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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
LIFESPACE COMMUNITIES INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
100 EAST GRAND AVENUE NO 200

City or town, state or country, and ZIP + 4
DES MOINES, IA 50309

D Employer identification number
42-1068850

E Telephone number
(515) 288-5805

G Gross receipts $ 238,277,526

F Name and address of principal officer
SCOTT M HARRISON
100 EAST GRAND AVENUE NO 200
DES MOINES,IA 50309

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 LIFESPACECOMMUNITIES COM

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 1976 | **M** State of legal domicile IA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
CREATING COMMUNITIES CELEBRATING THE LIVES OF SENIORS

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	10
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	9
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	3,019
6	Total number of volunteers (estimate if necessary)	**6**	1,749
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)	1,308,774	666,440
	9 Program service revenue (Part VIII, line 2g)	165,529,506	192,164,208
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,874,452	2,177,960
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	173,712,732	195,008,608
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)	721,939	3,460,055
	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)	74,600,734	81,900,375
	16a Professional fundraising fees (Part IX, column (A), line 11e)	113,131	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	83,286,207	95,135,921
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	158,722,011	180,496,351
	19 Revenue less expenses Subtract line 18 from line 12	14,990,721	14,512,257

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	548,879,118	601,979,578
	21 Total liabilities (Part X, line 26)	423,315,645	460,341,253
	22 Net assets or fund balances Subtract line 21 from line 20	125,563,473	141,638,325

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

****** | 2012-10-17
Signature of officer | Date

SCOTT M HARRISON CEO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed	Preparer's taxpayer identification number (see instructions)
BRUCE CAHILL		☐	P00546325

Firm's name (or yours if self-employed), address, and ZIP + 4
DENMAN & COMPANY LLP
1601 22ND STREET SUITE 400
WEST DES MOINES, IA 502661453

EIN ▶ 42-0794029

Phone no ▶ (515) 225-8400

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

Part III **Statement of Program Service Accomplishments**

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

1 Briefly describe the organization's mission

CREATING COMMUNITIES CELEBRATING THE LIVES OF SENIORS

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

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

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

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses $ 158,066,808 including grants of $ 3,460,055) (Revenue $ 190,255,686)

LIFESPACE COMMUNITIES, INC OWNS ELEVEN DIFFERENT COMMUNITIES (5 IN FL, 2 IN IL, 1 IN MN, KS, PA AND NE) WHICH PROVIDE APARTMENT UNITS AND HEALTH CARE FOR RETIRED PERSONS RESIDENTS PAY AN INITIAL ENTRANCE FEE AND MONTHLY SERVICE FEES THEREAFTER WHICH ENTITLE THEM TO THE USE OF THE FACILITY FOR LIFE AND UNLIMITED USE OF THE HEALTH CENTER RESIDENTS DO NOT ACQUIRE TITLE TO THE PROPERTY

4b (Code) (Expenses $ including grants of $) (Revenue $)

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)
(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶ $ 158,066,808

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	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*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		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*	10		No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Part I*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III and IV*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**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? *If "Yes," complete Schedule I, Parts I and III*	**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? *If "Yes," complete Schedule J*	**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? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**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? *If "Yes," complete Schedule L, Part 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? *If "Yes," complete Schedule L, Part 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? *If "Yes," complete Schedule L, Part II*	**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? *If "Yes," complete Schedule L, Part III*	**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? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**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? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**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? *If "Yes," complete Schedule R, Part I*	**33**	Yes	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**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)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**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? *If "Yes," complete Schedule R, Part VI*	**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**	514		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			**1c**		
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	3,019		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			**2b**	Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			**3a**		No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			**3b**		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?			**4a**		No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .			**5a**		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			**5b**		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			**5c**		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			**6a**		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			**6b**		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			**7a**		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			**7b**		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			**7c**		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			**7e**		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .			**7f**		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			**7h**		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			**8**		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			**9a**		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			**9b**		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	**11a**				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			**12a**		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state			**13a**		
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**				
c	Enter the aggregate amount of reserves on hand	**13c**				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			**14a**		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			**14b**		

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	10		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	9		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3			No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			No
6	Did the organization have members or stockholders?	6			No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a			No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	8a		Yes	
b	Each committee with authority to act on behalf of the governing body?	8b		Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		Yes	

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

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

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ MN

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 ▶

JASON BULS
100 EAST GRAND AVENUE SUITE 200
DES MOINES, IA 50309
(515) 288-5805

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 J KADUCE DIRECTOR	2 00	X						25,000	0	0
(2) SCOTT M HARRISON PRESIDENT/CEO/DIRECTOR	40 00	X		X				431,813	0	34,212
(3) ANN A WAGNER-HAUSER DIRECTOR	2 00	X						25,000	0	0
(4) DONALD W BOURNE DIRECTOR	2 00	X						25,000	0	0
(5) WILLIAM R COOK DIRECTOR	2 00	X						27,640	0	0
(6) JAMES E NOLAND DIRECTOR	2 00	X						25,000	0	0
(7) PAULA J SHIVES CHAIRMAN & DIRECTOR	6 00	X						31,960	0	0
(8) RITA M DRAGONETTE DIRECTOR	2 00	X						24,000	0	0
(9) E LAVERNE EPP DIRECTOR	2 00	X						25,000	0	0
(10) ROBERT C KEHM DIRECTOR	2 00	X						25,000	0	0
(11) LARRY M SMITH VICE PRES/CFO & TREASURER	40 00			X				261,559	0	33,748
(12) JAMES BIERE VICE PRESIDENT/COO	40 00			X				248,717	0	33,101
(13) JOEY LEONHARDT VICE PRESIDENT - HR	40 00			X				57,662	0	6,912
(14) KIMBERLY HULETT VICE PRESIDENT - MARKETING	40 00			X				97,888	0	9,613
(15) BOBBI JO HADEN EXECUTIVE DIRECTOR	40 00					X		179,994	0	18,691
(16) HAROLD KAVAN RISK MANAGER	40 00					X		157,786	0	24,275
(17) MARK ZULLO MARKETING DIRECTOR	40 00					X		146,665	0	21,949

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) SHAWN PERRIGO EXECUTIVE DIRECTOR	40 00					X		149,245	0	15,321
(19) ANSLEY HOLT EXECUTIVE DIRECTOR	40 00					X		144,081	0	28,103
1b **Sub-Total**										
c **Total from continuation sheets to Part VII, Section A**										
d **Total (add lines 1b and 1c)**								2,109,010	0	225,925

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 ▶ 25

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
REHABWORKS LLC PO BOX 503534 ST LOUIS, MO 631503534	THERAPY	4,988,343
GLYNN DEVINS ADVERTISING 11230 COLLEGE BLVD OVERLAND PARK, KS 66210	MARKETING	2,061,979
ALLY CONSTRUCTION SERVICES INC 2581 JUPITER PARK DRIVE JUPITER, FL 33458	CONSTRUCTION	1,361,781
SEA HORSE CONTRACTING INC PO BOX 832030 DELRAY BEACH, FL 33483	REFURB CONSTRUCTION	1,099,345
CCHODGSONS ARCHITECTURAL GROUP 23240 CHAGRIN BLVD STE 325 CLEVELAND, OH 44122	CONSTRUCTION	1,096,185

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 ▶ 77

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 643,990				
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f 22,450				
	g	Noncash contributions included in lines 1a-1f $ _____				
	h	**Total.** Add lines 1a-1f . . . . . ▶	666,440			
Program Service Revenue		Business Code				
	2a	APARTMENT FEES	531110	111,897,273	111,897,273	
	b	SKILLED NURSING	623000	50,621,612	50,621,612	
	c	ENTRANCE FEES	531110	29,645,323	29,645,323	
	d					
	e					
	f	All other program service revenue				
	g	**Total.** Add lines 2a–2f . . . . . ▶		192,164,208		
	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶		3,125,752		3,125,752
	4	Income from investment of tax-exempt bond proceeds . . ▶				
	5	Royalties . . . . . ▶				
		(i) Real / (ii) Personal				
	6a	Gross rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss) . . . . . ▶				
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory: 42,300,066 / 21,060				
	b	Less cost or other basis and sales expenses: 41,339,336 / 1,929,582				
	c	Gain or (loss): 960,730 / -1,908,522				
	d	Net gain or (loss) . . . . . ▶	-947,792	-1,908,522		960,730
	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . . a				
	b	Less direct expenses . . . b				
	c	Net income or (loss) from fundraising events . . ▶				
	9a	Gross income from gaming activities See Part IV, line 19 . . . a				
	b	Less direct expenses . . . b				
	c	Net income or (loss) from gaming activities . . ▶				
	10a	Gross sales of inventory, less returns and allowances . a				
	b	Less cost of goods sold . . b				
	c	Net income or (loss) from sales of inventory . . ▶				
Other Revenue		Miscellaneous Revenue / Business Code				
	11a					
	b					
	c					
	d	All other revenue				
	e	**Total.** Add lines 11a–11d . . . . . ▶				
	12	**Total revenue.** See Instructions . . . ▶	195,008,608	190,255,686	0	4,086,482

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	3,031,946	3,031,946		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	428,109	428,109		
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	1,448,825	289,765	1,159,060	
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	64,209,960	51,367,968	12,841,992	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	799,644	639,715	159,929	
9	Other employee benefits	9,415,740	7,532,592	1,883,148	
10	Payroll taxes	6,026,206	4,820,965	1,205,241	
11	Fees for services (non-employees)				
a	Management	7,264,779	6,901,540	363,239	
b	Legal	441,150		441,150	
c	Accounting	309,251		309,251	
d	Lobbying				
e	Professional fundraising *See Part IV, line 17* . .				
f	Investment management fees	10,200		10,200	
g	Other				
12	Advertising and promotion	3,275,863	2,620,690	655,173	
13	Office expenses				
14	Information technology				
15	Royalties . .				
16	Occupancy				
17	Travel				
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	5,529,387	5,529,387		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	26,837,845	25,495,953	1,341,892	
23	Insurance	4,799,450	4,703,461	95,989	
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	MEDICAL & OTHER RESIDEN	11,409,763	11,409,763		
b	DIETARY	11,404,940	11,404,940		
c	PLANT OPERATIONS	10,988,000	10,988,000		
d	SUPPLIES	3,813,053	3,050,443	762,610	
e					
f	All other expenses	9,052,240	7,851,571	1,200,669	
25	**Total functional expenses.** Add lines 1 through 24f	180,496,351	158,066,808	22,429,543	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) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		2,162,913	1	2,032,528
	2	Savings and temporary cash investments		12,890,743	2	11,902,093
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		12,074,019	4	33,151,901
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		5,150,000	6	7,300,000
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		664,350	8	623,301
	9	Prepaid expenses and deferred charges		2,433,932	9	2,909,827
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 600,173,120			
	b	Less accumulated depreciation	10b 242,967,411	329,639,463	10c	357,205,709
	11	Investments—publicly traded securities		103,725,245	11	109,726,390
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	4,476,618
	15	Other assets See Part IV, line 11		80,138,453	15	72,651,211
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		548,879,118	16	601,979,578
Liabilities	17	Accounts payable and accrued expenses		28,665,309	17	28,721,059
	18	Grants payable			18	
	19	Deferred revenue		5,795,264	19	5,748,494
	20	Tax-exempt bond liabilities		122,584,721	20	138,736,123
	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		4,700,000	23	4,709,966
	24	Unsecured notes and loans payable to unrelated third parties			24	20,000,000
	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		261,570,351	25	262,425,611
	26	**Total liabilities.** Add lines 17 through 25		423,315,645	26	460,341,253
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		125,563,473	27	141,638,325
	28	Temporarily restricted net assets			28	
	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		125,563,473	33	141,638,325
	34	Total liabilities and net assets/fund balances		548,879,118	34	601,979,578

Part XI Reconcilliation 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	195,008,608
2	Total expenses (must equal Part IX, column (A), line 25)	2	180,496,351
3	Revenue less expenses Subtract line 2 from line 1	3	14,512,257
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	125,563,473
5	Other changes in net assets or fund balances (explain in Schedule O)	5	1,562,595
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	141,638,325

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? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	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	2c	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?	3a		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 . .	3b		

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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
LIFESPACE COMMUNITIES INC

Employer identification number
42-1068850

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?

	Yes	No
(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? **11g(i)**		
(ii) a family member of a person described in (i) above? **11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

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

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

Part II **Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public Support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 **Total support** (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (See instructions) **12**

13 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2010 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	338,673	432,548	412,953	1,308,774	666,440	3,159,388
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	149,686,699	155,424,779	160,660,380	165,529,506	192,164,208	823,465,572
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5	150,025,372	155,857,327	161,073,333	166,838,280	192,830,648	826,624,960
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	338,673	432,548	412,953	1,308,774	643,990	3,136,938
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b	338,673	432,548	412,953	1,308,774	643,990	3,136,938
8 **Public Support** (Subtract line 7c from line 6)						823,488,022

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	150,025,372	155,857,327	161,073,333	166,838,280	192,830,648	826,624,960
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,776,955	4,646,264	3,970,310	2,790,758	3,125,752	19,310,039
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	4,776,955	4,646,264	3,970,310	2,790,758	3,125,752	19,310,039
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)	154,802,327	160,503,591	165,043,643	169,629,038	195,956,400	845,934,999

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	97 350 %
16	Public support percentage from 2010 Schedule A, Part III, line 15	16	97 000 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2011** (line 10c column (f) divided by line 13 column (f))	17	2 280 %
18	Investment income percentage from **2010** Schedule A, Part III, line 17	18	2 650 %

19a **33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☑

b **33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

20 **Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ▶☐

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

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ 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.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
LIFESPACE COMMUNITIES INC

Employer identification number
42-1068850

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	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

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

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

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

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

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

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

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

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

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

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

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

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

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

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

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

Part VI 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		31,203,835		31,203,835
b Buildings		545,687,184	228,222,680	317,464,504
c Leasehold improvements		363,884	293,295	70,589
d Equipment		22,918,217	14,451,436	8,466,781
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				357,205,709

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) BOND DISCOUNT - NET	417,436
(2) ASSETS WHOSE USE IS LIMITED OPERATING RESERVE FUND	13,668,674
(3) ASSETS WHOSE USE IS LIMITED DEBT SERVICE RESERVE FUND	12,241,034
(4) ASSETS WHOSE USE IS LIMITED PRINCIPAL & INTEREST FUND	6,363,329
(5) ASSETS WHOSE USE IS LIMITED WAIT LIST RESERVE FUND	3,732,561
(6) ASSETS WHOSE USE IS LIMITED ENTRANCE FEE DEPOSITS	2,301,920
(7) ASSETS WHOSE USE IS LIMITED ASSET REPLACEMENT FUND	29,648,791
(8) DEFERRED EXPENSES	4,277,466
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	72,651,211

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
DEFERRED MEMBERSHIP FEES	3,655,896
DEFERRED ENTRANCE FEES	258,714,237
CAPITAL LEASE OBLIGATIONS	55,478
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	262,425,611

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

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	195,008,608
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	180,496,351
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	14,512,257
4	Net unrealized gains (losses) on investments	4	1,562,595
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	1,562,595
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	16,074,852

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

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

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

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

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	LIFESPACE COMMUNITIES, DEERFIELD, AND THE LIFESPACE FOUNDATION HAVE BEEN GRANTED EXEMPTIONS FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND HAVE BEEN DESIGNATED AS PUBLICLY SUPPORTED ORGANIZATIONS (RATHER THAN PRIVATE FOUNDATIONS) LIFESPACE DG, LLC, D/B/A OAK TRACE SHARES THE SAME EXEMPTIONS AS LIFESPACE BY VIRTUE OF LIFESPACE BEING ITS SOLE MEMBER LIFESPACE EVALUATES TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN THE COURSE OF PREPARING ITS TAX RETURNS TO DETERMINE WHETHER IT IS "MORE LIKELY THAN NOT" THAT EACH TAX POSITION WOULD BE SUSTAINED UPON EXAMINATION BY A TAXING AUTHORITY BASED ON THE TECHNICAL MERITS OF THE POSITION TAX POSITIONS NOT DEEMED TO MEET THE MORE-LIKELY-THAN-NOT THRESHOLD WOULD BE RECORDED AS TAX BENEFIT OR EXPENSE IN THE CURRENT YEAR DURING THE YEARS ENDED DECEMBER 31, 2011 AND 2010, LIFESPACE HAS NOT RECORDED ANY SUCH TAX BENEFIT OR EXPENSE IN THE ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS NO EXAMINATIONS ARE IN PROGRESS OR ANTICIPATED AT THIS TIME LIFESPACE'S FEDERAL INCOME TAX RETURNS ARE OPEN TO EXAMINATION FOR THE YEARS ENDED DECEMBER 31, 2008 THROUGH DECEMBER 31, 2011

Additional Data

Software ID:
Software Version:
EIN: 42-1068850
Name: LIFESPACE COMMUNITIES INC

Form 990, Schedule D, Part IX, - Other Assets

(a) Description	**(b)** Book value
BOND DISCOUNT - NET	417,436
ASSETS WHOSE USE IS LIMITED OPERATING RESERVE FUND	13,668,674
ASSETS WHOSE USE IS LIMITED DEBT SERVICE RESERVE FUND	12,241,034
ASSETS WHOSE USE IS LIMITED PRINCIPAL & INTEREST FUND	6,363,329
ASSETS WHOSE USE IS LIMITED WAIT LIST RESERVE FUND	3,732,561
ASSETS WHOSE USE IS LIMITED ENTRANCE FEE DEPOSITS	2,301,920
ASSETS WHOSE USE IS LIMITED ASSET REPLACEMENT FUND	29,648,791
DEFERRED EXPENSES	4,277,466

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
LIFESPACE COMMUNITIES INC

Employer identification number
42-1068850

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) THE LIFESPACE FOUNDATION100 EAST GRAND AVENUE SUITE 200 DES MOINES,IA 50309	42-1370848	501(C)(3)	41,946				REIMBURSE FOR ADMINISTRATIVE EXPENSES
(2) DEERFIELD RETIREMENT COMMUNITY INC100 EAST GRAND AVENUE SUITE 200 DES MOINES,IA 50309	42-1508960	501(C)(3)	2,990,000				CAPITAL CONTRIBUTION

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

3 Enter total number of other organizations listed in the line 1 table . . . . ▶ 0

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) HARDSHIP ASSISTANCE - REDUCTION OF FEES	42		428,109	FAIR MARKET VALUE OF REDUCTION OF FEES	RESIDENTS DO FROM TIME TO TIME SEEK FINANCIAL ASSISTANCE BY REQUESTING ASSISTANCE WITH THE MONTHLY SERVICE FEE SINCE THESE RESIDENTS HAVE SIGNED A LIFE CARE CONTRACT, THE ORGANIZATION IS OBLIGATED TO LET THEM CONTINUE TO LIVE IN THE COMMUNITY MANAGEMENT SHALL REVIEW BOARD APPROVED CRITERIA TO DETERMINE WHETHER THE RESIDENT IS A CANDIDATE TO RECEIVE A HARDSHIP DISCOUNT IF THE RESIDENT QUALIFIES FOR A HARDSHIP DISCOUNT, THE DISCOUNT WILL BEGIN TO BE DEDUCTED FROM THE MONTHLY SERVICE FEES

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 THE ORGANIZATION CAN EASILY MONITOR THE USE OF THE GRANTS TO INDIVIDUALS BECAUSE THE GRANTS ARE SIMPLY REDUCTIONS OF THE MONTHLY SERVICE FEES AND ENTRANCE FEES THAT THE RESIDENT WOULD OWE IF THE HARDSHIP ASSISTANCE WAS NOT GRANTED THE GRANT TO THE LIFESPACE FOUNDATION IS A REIMBURSEMENT OF DOCUMENTED ADMINISTRATIVE EXPENSES OF THE FOUNDATION THE GRANT TO DEERFIELD RETIREMENT COMMUNITY, INC IS AN ADDITIONAL CAPITAL CONTRIBUTION

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
LIFESPACE COMMUNITIES INC

Employer identification number
42-1068850

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☑ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
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 ☐ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☐ Form 990 of other organizations ☑ 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?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

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) SCOTT M HARRISON	(i)	346,977	83,670	1,166	23,712	10,500	466,025	0
	(ii)	0	0	0	0	0	0	0
(2) LARRY M SMITH	(i)	217,350	44,071	138	17,997	15,751	295,307	0
	(ii)	0	0	0	0	0	0	0
(3) JAMES BIERE	(i)	215,859	32,720	138	17,350	15,751	281,818	0
	(ii)	0	0	0	0	0	0	0
(4) BOBBI JO HADEN	(i)	165,311	14,590	93	12,802	5,889	198,685	0
	(ii)	0	0	0	0	0	0	0
(5) HAROLD KAVAN	(i)	140,608	17,088	90	8,523	15,752	182,061	0
	(ii)	0	0	0	0	0	0	0
(6) MARK ZULLO	(i)	146,575	0	90	4,523	17,426	168,614	0
	(ii)	0	0	0	0	0	0	0
(7) SHAWN PERRIGO	(i)	143,093	6,098	54	10,278	5,043	164,566	0
	(ii)	0	0	0	0	0	0	0
(8) ANSLEY HOLT	(i)	128,344	15,599	138	10,765	17,338	172,184	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	PART I, LINE 1A	COUNTRY CLUB MEMBERSHIP DUES FOR SCOTT M HARRISON (OFFICER & DIRECTOR) ARE REIMBURSED BY LIFESPACE COMMUNITIES, INC AND ARE INCLUDED IN HIS W-2 AS TAXABLE WAGES

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
LIFESPACE COMMUNITIES INC

Employer identification number
42-1068850

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	PALM BEACH COUNTY HEALTH FACILITIES AUTHORITY	52-1297505	696507RP9	09-24-2003	7,009,688	REFUND BONDS (4/30/92)		X		X		X
B	PALM BEACH COUNTY HEALTH FACILITIES AUTHORITY	52-1297505	696507SF0	11-28-2007	27,930,499	CONSTRUCTION OF FACILITY AND REFUND PRIOR ISSUE (11/20/1997)		X		X		X
C	PALM BEACH COUNTY HEALTH FACILITIES AUTHORITY	52-1297505	696507RV6	12-22-2004	5,465,000	ACQUISITION, CONSTRUCTION AND EQUIPPING FACILITY		X		X		X
D	ILLINOIS FINANCE AUTHORITY	86-1091967	45200BMX3	04-21-2005	12,165,166	REFUND BONDS (4/29/1997)		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	750,000	1,710,000	600,000	3,310,000
2	Amount of bonds defeased				
3	Total proceeds of issue	7,009,688	28,759,961	5,525,546	12,165,166
4	Gross proceeds in reserve funds	650,890	2,246,168	421,300	1,069,222
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow				
7	Issuance costs from proceeds	140,194	558,610	109,300	241,856
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	200,479	17,433,952	4,994,947	279,578
11	Other spent proceeds	6,669,015	10,255,713		11,643,732
12	Other unspent proceeds				
13	Year of substantial completion	2003	2010	2005	2005

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X		X			X	X	
15	Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16	Has the final allocation of proceeds been made?	X		X		X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		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		X		X		X
2	Are there any lease arrangements that may result in private business use of bond-financed property?	X		X		X		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		X		X		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		X		X		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 ▶	0 100 %		0 060 %		0 300 %		0 300 %	
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 %		0 %		0 %		0 %	
6	Total of lines 4 and 5	0 100 %		0 060 %		0 300 %		0 300 %	
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X		X		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		X		X		X
2	Is the bond issue a variable rate issue?		X		X	X		X	
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X		X		X		X
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?		X	X			X		X
b	Name of provider			TRANSAMERICAN LIFE					
c	Term of GIC			1 800000000000					
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?			X					
5	Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
6	Did the bond issue qualify for an exception to rebate?	X		X		X		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
ENTITY 1, SCHEDULE K, PART II, COLUMN A, LINE 3, TOTAL PROCEEDS OF ISSUE		THE TOTAL PROCEEDS DO NOT EQUAL THE SUMMATION OF LINES 4-12 DUE TO TRANSFERRED OR REPLACEMENT PROCEEDS IN LINE 4
ENTITY 1, SCHEDULE K, PART II, COLUMN B, LINE 3, TOTAL PROCEEDS OF ISSUE		THE TOTAL PROCEEDS DO NOT AGREE TO THE ISSUE PRICE IN ENTITY 1, SCHEDULE K, PART I, ROW B, COLUMN (E) DUE TO INVESTMENT EARNINGS
ENTITY 1, SCHEDULE K, PART II, COLUMN B, LINE 3, TOTAL PROCEEDS OF ISSUE		THE TOTAL PROCEEDS DO NOT EQUAL THE SUMMATION OF LINES 4-12 DUE TO TRANSFERRED OR REPLACEMENT PROCEEDS IN LINE 4
ENTITY 1, SCHEDULE K, PART II, COLUMN C, LINE 3, TOTAL PROCEEDS OF ISSUE		THE TOTAL PROCEEDS DO NOT AGREE TO THE ISSUE PRICE IN ENTITY 1, SCHEDULE K, PART I, ROW C, COLUMN (E) DUE TO INVESTMENT EARNINGS
ENTITY 1, SCHEDULE K, PART II, COLUMN D, LINE 3, TOTAL PROCEEDS OF ISSUE		THE TOTAL PROCEEDS DO NOT EQUAL THE SUMMATION OF LINES 4-12 DUE TO TRANSFERRED OR REPLACEMENT PROCEEDS IN LINE 4
ENTITY 2, SCHEDULE K, PART II, COLUMN A, LINE 3, TOTAL PROCEEDS OF ISSUE		THE TOTAL PROCEEDS DO NOT AGREE TO THE ISSUE PRICE IN ENTITY 2, SCHEDULE K, PART I, ROW A, COLUMN (E) DUE TO INVESTMENT EARNINGS
ENTITY 2, SCHEDULE K, PART II, COLUMN B, LINE 3, TOTAL PROCEEDS OF ISSUE		THE TOTAL PROCEEDS DO NOT AGREE TO THE ISSUE PRICE IN ENTITY 2, SCHEDULE K, PART I, ROW B, COLUMN (E) DUE TO INVESTMENT EARNINGS
ENTITY 2, SCHEDULE K, PART II, COLUMN C, LINE 3, TOTAL PROCEEDS OF ISSUE		THE TOTAL PROCEEDS DO NOT AGREE TO THE ISSUE PRICE IN ENTITY 2, SCHEDULE K, PART I, ROW C, COLUMN (E) DUE TO INVESTMENT EARNINGS
ENTITY 2, SCHEDULE K, PART II, COLUMN D, LINE 3, TOTAL PROCEEDS OF ISSUE		THE TOTAL PROCEEDS DO NOT AGREE TO THE ISSUE PRICE IN ENTITY 2, SCHEDULE K, PART I, ROW D, COLUMN (E) DUE TO INVESTMENT EARNINGS
ENTITY 3, SCHEDULE K, PART II, COLUMN A, LINE 3, TOTAL PROCEEDS OF ISSUE		THE TOTAL PROCEEDS DO NOT AGREE TO THE ISSUE PRICE IN ENTITY 3, SCHEDULE K, PART I, ROW A, COLUMN (E) DUE TO INVESTMENT EARNINGS
ENTITY 2, SCHEDULE K, PART IV, COLUMN B, LINE 3B, NAME OF PROVIDER		LEHMAN BROTHERS SPECIAL FINANCING INC

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
LIFESPACE COMMUNITIES INC

Employer identification number
42-1068850

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	CHARTIERS VALLEY INDUSTRIAL & COMMERCIAL DEVELOPMENT AUTHORITY	25-1330516	161388BY8	10-22-2003	10,167,738	REFUND BONDS (6/27/1996)		X		X		X
B	CITY OF PRAIRIE VILLAGE KANSAS	48-6077081	73971EAK7	08-28-2003	9,410,000	REFUND PRIOR ISSUE (9/2/1993)		X		X		X
C	HOSPITAL AUTHORITY NO1 OF LANCASTER COUNTY NEBRASKA	47-0721900		03-05-2003	9,700,000	CONSTRUCTION OF FACILITY		X		X		X
D	HOSPITAL AUTHORITY NO1 OF LANCASTER COUNTY NEBRASKA	47-0721900		12-05-2005	13,050,000	CONSTRUCTION OF FACILITY		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	3,670,000	2,565,000	1,535,431	1,041,600
2	Amount of bonds defeased				
3	Total proceeds of issue	10,175,486	9,419,982	9,777,788	13,603,719
4	Gross proceeds in reserve funds	968,706	766,262		
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow				
7	Issuance costs from proceeds	201,859	188,200		200,000
8	Credit enhancement from proceeds		95,657		
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds		144,780	9,777,788	13,403,719
11	Other spent proceeds	9,004,921	8,225,083		
12	Other unspent proceeds				
13	Year of substantial completion	2003	2003	2004	2007

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X		X			X		X
15	Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16	Has the final allocation of proceeds been made?	X		X		X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		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		X		X		X
2	Are there any lease arrangements that may result in private business use of bond-financed property?	X		X		X		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		X		X		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		X		X		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 ▶	0 200 %		0 300 %		0 100 %		0 100 %	
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 %		0 %		0 %		0 %	
6	Total of lines 4 and 5	0 200 %		0 300 %		0 100 %		0 100 %	
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X		X		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		X		X		X
2	Is the bond issue a variable rate issue?		X	X		X		X	
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X	X			X		X
b	Name of provider			LEHMAN BROTHERS SPECIAL FINANCING					
c	Term of hedge			6 900000000000					
d	Was the hedge superintegrated?				X				
e	Was a hedge terminated?			X					
4a	Were gross proceeds invested in a GIC?		X		X		X		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		X		X		X
6	Did the bond issue qualify for an exception to rebate?	X		X		X			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

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
LIFESPACE COMMUNITIES INC

Employer identification number
42-1068850

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	KANSAS DEVELOPMENT FINANCE AUTHORITY	48-1066589	485429BX1	11-18-2010	25,526,524	CONSTRUCTION OF FACILITY AND REFUND A TAXABLE LOAN (7/1/2009)		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired				
2	Amount of bonds defeased				
3	Total proceeds of issue	25,683,951			
4	Gross proceeds in reserve funds	2,671,447			
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow				
7	Issuance costs from proceeds	431,072			
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	15,501,059			
11	Other spent proceeds	2,921,714			
12	Other unspent proceeds	4,158,659			
13	Year of substantial completion				

		A		B		C		D	
		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 ▶		0 300 %						
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		0 300 %						
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								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
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

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
LIFESPACE COMMUNITIES INC

Employer identification number
42-1068850

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? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
(1) DEERFIELD RETIREMENT COMMUNITY INC FINANCING FOR CONSTRUCTION AND OPERATION OF HEALTH CARE FACILITIES		X	7,300,000	7,300,000		No	Yes		Yes	
Total . . . . . ▶ $				7,300,000						

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

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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
LIFESPACE COMMUNITIES INC

Employer identification number
42-1068850

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	MANAGEMENT PERFORMS A THOROUGH REVIEW OF THE FORM 990 THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS REVIEWS AND APPROVES THE FORM 990 PRIOR TO FILING ANY CONCERNS OR SUGGESTIONS IDENTIFIED BY THE AUDIT COMMITTEE ARE REPORTED TO THE FULL BOARD OF DIRECTORS A COPY OF THE FORM 990 WILL BE DISTRIBUTED TO THE ENTIRE BOARD OF DIRECTORS PRIOR TO FILING MEMBERS OF THE BOARD OF DIRECTORS DIRECT ANY QUESTIONS OR CONCERNS TO THE CHIEF FINANCIAL OFFICER TO BE RESOLVED PRIOR TO FILING
	FORM 990, PART VI, SECTION B, LINE 12C	OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS OF LIFESPACE COMMUNITIES, INC AND ALL RELATED ORGANIZATIONS MUST CONDUCT THEIR PERSONAL AFFAIRS IN SUCH A MANNER AS TO AVOID ANY POSSIBLE CONFLICTS OF INTEREST WITH DUTIES AND RESPONSIBILITIES AS OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS ALL NEW BOARD MEMBERS AND OFFICERS ARE REQUIRED TO COMPLETE A CONFLICTS OF INTEREST STATEMENT THIS IS REVIEWED BY THE MANAGEMENT DEVELOPMENT COMMITTEE OF THE BOARD OF DIRECTORS FOR APPROVAL OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS ANNUALLY ARE REQUIRED TO COMPLETE A CONFLICTS OF INTEREST STATEMENT THESE STATEMENTS ARE REVIEWED BY THE MANAGEMENT DEVELOPMENT COMMITTEE TO DETERMINE IF ANY CONFLICTS OF INTEREST EXIST PRIOR TO REAPPOINTMENT TO THE BOARD AND OFFICER POSITIONS ANY DIRECTOR HAVING A CONFLICT OF INTEREST SHALL NOT VOTE OR USE HIS OR HER PERSONAL INFLUENCE ON THE MATTER, AND SHALL NOT BE COUNTED IN DETERMINING THE QUORUM FOR THE MEETING THE MINUTES OF THE MEETING SHALL REFLECT THAT A DISCLOSURE WAS MADE, THE ABSTENTION FROM VOTING, AND THE QUORUM SITUATION
	FORM 990, PART VI, SECTION B, LINE 15	COMPENSATION FOR OFFICERS AND DIRECTORS IS REVIEWED BY THE MANAGEMENT DEVELOPMENT COMMITTEE ANNUALLY AN OUTSIDE CONSULTANT IS USED EVERY OTHER YEAR TO DETERMINE THE REASONABLENESS OF OFFICER AND DIRECTOR COMPENSATION A REPORT IS PROVIDED TO THE BOARD OF DIRECTORS BY THE CONSULTANT IN YEARS WHEN AN OUTSIDE CONSULTANT IS NOT USED, THE MANAGEMENT DEVELOPMENT COMMITTEE REVIEWS SURVEY INFORMATION TO DETERMINE THE REASONABLENESS OF OFFICER AND DIRECTOR COMPENSATION THE BOARD OF DIRECTORS APPROVES THE ANNUAL COMPENSATION BASED ON THESE REVIEWS OFFICERS FOR WHICH THIS PROCESS IS USED ARE THE CEO, COO AND CFO THE SALARIES AND BENEFITS LISTED CONTAIN THE TOTAL SALARIES AND BENEFITS PAID TO EACH INDIVIDUAL THROUGH LIFESPACE COMMUNITIES, INC AND ALL RELATED ENTITIES
	FORM 990, PART VI, SECTION C, LINE 19	REQUESTS FROM THIRD PARTIES FOR GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE REFERRED TO THE CHIEF FINANCIAL OFFICER ANNUAL RETURNS AND THE APPLICATION FOR EXEMPTION ARE MADE AVAILABLE FOR PUBLIC INSPECTION AND ARE PROVIDED TO INDIVIDUALS WHO REQUEST THEM COPIES ARE PROVIDED WITHIN 30 DAYS OF A WRITTEN REQUEST OR THE SAME DAY IF REQUESTED IN PERSON
PLEASE SEE THE DISCLOSURE RELATING TO FORM 990, PART VII SHOWING CONTACT	FORM 990, PART VI, LINE 9	ADDRESSES FOR OFFICERS, DIRECTORS, ETC
CONTACT ADDRESSES FOR OFFICERS, DIRECTORS, ETC	FORM 990, PART VII	BOBBI JO HADEN - 1290 BOYCE ROAD, UPPER ST CLAIR, PA 15241 MARK ZULLO - 2400 S FINLEY RD, LOMBARD, IL 60148 SHAWN PERRIGO - 2000 LOWSON BOULEVARD, DELRAY BEACH, FL 33445 ANSLEY HOLT - 500 VILLAGE PL, LONGWOOD, FL 32779
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED GAINS ON INVESTMENTS 1,562,595
	FORM 990, PART XII, LINE 2C	THE PROCESS OF OVERSEEING THE AUDIT AND SELECTING AN INDEPENDENT ACCOUNTANT HAS NOT CHANGED FROM THE PRIOR YEAR

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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
LIFESPACE COMMUNITIES INC

Employer identification number
42-1068850

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) LIFESPACE DG LLC DBA OAK TRACE 100 EAST GRAND AVENUE SUITE 200 DES MOINES, IA 50309 45-2672674	OPERATION OF RETIREMENT COMMUNITY	IA	-934,464	22,927,454	

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) DEERFIELD RETIREMENT COMMUNITY INC 100 EAST GRAND AVENUE SUITE 200 DES MOINES, IA 50309 42-1508960	OPERATION OF RETIREMENT COMMUNITY	IA	501(C)(3)	LINE 9		Yes	
(2) THE LIFESPACE FOUNDATION 100 EAST GRAND AVENUE SUITE 200 DES MOINES, IA 50309 42-1370848	SUPPORT OF RETIREMENT COMMUNITIES	IA	501(C)(3)	LINE 11A, I		Yes	
(3) LIFESPACE INC 100 EAST GRAND AVENUE SUITE 200 DES MOINES, IA 50309 27-3270337	OWNERSHIP & ADMINISTRATION OF RETIREMENT COMMUNITY PROPERTY	IA	501(C)(3)	LINE 11B, II		Yes	
(4) LIFESPACE MANAGEMENT INC 100 EAST GRAND AVENUE SUITE 200 DES MOINES, IA 50309 27-3271283	MANAGEMENT OF RETIREMENT COMMUNITIES	IA	501(C)(3)	LINE 11B, II		Yes	
(5) LIFESPACE SERVICES INC 100 EAST GRAND AVENUE SUITE 200 DES MOINES, IA 50309 27-3271147	HEALTH SERVICES AND PROGRAMS FOR RETIREMENT COMMUNITIES	IA	501(C)(3)	LINE 9		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? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) TRUST AGREEMENT NO ONE 1703-1787 PLEASANT DRIVE NORTH PALM BEACH, FL 33408 59-7140558	PROPERTY PURCHASING ENTITY	FL		T	8,926	1,029,977	100 000 %
(2) PRAIRIE VIEW CLUB OF KANSAS 8101 MISSION RD PRAIRIE VILLAGE, KS 66208 48-1159378	RESIDENT ENTERTAINMENT SERVICES	KS		C	4,241	13,555	100 000 %

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

		Yes	No
1 During the tax year, did the orgranization 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	1a	Yes	
b Gift, grant, or capital contribution to related organization(s)	1b	Yes	
c Gift, grant, or capital contribution from related organization(s)	1c	Yes	
d Loans or loan guarantees to or for related organization(s)	1d	Yes	
e Loans or loan guarantees by related organization(s)	1e		No
f Sale of assets to related organization(s)	1f		No
g Purchase of assets from related organization(s)	1g		No
h Exchange of assets with related organization(s)	1h		No
i Lease of facilities, equipment, or other assets to related organization(s)	1i		No
j Lease of facilities, equipment, or other assets from related organization(s)	1j		No
k Performance of services or membership or fundraising solicitations for related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations by related organization(s)	1l		No
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		No
n Sharing of paid employees with related organization(s)	1n		No
o Reimbursement paid to related organization(s) for expenses	1o		No
p Reimbursement paid by related organization(s) for expenses	1p	Yes	
q Other transfer of cash or property to related organization(s)	1q		No
r Other transfer of cash or property from related organization(s)	1r		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) DEERFIELD RETIREMENT COMMUNITY INC	A	329,508	
(2) THE LIFESPACE FOUNDATION	B	41,946	
(3) DEERFIELD RETIREMENT COMMUNITY INC	B	2,990,000	
(4) THE LIFESPACE FOUNDATION	C	643,990	
(5) DEERFIELD RETIREMENT COMMUNITY INC	D	2,150,000	
(6) DEERFIELD RETIREMENT COMMUNITY INC	P	418,667	

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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		Yes	No	

Schedule R (Form 990) 2011

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 42-1068850
Name: LIFESPACE COMMUNITIES INC

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)	(d) Method of determining amount involved
(1)	DEERFIELD RETIREMENT COMMUNITY INC	A	329,508	
(2)	THE LIFESPACE FOUNDATION	B	41,946	
(3)	DEERFIELD RETIREMENT COMMUNITY INC	B	2,990,000	
(4)	THE LIFESPACE FOUNDATION	C	643,990	
(5)	DEERFIELD RETIREMENT COMMUNITY INC	D	2,150,000	
(6)	DEERFIELD RETIREMENT COMMUNITY INC	P	418,667	

Additional Data

Software ID:
Software Version:
EIN: 42-1068850
Name: LIFESPACE COMMUNITIES INC

Form 990, Special Condition Description:

Special Condition Description