	0	0	0
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III **Supplemental Information**

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

Identifier	Return Reference	Explanation
	PART I, LINE 4B	CERTAIN OFFICERS OF CAROL WOODS PARTICIPATE IN A 457F PLAN OFFERED BY CAROL WOODS. UNDER THE TERMS OF THE PLAN THE FOLLOWING AMOUNTS WERE DEFERRED/ACCRUED DURING THE 2011 YEAR: PATRICIA SPRIGG - \$44,575; KENNETH REEB, JR. - \$15,513.

Schedule K (Form 990)	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	
	Department of the Treasury Internal Revenue Service											Open to Public Inspection
Name of the organization THE CHAPEL HILL RESIDENTIAL RETIREMENT CENTER INC										Employer identification number 23-7271041		

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 NORTH CAROLINA MEDICAL CARE COMMISSION	52-1309402	NOTASSIGN	10-22-2010	30,000,000	REFINANCING, ADDITIONAL CONSTRUCTION CAPITAL NEEDS		X		X		X

Part II Proceeds

		A		B		C		D	
1	Amount of bonds retired	2,448,170							
2	Amount of bonds defeased								
3	Total proceeds of issue	30,000,882							
4	Gross proceeds in reserve funds	626,972							
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrow								
7	Issuance costs from proceeds	266,032							
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds	3,371,640							
11	Other spent proceeds	25,017,297							
12	Other unspent proceeds	1,345,031							
13	Year of substantial completion	2012							
		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 III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		X						
b	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 IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2	Is the bond issue a variable rate issue?	X							
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?	X							
b	Name of provider	BANK OF AMERICA/DEUTSCHE							
c	Term of hedge	20 583333300000							
d	Was the hedge superintegrated?		X						
e	Was a hedge terminated?		X						
4a	Were gross proceeds invested in a GIC?		X						
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5	Were any gross proceeds invested beyond an available temporary period?		X						
6	Did the bond issue qualify for an exception to rebate?		X						

Part V

Procedures 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 VI

Supplemental Information

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

Identifier	Return Reference	Explanation
SCHEDULE K, PART IV, LINE 3	DESCRIPTION OF HEDGE	A HEDGE CONTRACT IS IN EFFECT WITH BANK OF AMERICA UNTIL 4/1/12, AT WHICH TIME THAT HEDGE WILL TERMINATE AND A HEDGE WITH DEUTSCHE BANK WILL ENGAGE AND PROCEED THROUGH 4/1/31 INTEREST RATE SWAPS THAT WERE IN PLACE FOR THE REFUNDED BONDS (SERIES 2001) WERE RETAINED THROUGH REFUNDING IN 2010

Schedule L
(Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE CHAPEL HILL RESIDENTIAL RETIREMENT
CENTER INC

Employer identification number

23-7271041

Part I

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

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

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2

Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958

\$

3

Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

\$

Part II

Loans to and/or From Interested Persons.

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

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c)Original principal amount	(d)Balance due	(e) In default?		(f) Approved by board or committee?		(g)Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
(1) PATRICIA E SPRIGG		X	90,000	71,111		No	Yes		Yes	
Total				71,111						

Part III

Grants or Assistance Benefitting Interested Persons.

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

(a) Name of interested person	(b)Relationship between interested person and the organization	(c)Amount of grant or type of assistance

Part IV

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

Part V

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

Identifier	Return Reference	Explanation
	EXPLANATION OF LOAN	LOAN TO PATRICIA E SPRIGG IS AN EMPLOYMENT INCENTIVE LOAN TO BE FORGIVEN OVER A PERIOD OF FOUR YEARS FOR EACH YEAR OF SERVICE INTEREST ACCRUES ON THE BALANCE EACH YEAR THE LOAN WAS ORIGINALLY BOOKED ON 12/31/09, AND THE FIRST PORTION TO BE FORGIVEN IS SCHEDULED FOR JANUARY 1, 2011, AND EACH SUBSEQUENT PORTION ON JANUARY 1 OF 2012, 2013, AND 2014, CONTINGENT ON EMPLOYMENT IN EACH YEAR

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
THE CHAPEL HILL RESIDENTIAL RETIREMENT
CENTER INC**Employer identification number**

23-7271041

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 1	EXECUTIVE COMMITTEE- THERE SHALL BE AN EXECUTIVE COMMITTEE WHICH SHALL CONSIST OF THE FOUR OFFICERS AND UP TO THREE VOTING MEMBERS OF THE BOARD OF DIRECTORS TO DESIGNATED BY THE BOARD OF DIRECTORS EACH YEAR AND WHOSE TERM SHALL BE FOR ONE (1) YEAR THE PRESIDENT OF CAROL WOODS RESIDENTS ASSOCIATION AND THE CHIEF EXECUTIVE OFFICER SHALL BE EX-OFFICIO MEMBERS OF THE EXECUTIVE COMMITTEE ENTITLED TO PARTICIPATE IN THE DELIBERATION OF THE COMMITTEE BUT NOT ENTITLED TO VOTE THE CHAIR OF THE BOARD SHALL CHAIR THE EXECUTIVE COMMITTEE THE EXECUTIVE COMMITTEE SHALL HAVE AUTHORITY TO MANAGE AND CONDUCT THE BUSINESS AND PROPERTY OF THE CORPORATION, EXCEPT AS LIMITED BY LAW AND EXCEPT FOR THE ELECTION OF OFFICERS AND DIRECTORS IT SHALL MEET AS OFTEN AS NECESSARY IN THE JUDGEMENT OF ITS CHAIR, AND AT ANY TIME AT THE CALL OF AND UNDER THE AUTHORITY OF MEMBERS OF THE BOARD OF DIRECTORS ALL ACTIONS OF THE EXECUTIVE COMMITTEE SHALL BE REPORTED IN FULL AT THE NEXT ENSUING MEETING OF THE BOARD OF DIRECTORS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE ORGANIZATION HAS A POLICY THAT STATES THAT PAPER AND/OR ELECTRONIC COPIES OF FORM 990 WILL BE PROVIDED TO EACH MEMBER OF THE BOARD OF DIRECTORS PRIOR TO ITS FILING WITH THE IRS THE FORM 990 WAS PROVIDED TO BOARD MEMBERS FOR THIER PERSONAL REVIEW THE FORM 990 WAS FORMALLY ACCEPTED BY THE BOARD OF DIRECTORS AT A SUBSEQUENT BOARD MEETING

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	THE ORGANIZATION REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY BY 1) DISCUSSING THE POLICY INITIALLY WITH BOARD OF DIRECTORS CANDIDATES PRIOR TO BEING NOMINATED TO THE BOARD, 2) REVIEWING THE POLICY ANNUALLY WITH EACH BOARD MEMBER, 3) ANNUALLY ASKING EACH BOARD MEMBER TO SIGN A STATEMENT INDICATING THAT HE OR SHE HAS READ AND UNDERSTANDS THE POLICY, AND 4) ASKING EACH BOARD MEMBER TO ALSO DISCLOSE IN WRITING ANY ORGANIZATIONAL RELATIONSHIP OR OTHER ACTIVITY OR INTEREST THAT MIGHT POSSIBLY CONSTITUTE A CONFLICT OF INTEREST

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	ANNUALLY, THE EXECUTIVE COMMITTEE OF THE ORGANIZATION WILL REVIEW THE SALARIES OF ITS CORPORATE OFFICERS (PRESIDENT/CEO, VP OF FINANCE/CFO & VP OF OPERATIONS), AS WELL AS KEY DEPARTMENT DIRECTOR POSITIONS. THIS IS DOCUMENTED IN THE ORGANIZATION'S MINUTES. EVERY 3 TO 4 YEARS THE EXECUTIVE COMMITTEE OF THE ORGANIZATION'S BOARD RETAINS AN OUTSIDE CONSULTING FIRM TO ASSESS THE SALARIES OF ITS CORPORATE OFFICERS (PRESIDENT/CEO, VP OF FINANCE/CFO & VP OF OPERATIONS), AS WELL AS KEY DEPARTMENT DIRECTOR POSITIONS. A REPORT IS PREPARED AND PRESENTED TO THE EXECUTIVE COMMITTEE FOR REVIEW. 2008 WAS THE MOST RECENT YEAR IN WHICH THIS INDEPENDENT EXTERNAL PROCESS WAS CONDUCTED.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	1) ARTICLES OF INCORPORATION ARE AVAILABLE ON THE WEBSITE OF THE NC SECRETARY OF STATE, 2) BY LAWS ARE AVAILABLE FOR INSPECTION UPON REQUEST, 3) ANNUAL DISCLOSURE STATEMENT IS AVAILABLE ON-LINE THROUGH THE NC DEPARTMENT OF INSURANCE (NCDOI.COM), AND INCLUDES IN APPENDICES COPIES OF THE DOI CCRC LICENSE, DHSR NURSING FACILITY LICENSE, ANNUAL AUDITED FINANCIAL STATEMENTS, 5-YEAR FINANCIAL PROJECTIONS, CONFLICT OF INTEREST POLICY, CCRC CONTRACT, AND OTHER CORPORATE INFORMATION, 4) CORPORATE CODE OF CONDUCT AND PRIVACY POLICY ARE AVAILABLE VIA CAROL WOODS' WEBSITE. WEBSITE AND DISCLOSURE STATEMENTS ALSO PROVIDE CURRENT LISTING OF BOARD OF DIRECTORS

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -736,213 CHANGE IN FAIR VALUE OF INTEREST RATE SWAP AGREEMENTS -6,139,619 FINANCIAL ASSISTANCE DISCOUNTS TO RESIDENTS -139,500 TOTAL TO FORM 990, PART XI, LINE 5 -7,015,332

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

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

THE CHAPEL HILL RESIDENTIAL RETIREMENT
CENTER INC

Employer identification number

23-7271041

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) THE CAROL WOODS CHARITABLE FUND INC 750 WEAVER DAIRY ROAD CHAPEL HILL, NC 27514 20-4262143	SUPPORTING ORGANIZATION	NC	501(C)(3)	LINE 11A, I	THE CHAPEL HILL RESIDENTIAL RETIREMENT CENTER INC	Yes	

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

No

No

Yes

No

Yes

No

No

No

No

No

No

No

No

No

No

No

No

No

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) THE CAROL WOODS CHARITABLE FUND INC	C	360,235	CASH
(2) THE CAROL WOODS CHARITABLE FUND INC	E	500,000	CASH
(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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Additional Data

Software ID:
Software Version:
EIN: 23-7271041
Name: THE CHAPEL HILL RESIDENTIAL RETIREMENT
CENTER INC

Form 990, Special Condition Description:

Special Condition Description
