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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
ASBURY ATLANTIC INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
20030 CENTURY BOULEVARD NO 300

City or town, state or country, and ZIP + 4
GERMANTOWN, MD 208741112

D Employer identification number
52-0607956

E Telephone number
(301) 216-4100

G Gross receipts $ 143,050,265

F Name and address of principal officer
DOUGLAS LEIDIG
20030 CENTURY BOULEVARD NO 300
GERMANTOWN, MD 208741112

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 ASBURYMETHODISTVILLAGE ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1945

M State of legal domicile MD

Part I Summary

1 Briefly describe the organization's mission or most significant activities
CREATING SERVICES FOR SENIORS THAT ENHANCE THE VALUE OF THE ENTIRE SPAN OF LIFE

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**	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	11
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	1,748
6	Total number of volunteers (estimate if necessary)	**6**	2,745
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	8,890
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)	0	0
9	Program service revenue (Part VIII, line 2g)	122,174,861	119,838,671
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,119,351	2,012,203
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	335,202	-127,758
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	126,629,414	121,723,116
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
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)	52,123,549	48,368,670
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	70,153,019	69,806,017
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	122,276,568	118,174,687
19	Revenue less expenses Subtract line 18 from line 12	4,352,846	3,548,429

		Beginning of Current Year	End of Year
Net Assets or Fund Balances			
20	Total assets (Part X, line 16)	382,167,264	383,034,603
21	Total liabilities (Part X, line 26)	436,128,068	450,015,332
22	Net assets or fund balances Subtract line 21 from line 20	-53,960,804	-66,980,729

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

****** | 2012-11-08
Signature of officer | Date

KIM EHRENFRIED ASSISTANT TREASURER
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ BERNADETTE O'TOOLE CPA	Date	Check if self-employed ▶ ☐	Preparer's taxpayer identification number (see instructions) P00229258
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ CLIFTONLARSONALLEN LLP 610 WGERMANTOWN PIKESTE 400 PLYMOUTH MTG, PA 19462			EIN ▶ 41-0746749 Phone no ▶ (215) 643-3900

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 SERVICES FOR SENIORS THAT ENHANCE THE VALUE OF THE ENTIRE SPAN OF LIFE

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 $ 39,425,726 including grants of $) (Revenue $ 46,683,844)

SKILLED NURSING FACILITIES OPERATION OF 3 SKILLED NURSING FACILITIES (SNF'S) FOR THE AGED WITH 434 TOTAL BEDS PROVIDING 142,616 DAYS OF SERVICE IN 2011 $7,088 OF BENEVOLENT CARE AND $9,035,772 OF CONTRACTUAL ALLOWANCES WERE PROVIDED TO RESIDENTS OF THE SNF'S IN 2011

4b (Code) (Expenses $ 16,768,444 including grants of $) (Revenue $ 19,855,448)

ASSISTED LIVING FACILITIES OPERATION OF 3 ASSISTED LIVING FACILITIES FOR THE AGED WITH 266 TOTAL BEDS PROVIDING 94,607 RESIDENT DAYS IN 2011 $828,723 OF BENEVOLENT CARE WAS PROVIDED TO THE ASSISTED LIVING RESIDENTS IN 2011

4c (Code) (Expenses $ 45,291,094 including grants of $) (Revenue $ 53,299,379)

RESIDENTIAL LIVING OPERATION OF 1,369 RESIDENTIAL LIVING UNITS FOR THE AGED, PROVIDING 450,285 DAYS OF SERVICE IN 2011 $247,147 OF BENEVOLENT CARE AND $48,575 OF CONTRACTUAL ALLOWANCES WERE PROVIDED TO RESIDENTIAL LIVING RESIDENTS DURING 2011 ALSO SUPPLIED HOMECARE/WELLNESS SEE SCHEDULE O FOR COMMUNITY BENEFITS INFORMATION

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses** ▶ $ 101,485,264

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2		No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		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	Yes	
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, 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	Yes	
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**		No
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**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *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**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *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**		No
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**		No
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		No
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**	184		
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**	1,748		
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**	Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			**3b**	Yes	
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	15		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	11		
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	Yes	
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	Yes	
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	Yes	
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	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		9		No

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		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 ▶

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 ▶

MICHAEL CONNELL CFO
20030 CENTURY BLVD SUITE 300
GERMANTOWN, MD 20874
(301) 250-2028

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			
See Additional Data Table										

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			
See Additional Data Table										
1b **Sub-Total**										
c **Total from continuation sheets to Part VII, Section A**										
d **Total (add lines 1b and 1c)**								1,415,827	2,097,588	316,424

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 ▶ 9

			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
SODEXO INC & AFFILIATES PO BOX 536922 ATLANTA, GA 30353	FOOD SERVICE	9,844,015
WAGMAN CONSTRUCTION INC 3290 SUSQUEHANNA TRAIL NORTH P YORK, PA 17405	CONSTRUCTION SERVICES	4,086,687
FLAGSHIP REHABILITATION SERVICE 157 BALTIMORE STREET CUMBERLAND, MD 21502	REHABILITATION SERVICE	2,725,743
TRADEMARK DESIGN & BUILD 18404 BRIGHT PLUME TERRACE BOYDS, MD 20841	CONSTRUCTION SERVICES	971,050
MCKESSON MEDICAL -SURGICAL MINNESOTA SUP PO BOX 45263 CINCINNATI, OH 45263	MEDICAL SUPPLY SERVICES	661,650

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 ▶ 29

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f $					
	h	**Total.** Add lines 1a-1f					
Program Service Revenue			Business Code				
	2a	NET RESIDENT REVENUE	623312	78,578,622	78,578,622		
	b	MEDICARE/MEDICAID PAYM	623312	22,076,210	22,076,210		
	c	AMORTIZATION OF ENTRAN	623312	17,832,193	17,832,193		
	d	OTHER OPERATING REVENU	623312	1,351,646	1,351,646		
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f		119,838,671			
	3	Investment income (including dividends, interest and other similar amounts)		1,842,918			1,842,918
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
			(i) Real	(ii) Personal			
	6a	Gross rents	329,624				
	b	Less rental expenses	35,199				
	c	Rental income or (loss)	294,425				
	d	Net rental income or (loss)		294,425		8,890	285,535
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	21,461,235				
	b	Less cost or other basis and sales expenses	18,456,520	2,835,430			
	c	Gain or (loss)	3,004,715	-2,835,430			
	d	Net gain or (loss)		169,285			169,285
Other Revenue	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					
		Miscellaneous Revenue	Business Code				
	11a	LOSS ON BOND REFUNDING	525990	-132,549			-132,549
	b	LOSS FROM DISCONTINUED	525990	-289,634			-289,634
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d		-422,183			
	12	**Total revenue.** See Instructions		121,723,116	119,838,671	8,890	1,875,555

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				
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
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	960,577		960,577	
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	38,740,053	36,197,621	2,542,432	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	919,621	853,974	65,647	
9	Other employee benefits	4,847,624	3,475,529	1,372,095	
10	Payroll taxes	2,900,795	2,629,558	271,237	
11	Fees for services (non-employees)				
a	Management	4,642,842		4,642,842	
b	Legal	161,432		161,432	
c	Accounting	90,947		90,947	
d	Lobbying				
e	Professional fundraising *See Part IV, line 17*				
f	Investment management fees				
g	Other	7,160,692	6,789,573	371,119	
12	Advertising and promotion	1,052,995	1,052,995		
13	Office expenses	3,694,850	3,209,970	484,880	
14	Information technology	2,908,254	10,133	2,898,121	
15	Royalties				
16	Occupancy	8,402,877	8,015,255	387,622	
17	Travel	102,474	81,043	21,431	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	12,026,873	12,026,873		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	16,770,391	15,930,049	840,342	
23	Insurance	660,557		660,557	
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	FOOD	4,672,161	4,671,426	735	
b	REPAIRS & MAINTENANCE	2,412,072	2,383,944	28,128	
c	MEDICAL SUPPLIES & PHAR	2,005,209	2,005,209		
d	BAD DEBT	968,112	968,112		
e					
f	All other expenses	2,073,279	1,184,000	889,279	
25	**Total functional expenses.** Add lines 1 through 24f	118,174,687	101,485,264	16,689,423	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		7,300,305	1	12,710,228
	2	Savings and temporary cash investments		50,752,662	2	39,550,698
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		5,397,501	4	4,884,806
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net		4,583,400	7	10,227,454
	8	Inventories for sale or use		224,190	8	240,695
	9	Prepaid expenses and deferred charges		1,392,709	9	1,360,345
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 437,967,943			
	b	Less accumulated depreciation	10b 182,369,889	253,810,356	10c	255,598,054
	11	Investments—publicly traded securities		31,169,470	11	28,261,833
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets		1,219,409	14	406,437
	15	Other assets See Part IV, line 11		26,317,262	15	29,794,053
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		382,167,264	16	383,034,603
Liabilities	17	Accounts payable and accrued expenses		6,230,563	17	7,593,247
	18	Grants payable			18	
	19	Deferred revenue		168,392,933	19	185,670,583
	20	Tax-exempt bond liabilities		237,724,523	20	227,279,431
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		23,780,049	25	29,472,071
	26	**Total liabilities.** Add lines 17 through 25		436,128,068	26	450,015,332
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		-77,345,734	27	-90,723,417
	28	Temporarily restricted net assets		409,909	28	909,588
	29	Permanently restricted net assets		22,975,021	29	22,833,100
		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		-53,960,804	33	-66,980,729
	34	Total liabilities and net assets/fund balances		382,167,264	34	383,034,603

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	121,723,116
2	Total expenses (must equal Part IX, column (A), line 25)	2	118,174,687
3	Revenue less expenses Subtract line 2 from line 1	3	3,548,429
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	-53,960,804
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-16,568,354
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	-66,980,729

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
ASBURY ATLANTIC INC

Employer identification number
52-0607956

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?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

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

Section A. Public Support

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

Section B. Total Support

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

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

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

Section C. Computation of Public Support Percentage

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

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

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

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 ")	1,311,453					1,311,453
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	105,767,735	112,234,707	117,618,903	122,174,861	119,838,671	577,634,877
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	107,079,188	112,234,707	117,618,903	122,174,861	119,838,671	578,946,330
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						0
8 **Public Support** (Subtract line 7c from line 6)						578,946,330

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	107,079,188	112,234,707	117,618,903	122,174,861	119,838,671	578,946,330
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,427,229	1,354,413	848,559	1,242,523	2,172,542	8,045,266
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	2,427,229	1,354,413	848,559	1,242,523	2,172,542	8,045,266
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)	109,506,417	113,589,120	118,467,462	123,417,384	122,011,213	586,991,596

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	98 630 %
16	Public support percentage from 2010 Schedule A, Part III, line 15	16	98 470 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2011** (line 10c column (f) divided by line 13 column (f))	17	1 370 %
18	Investment income percentage from **2010** Schedule A, Part III, line 17	18	1 530 %

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
ASBURY ATLANTIC INC

Employer identification number
52-0607956

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	22,975,021	21,579,531	20,907,045	20,934,068	
b Contributions					
c Investment earnings or losses	-141,921	1,395,490	672,486	91,702	
d Grants or scholarships					
e Other expenditures for facilities and programs				118,725	
f Administrative expenses					
g End of year balance	22,833,100	22,975,021	21,579,531	20,907,045	

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

- a Board designated or quasi-endowment ▶ 0 %
- b Permanent endowment ▶ 100 000 %
- c Term endowment ▶ 0 %

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

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

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	134,192	10,424,283		10,558,475
b Buildings		359,749,873	141,334,388	218,415,485
c Leasehold improvements		18,122,433	6,979,499	11,142,934
d Equipment		44,287,834	34,056,002	10,231,832
e Other		5,249,328		5,249,328
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				255,598,054

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) INT IN NET ASSETS OF AFFILIATE	16,073,723
(2) DEFERRED COSTS	6,155,251
(3) OTHER RECEIVABLE	148,494
(4) INTEREST RECEIVABLE	161,589
(5) DUE FROM RELATED PARTIES	287,536
(6) DUE TO ACOMM	6,041,344
(7) DEPOSITS AND OTHER ASSETS	926,116
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	29,794,053

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
VALUATION SWAP AGREEMENTS	23,058,559
REFUNDABLE FEES	3,122,207
OBLIGATION-DEFERRED GIVING	883,846
PROJECTED REFUND OF ENTRANCE FEES	2,271,788
CAPITAL LEASES LIABILITY	135,671
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	29,472,071

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	121,723,116
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	118,174,687
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	3,548,429
4	Net unrealized gains (losses) on investments	4	-4,678,382
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-11,889,972
9	Total adjustments (net) Add lines 4 - 8	9	-16,568,354
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-13,019,925

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	109,526,538
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-4,678,382		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	-7,518,196		
e	Add lines **2a** through **2d**			2e	-12,196,578
3	Subtract line **2e** from line **1**			3	121,723,116
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	0
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	121,723,116

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

1	Total expenses and losses per audited financial statements			1	118,209,886
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	35,199		
e	Add lines **2a** through **2d**			2e	35,199
3	Subtract line **2e** from line **1**			3	118,174,687
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	0
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	118,174,687

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 INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE INTENDED USE OF THE ENDOWNMENT FUND IS TO SUPPORT BENEVOLENT CARE
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	ASBURY ATLANTIC MEMBERS ARE EACH EXEMPT FROM FEDERAL INCOME TAXES PURSUANT TO SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC), ACCORDINGLY NO PROVISION FOR INCOME TAXES IS REQUIRED ASBURY COMMUNITIES HAS IMPLEMENTED PROCESSES TO ENSURE COMPLIANCE WITH THE INTERNAL REVENUE SERVICE'S INTERMEDIATE SANCTIONS PROVISIONS FOR ALL ITS SUPPORTED ORGANIZATIONS, INCLUDING ASBURY ATLANTIC THIS INCLUDES AN INDEPENDENT REVIEW BY THE COMPENSATION COMMITTEE OF THE BOARD OF ALL COMPENSATION ARRANGEMENTS WITH DISQUALIFIED PERSONS, RETENTION OF OUTSIDE COUNSEL AND OUTSIDE COMPENSATION CONSULTANTS TO PROVIDE INDEPENDENT THIRD-PARTY REVIEW AND ADVISEMENT, AND THE IMPLEMENTATION OF A DETAILED CONFLICT-OF-INTEREST POLICY AND ANNUAL DISCLOSURE PROCESS FOR ALL DISQUALIFIED PERSONS THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION MUST BE RECOGNIZED ONLY IF IT IS MORE-LIKELY-THAN-NOT THAT THE TAX POSITION WILL BE SUSTAINED UPON EXAMINATION BY THE TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE POSITION THE TAX BENEFITS RECOGNIZED IN THE FINANCIAL STATEMENTS FROM SUCH A POSITION ARE MEASURED BASED ON THE LARGEST BENEFIT THAT HAS A GREATER THAN 50% LIKELIHOOD OF BEING REALIZED UPON ULTIMATE RESOLUTION THE COMPANY IS NOT AWARE OF ANY TAX POSITIONS THAT WOULD HAVE A MATERIAL IMPACT ON THE COMPANY'S RESULTS OF OPERATIONS OR FINANCIAL POSITION THE COMPANY'S INCOME TAX RETURN IS SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL, STATE, AND LOCAL AUTHORITIES THE COMPANY IS NOT AWARE OF ANY ACTIVITIES THAT WOULD JEOPARDIZE ITS TAX-EXEMPT STATUS THE TAX RETURNS FOR THE YEARS 2008 TO 2010 ARE OPEN TO EXAMINATION BY FEDERAL, LOCAL, AND STATE AUTHORITIES
PART XI, LINE 8 - OTHER ADJUSTMENTS		NET UNREALIZED GAIN ON DERIVATIVE INSTRUMENTS -7,938,000 CHANGE IN BENEFICIAL INTEREST OF FOUNDATION 426,357 CHANGE IN VALUE OF DFERRED GIVING -41,752 UNRELATED BUSINESS LOSS CAPITAL TRANSFER TO ACOMM -4,336,577 TOTAL TO SCHEDULE D, PART XI, LINE 8 -11,889,972
PART XII, LINE 2D - OTHER ADJUSTMENTS		UNREALIZED LOSS OF CHANGE IN VALUE -7,938,000 CHANGE IN BENEFICIAL INTEREST IN ASBURY FOUNDATION ASSETS 426,357 CHANGE IN VALUE OF DEFERRED-GIVING ARRANGEMENTS -41,752 RENTAL EXPENSE 35,199
PART XII, LINE 4B - OTHER ADJUSTMENTS		UNRELATED BUSINESS LOSS
PART XIII, LINE 2D - OTHER ADJUSTMENTS		RENTAL EXPENSE 35,199

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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
ASBURY ATLANTIC INC

Employer identification number
52-0607956

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**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☑ 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**	Yes	
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) DOUGLAS LEIDIG	(i)	0	0	0	0	0	0	0
	(ii)	339,741	30,000	540	7,350	11,862	389,493	0
(2) ANDREW JOSEPH	(i)	0	0	0	0	0	0	0
	(ii)	185,521	10,000	400	6,110	13,785	215,816	0
(3) MICHAEL CONNELL	(i)	0	0	0	0	0	0	0
	(ii)	273,614	25,000	515	7,350	14,362	320,841	0
(4) SUE DACMARA	(i)	0	0	0	0	0	0	0
	(ii)	246,752	25,000	1,816	7,350	9,555	290,473	0
(5) ANDREW APPLEGATE	(i)	0	0	0	0	0	0	0
	(ii)	164,291	15,000	444	5,612	13,362	198,709	0
(6) SCOTT BUSHONG	(i)	0	0	0	0	0	0	0
	(ii)	180,542	7,000	349	5,795	12,746	206,432	0
(7) DAVID DENTON	(i)	203,789	15,000	688	6,984	14,362	240,823	0
	(ii)	0	0	0	0	0	0	0
(8) MELISSA HADLEY	(i)	183,860	15,000	896	6,147	11,290	217,193	0
	(ii)	0	0	0	0	0	0	0
(9) JIM SCHNEIDER	(i)	149,202	7,000	1,700	4,876	9,391	172,169	0
	(ii)	0	0	0	0	0	0	0
(10) ROBIN STERN	(i)	0	0	0	0	0	0	0
	(ii)	129,385	7,000	614	4,278	11,862	153,139	0
(11) KIM EHRENFRIED	(i)	0	0	0	0	0	0	0
	(ii)	145,843	7,500	312	4,922	13,285	171,862	0
(12) PEGGY CRESPI KAPLAN	(i)	0	0	0	0	0	0	0
	(ii)	277,087	20,000	3,322	7,350	11,555	319,314	0
(13) HENRY MOEHRING	(i)	155,966	10,000	750	5,195	12,497	184,408	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

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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
ASBURY ATLANTIC INC

Employer identification number
52-0607956

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	CITY OF GAITHERSBURG (MD)	52-6000792	363128BL2	11-30-2006	69,840,388	SERIES 2006A MD BONDS		X		X		X
B	CUMBERLAND COUNTY MUNICIPAL AUTHORITY (PA)	23-6003119	230614CH0	10-27-2006	112,215,000	SERIES 2006A PA BONDS		X		X		X
C	CITY OF GAITHERSBURG (MD)	52-6000792	363128BT5	11-20-2009	16,000,000	SERIES 2009A MD BONDS		X		X		X
D	CITY OF GAITHERSBURG (MD)	52-6000792	363128CB3	12-16-2009	17,884,081	SERIES 2009B MD BONDS		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired		53,340,000		
2	Amount of bonds defeased				
3	Total proceeds of issue	69,840,388	112,215,000	16,000,000	17,878,771
4	Gross proceeds in reserve funds	6,631,361			547,430
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow	61,820,726	101,838,478		16,973,764
7	Issuance costs from proceeds	1,388,301	1,353,518	320,000	357,577
8	Credit enhancement from proceeds		976,141		
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds		8,046,863	15,680,000	
11	Other spent proceeds				
12	Other unspent proceeds				
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		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 ▶								
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 ▶								
6	Total of lines 4 and 5								
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			KBC BANK					
c	Term of hedge			2 100000000000					
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
990 SCHEDULE K PART II COL B (2ND PAGE)		CITY OF GAITHERSBURG (MD) - SERIES 2009 B MD BONDS THE DIFFERENCE BETWEEN TOTAL PROCEEDS OF ISSUE $17,878,771 ON LINE 3 IN PART II AND ISSUANCE PRICE $17,884,081 ON LINE A IN PART I IS THE BOND ISSUANCE DISCOUNT OF $5,310 CUMBERLAND COUNTY MUNICIPAL AUTHORITY (PA) - SERIES 2010 PA BONDS THE DIFFERENCE BETWEEN TOTAL PROCEEDS OF ISSUE $73,542,289 ON LINE 3 IN PART II AND ISSUANCE PRICE $74,630,000 ON LINE A IN PART I IS THE BOND ISSUANCE DISCOUNT OF $1,087,711 IN ADDITION, PROCEEDS USED FOR DEBT SERVICES IS $23,460

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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
ASBURY ATLANTIC INC

Employer identification number
52-0607956

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	CUMBERLAND COUNTY MUNICIPAL AUTHORITY (PA)	23-6003119	230614FK0	11-10-2011	74,630,000	SERIES 2010 PA BONDS		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	73,542,289			
4	Gross proceeds in reserve funds	6,498,922			
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow	65,549,062			
7	Issuance costs from proceeds	1,470,845			
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds				
11	Other spent proceeds				
12	Other unspent proceeds				
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 ▶								
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 ▶								
6	Total of lines 4 and 5								
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

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93493313008402

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	Employer identification number
ASBURY ATLANTIC INC	52-0607956

Identifier	Return Reference	Explanation
	FORM 990, PART III, LINE 4	ASBURY ATLANTIC CONTRIBUTES TIME, SPACE AND MANPOWER BACK TO THE GREATER COMMUNITY IN WHIC H ITS CONTINUING CARE RETIREMENT COMMUNITIES ARE LOCATED EACH CAMPUS DIVIDES ITS COMMUNIT Y BENEFIT ACTIVITIES INTO FOUR CATEGORIES BENEVOLENT CARE, TRAINING THE NEXT GENERATION O F SENIOR LIVING PROFESSIONALS, SERVING THE BROADER COMMUNITY AND SENIOR SERVICES, AND GOIN G GREEN AND SUSTAINABLE DESIGN ALL OF THE COMMUNITIES PROVIDE CHARITY CARE TO THOSE RESID ENTS WHOSE NEEDS EXCEED THEIR FUNDS, AND NO RESIDENT HAS EVER BEEN ASKED TO LEAVE AN ASBUR Y ATLANTIC COMMUNITY BECAUSE OF DEPLETED FUNDS THROUGH NO FAULT OF THEIR OWN HIGHLIGHTS O F THIS YEAR'S COMMUNITY BENEFIT ACCOMPLISHMENTS AT EACH ASBURY ATLANTIC COMMUNITY INCLUDE THE FOLLOWING ASBURY METHODIST VILLAGE IN THE AREA OF TRAINING FUTURE GENERATIONS OF CARE GIVERS, ASBURY METHODIST VILLAGE PASTOR MARTHA BROWN SUPERVISED A TWICE-WEEKLY INTERNSHIP FOR LOYOLA UNIVERSITY OF MARYLAND FROM JANUARY THROUGH APRIL WHERE A PASTORAL CARE STUDENT PROVIDED COUNSELING SERVICES FOR RESIDENTS ASBURY METHODIST VILLAGE ALSO PROVIDED TRAINI NG, ROOM SPACE FOR EDUCATORS AND SERVED AS A TESTING SITE FOR MONTGOMERY COLLEGE'S CERTIFI ED NURSING ASSISTANT, GERIATRIC NURSING ASSISTANT AND CERTIFIED MEDICINE AID PROGRAMS IN AUGUST, THE CAMPUS PROVIDED CLINICAL CLASSROOM SPACE FOR MONTGOMERY COLLEGE'S CONTINUING E DUCATION PROGRAM FOR REGISTERED NURSES IN ADDITION, THROUGHOUT THE YEAR, ASBURY METHODIST VILLAGE (AMV) SERVED AS A REGIONAL TESTING SITE FOR MARYLAND'S GERIATRIC NURSING ASSISTAN T ASSESSMENT IN COLLABORATION WITH THE AMERICAN RED CROSS THE CAMPUS ALSO DONATED SPACE F OR MANY EDUCATIONAL AND COMMUNITY SERVICES ORGANIZATIONS THROUGHOUT THE YEAR IN APRIL, AM V DONATED SPACE TO THE PHYSICAL THERAPY DEPT OF THE GEORGE WASHINGTON UNIVERSITY TO USE F OR TRAINING STUDENTS, IN MARCH, AMV DONATED SPACE TO HOLY CROSS HOSPITAL TO HOLD A 5-WEEK MEMORY ACADEMY WORKSHOP CREATE BY THE UCLA CENTER ON AGING, IN FEBRUARY, AMV DONATED SPACE TO THE AMERICAN RED CROSS TO HOLD A BLOOD DRIVE, AND FROM APRIL THROUGH DECEMBER, AMV DON ATED SPACE FOR THE EPISCOPALIAN SOUPER SENIORS TO HOLD ITS MONTHLY PLANNING MEETINGS FOR A LOCAL FOOD BANK AMV DONATED MEETING SPACE FOR MORE THAN 20 OTHER NON-PROFIT, COMMUNITY O RGANIZATIONS THROUGHOUT THE YEAR, AS WELL THROUGHOUT THE YEAR, ASBURY METHODIST VILLAGE A LSO CONDUCTED SEVERAL ACTIVITIES THAT BENEFIT SENIOR-CARE SERVICES FOR EXAMPLE, ON FIVE S EPARATE OCCASIONS IN 2011, THREE STAFF MEMBERS VOLUNTEERED AS SITE SURVEYORS FOR CARF-CCAC , A NATIONAL ACCREDITING ORGANIZATION FOR SENIOR-LIVING COMMUNITIES IN FEBRUARY, AMV WORK ED IN CONJUNCTION WITH SHADY GROVE ADVENTIST HOSPITAL TO HOST A DIABETES NAVIGATION EDUCAT IONAL PROGRAM FOR THE GREATER COMMUNITY, AND IN JUNE, AMV'S PASTORAL CARE DIRECTOR HOSTED A SELF-CARE WORKSHOP FOR DC-METRO CAREGIVERS IN AUGUST, AN AMV STAFF MEMBER WHO SERVES AS A BOARD DIRECTOR FOR LIFE SPAN BEACON INSTITUTE, DONATED CAMPUS SPACE AND TWO DAYS OF HER TIME TO TEACH AN ASSISTED LIVING CASE MANAGERS/DELEGATING NURSE COURSE. THIS SAME STAFF M EMBER ALSO SERVES ON TWO TASK FORCES DEVOTED TO SENIOR SERVICES IN JANUARY, SHE PARTICIPA TED IN A MEETING FOR THE MARYLAND ASSISTED LIVING TASK FORCE AND, IN APRIL, IN A MEETING F OR THE MONTGOMERY COUNTY DEPT OF AGING'S ELDER ABUSE AWARENESS AND PREVENTION TASK FORCE. IN JUNE, AMV HOSTED THE MONTGOMERY COUNTY WORLD ELDER ABUSE AWARENESS DAY ON CAMPUS TO B ENEFIT THE COMMUNITY AT LARGE, AMV HELD MANY FOOD DRIVES THROUGHOUT THE YEAR, DONATING OVE R 3,000 POUNDS OF FOOD TO LOCAL SOUP KITCHEN GAITHERSBURG HELP FROM DECEMBER 2010 THROUGH FEBRUARY 2012, AMV ALSO HELD A FOOD DRIVE BENEFITTING MANNA FOOD BANK, AND IT CONTINUES T O PARTNER WITH MANNA FOR ITS SMART SNACKS PROGRAM, BAGGING AFTER-SCHOOL MEALS FOR NEEDY ST UDENTS AT LOCAL ELEMENTARY SCHOOLS IN THE AREA OF ENVIRONMENTAL SUSTAINABILITY, AMV ASSOC IATES PARTICIPATED IN THE ADOPT-A-ROAD PROGRAM, AND IN MAY AND JUNE SPENT TWO AFTERNOONS C LEANING UP A SECTION OF AN AREA HIGHWAY BETHANY VILLAGE IN THE AREA OF TRAINING THE NEXT GENERATION OF PROFESSIONALS, THE FOLLOWING OCCURRED IN JANUARY, JOB SHADOWING OPPORTUNITI ES WERE PROVIDED BY DIETARY STAFF AT BETHANY VILLAGE FOR A CLIENT OF LIVING UNLIMITED, WHI CH SERVES PEOPLE WITH DISABILITIES IN FEBRUARY, BETHANY VILLAGE HOSTED A GROUP OF MENTAL HEALTHCARE PROFESSIONALS FROM CLAREMONT NURSING HOME, THORNWALD MANOR, CUMBERLAND/PERRY ME NTAL HEALTH/MENTAL RETARDATION FOR AN IN-SERVICE TITLED "PSY CHOSOCIAL ASPECTS OF CARE FOR NURSING ASSISTANTS/DIRECT CARE WORKERS " FOR FOUR MONTHS, INTERNSHIP SUPERVISION WAS PROVI DED FOR SOCIAL WORK STUDENTS FROM MESSIAH COLLEGE. IN ADDITION, SUCH SERVICES WERE PROVIDE D TO A MASTER'S LEVEL STUDENT AT SHIPPENSBURG UNIVERSITY SCHOOL OF SOCIAL WORK DURING THRE E SEPARATE MONTHS IN THE AREA OF SUPPORTING THE COMMUNITY AND SENIOR SERVICES, BETHANY VI LLAGE CONTINUED ITS COMMITMENT TO THOSE AFFECTED BY ALZHEIMER'S DISEASE BY HOSTING MONTHLY SUPPORT GROUPS FOR FAMILY MEMBERS OF THOSE WITH A

Identifier	Return Reference	Explanation
	FORM 990, PART III, LINE 4	LZHEIMER'S AND RAISING MORE THAN APPROXIMATELY $5,500 FOR THE ALZHEIMER'S ASSOCIATION BY H OSTING ITS OWN FUNDRAISING WALK ON BETHANY'S CAMPUS IN JANUARY AND FEBRUARY, BETHANY'S WE LLNESS CENTER HOSTED SIX AQUATIC GAIT AND BALANCE CLASSES IN THE COMMUNITY POOL FOR AREA C ITIZENS AFFECTED BY PARKINSON'S DISEASE, STROKE OR OTHER CHALLENGES IN ADDITION, BETHANY VILLAGE HOSTED AND FACILITATED THREE SUPPORT GROUP MEETINGS FOR AREA CITIZENS PROVIDING CA RE FOR PEOPLE WITH DEMENTIA IN DECEMBER, STAFF MEMBERS ASSISTED WITH CHRISTMAS PRESENT OU TREACH PROGRAM RUN BY HOME INSTEAD, INC BETHANY VILLAGE ALSO DONATED MEETING SPACE FOR MA NY COMMUNITY GROUPS INCLUDING BUT NOT LIMITED TO, HOME INSTEAD, INC , MECHANICSBURG CHAMBE R OF COMMERCE, AND THE OYSTER MILL PLAYHOUSE THROUGHOUT THE YEAR, MEDICAL EQUIPMENT WAS D ONATED TO THE UNITED CEREBRAL PALSY CHANGING HANDS PROGRAM AND CLOTHING COLLECTION DRIVES WERE HELD FOR VOLUNTEERS OF AMERICA FOR AREA THRIFT STORES DURING THREE SEPARATE MONTHS I N ADDITION, IN APRIL AND MAY, A FOOD DRIVE WAS HELD FOR NEW HOPE MINISTRIES FOOD BANK, WHI CH BROUGHT IN OVER 500 POUNDS OF FOOD BETHANY VILLAGE ALSO DONATED THE USE OF TWO PARKING LOTS AND ASSISTED WITH SET UP FOR A BASEBALL FUNDRAISER HELD BY BIG BROTHER, BIG SISTER O F CAPITAL REGION AND DONATED ITEMS FOR A FUNDRAISER FOR A SILENT AUCTION BENEFITTING THE C HRIST LUTHERAN MEDICAL/DENTAL MINISTRY ON ALLISON HILL AND FINALLY, IN THE AREA OF ENVIRO NMENTAL SUSTAINABILITY, BETHANY VILLAGE LAUNCHED A COMMUNITY-WIDE RECYCLING PROGRAM INVOLV ING THE DAILY COLLECTION OF PAPER, GLASS, METAL AND PLASTIC THROUGHOUT THE YEAR SPRINGHIL L HIGHLIGHTS OF THIS YEAR'S COMMUNITY BENEFIT ACCOMPLISHMENTS INCLUDE THE FOLLOWING ITEMS SPRINGHILL STAFF PROVIDED SUPERVISION IN CLINICAL TRAINING FOR NURSE AIDES WITH HEALTHCAR E VENTURES ALLIANCE AND MERCYHURST NORTHEAST CAMPUS IN JUNE, THE COMMUNITY HOSTED A DEMEN TIA EDUCATION AND CERTIFICATION TRAINING PROGRAM THROUGH THE NATIONAL COUNCIL OF CERTIFIED DEMENTIA PRACTITIONERS, AND IN SEPTEMBER, TWO SPRINGHILL STAFF MEMBERS PROVIDED A TOUR AN D INFORMATIONAL SESSION ON SENIOR LIVING AND SENIOR NEEDS TO STAFF MEMBERS FROM GANNON UNI VERSITY IN THE AREA OF SUPPORTING THE LOCAL COMMUNITY AND SENIOR SERVICES, SPRINGHILL PRO VIDED SUPPORT SERVICES FOR THE ALZHEIMER'S ASSOCIATION'S HAT BRUNCH FUNDRAISER, AND HOSTED AND FACILITATED 10 SUPPORT GROUP MEETINGS FOR AREA CITIZENS PROVIDING CARE FOR PEOPLE WIT H DEMENTIA THROUGHOUT THE YEAR SPRINGHILL'S ASSOCIATE DIRECTOR PROVIDED PLANNING LEADERSH IP FOR THE AREA CHAPTER OF THE ALZHEIMER'S ASSOCIATION'S WALK TO END ALZHEIMER'S THROUGHOU T THE YEAR, AND DURING THE SEPTEMBER WALK, THE COMMUNITY RAISED OVER $8,000 FOR THE CAUSE IN ADDITION, SPRINGHILL STAFF MEMBERS PARTICIPATED IN FUNDRAISING EFFORTS FOR THE RELAY F OR LIFE AND THE AUTISM SOCIETY'S ANNUAL WALK IN SEPTEMBER, SPRINGHILL DONATED $250 OF MED ICAL SUPPLIES AND EQUIPMENT TO CHOSEN, INC STAFF MEMBERS PROVIDED LEADERSHIP SERVICES FOR SEVERAL COMMUNITY ORGANIZATIONS, INCLUDING THE DIRECTORS OF NURSING GROUP AND THE ERIE CE NTER ON HEALTH AND AGING, THE "LIGHT THE NIGHT WALK" FUNDRAISER FOR THE LEUKEMIA AND LY MPH OMA SOCIETY, WQLN PUBLIC BROADCASTING STATION, AND A NETWORKING GROUP DEVOTED TO PERSONAL CARE WORKERS IN ADDITION, MEETING SPACE WAS DONATED FOR THE LEADINGAGEPA LEGISLATIVE BREA KFAST MEETING AND THE FIRST ALLIANCE CHURCH GRIEF SHARING PROGRAM CONTRIBUTIONS TO THE LO CAL ENVIRONMENT INCLUDED CLEANUP EFFORTS ON A STRETCH OF HIGHWAY THROUGH THE ADOPT-A-HIGHW AY PROGRAM IN MARCH, ASSOCIATES PREPARED FOOD FOR CLIENTS OF THE ERIE CITY MISSION, AND I N SEPTEMBER, PROVIDED AND PREPARED LUNCH FOR APPROXIMATELY 400 PEOPLE AT THAT LOCATION IN DECEMBER, SPRINGHILL LAUNCHED ITS SEASON OF CARING CAMPAIGN FOR THE MISSION, COLLECTING P ERSONAL CARE ITEMS, PROVIDING AND DECORATING MORE THAN 600 BAGS OF CHRISTMAS COOKIES, AND FINALLY, PROVIDING AND PREPARING A CHRISTMAS DINNER AND CELEBRATION FOR THE AREA'S NEEDY P OPULATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 1	THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS CAN ACT IN PLACE OF THE BOARD BETWEEN MEETINGS ALL MEMBERS OF THE EXECUTIVE COMMITTEE ARE MEMBERS OF THE BOARD OF DIRECTORS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 1	WE REPORTED 11 INDEPENDENT VOTING MEMBERS OF THE GOVERNING BODY THE NON-INDEPENDENT BOARD MEMBERS CONSIST OF ONE EMPLOYEE OF ASBURY, ONE RESIDENT OF BETHANY VILLAGE, ONE RESIDENT OF SOLOMONS, AND ONE RESIDENT OF ASBURY METHODIST VILLAGE.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 4	THERE WERE BY LAW CHANGE MADE IN 2011 INSTEAD OF APPOINTING ONLY A CHAIR TO PRESIDE OVER THE BOARD MEETINGS, BOTH A CHAIR AND VICE CHAIRMAN WILL NOW BE APPOINTED DUTIES FORMERLY HELD BY THE INVESTMENT COMMITTEE ARE NOW HELD BY THE FINANCE COMMITTEE THERE IS NO LONGER A SYSTEM COMMITTEE KNOWN AS THE INVESTMENT COMMITTEE

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	ASBURY ATLANTIC HAS ONE MEMBER THE SOLE MEMBER IS ASBURY COMMUNITIES, INC

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	ASBURY COMMUNITIES, INC IS THE SOLE MEMBER OF ASBURY ATLANTIC AND ELECTS THE GOVERNING BODY

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	ONLY CERTAIN DECISIONS OF THE GOVERNING BODY ARE SUBJECT TO ASBURY COMMUNITY INC'S APPROVAL THESE DECISIONS INCLUDE (1) MANAGEMENT SERVICES RELATIONSHIPS AND CONTRACTS, (2) ANY ORGANIZATIONAL CHANGE IN GENERAL, INCLUDING MERGERS, SALES, LEASES, ETC, OF SUBSTANTIALLY ALL OF THE ASSETS AND THE CREATION OF NEW ENTITIES, (3) AMENDMENTS TO MISSION OR VISION STATEMENTS, (4) AMENDMENTS TO THE ARTICLES OF INCORPORATION OR BYLAWS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	ASBURY COMMUNITIES IS THE SOLE MEMBER OF ASBURY ATLANTIC, ASBURY SOLOMONS, ASBURY COMMUNITIES HCBS AND INVERNESS VILLAGE, AN OKLAHOMA NOT FOR PROFIT CORPORATION ASBURY COMMUNITIES HAS A SYSTEM WIDE AUDIT COMMITTEE. THE ASBURY ATLANTIC BOARD OF DIRECTORS HAS DELEGATED A REVIEW OF THE FORM 990 TO THE SYSTEM AUDIT COMMITTEE. IN ADDITION, THE FORM HAS BEEN POSTED ON THE ASBURY ATLANTIC BOARD OF DIRECTORS' INTRANET SITE, AND IS AVAILABLE FOR REVIEW BY ALL DIRECTORS ALL DIRECTORS MAY POSE QUESTIONS OR ASK FOR CLARIFICATION FROM THE STAFF AUDIT COMMITTEE. ANY BOARD MEMBER INTEREST IN ATTENDING HTE AUDIT COMMITTEE MEETING VIA TELECONFERENCE IS INVITED TO DO SO AND WILL BE PROVIDED A DIAL-IN NUMBER

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	THE ASBURY COMMUNITIES CONFLICT OF INTEREST POLICY WAS APPROVED BY THE BOARD OF DIRECTORS THE ASSISTANT GENERAL COUNSEL IS GENERALLY RESPONSIBLE FOR THE POLICY PROCESS ALL THE ENTITIES WITHIN THE ASBURY COMMUNITIES GROUP ARE SUBJECT TO THE POLICY ANNUALLY, THE COMPLIANCE OFFICER CONDUCTS A COMPREHENSIVE CONFLICT DISCLOSURE PROCESS COVERING ALL MEMBERS OF THE GOVERNING BOARDS, SYSTEM WIDE COMMITTEES, AND INDIVIDUALS IN MANAGEMENT POSITIONS EACH PERSON COMPLETES A CONFLICT OF INTEREST DISCLOSURE FORM AND IS ADVISED OF THEIR FIDUCIARY OBLIGATIONS THE COMPLIANCE OFFICER ANALYZES ALL DISCLOSURE FORMS FOR POTENTIAL CONFLICTS, AND PREPARES A REPORT FOR THE SYSTEM-WIDE AUDIT COMMITTEE A SUMMARY IS THEN PRESENTED TO THE BOARD OF DIRECTORS AT THE ANNUAL MEETING

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE SYSTEM WIDE COMPENSATION COMMITTEE MEETS WITH THE INDEPENDENT COMPENSATION CONSULTANT, AND BASED ON INFORMATION PROVIDED TO THE COMMITTEE MAKES RECOMMENDATIONS REGARDING COMPENSATION AND BENEFITS TO THE EXECUTIVE COMMITTEE WHICH IS CHARGED WITH MAKING DECISIONS REGARDING COMPENSATION THE FULL BOARD(S) OF ASBURY COMMUNITIES AND ASBURY ATLANTIC EACH HAVE A PRESENTATION ONCE EACH YEAR ON EXECUTIVE COMPENSATION AND BENEFITS THE CHIEF PEOPLE OFFICER IS PRESENT TO GIVE BOARD MEMBERS AN OPPURTUNITY TO ASK QUESTIONS AND TO PROVIDE SALARIES AND GRADE LEVELS FOR THEIR REVIEW THE SYSTEM WIDE COMPENSATION COMMITTEE IS COMPOSED OF 5 VOTING MEMBERS, THE CHIEF PEOPLE OFFICER (NON-VOTING), A RETAINED ATTORNEY (NON-VOTING, RECORDS PROCEEDINGS IN MINUTES), AND IS ADVISED BY TOWERS WATSON (A COMPENSATION CONSULTING FIRM) THE SYSTEM WIDE COMPENSATION COMMITTEE HOLDS 4 MEETINGS EACH YEAR (JAN, MARCH, JULY, AND NOV) IN THE NOVEMBER MEETING THEY REVIEW TOWERS WATSON DATA AND REPORTS IN ORDER TO MAKE RECOMMENDATIONS REGARDING SALARIES AND BENEFITS THE EXECUTIVE COMMITTEE OF ASBURY COMMUNITIES ULTIMATELY REVIEWS/APPROVES/ AND OR ADJUSTS RECOMMENDATIONS FROM THE SYSTEM WIDE COMPENSATION COMMITTEE AND SETS COMPENSATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE GOVERNING DOCUMENTS ARE AVAILABLE IN THE RESIDENT LIBRARIES THE CONFLICT OF INTEREST POLICY IS AVAILABLE UPON REQUEST THE AUDITED FINANCIAL STATEMENTS ARE AVAILABLE FOR PUBLIC VIEWING ON OUR WEBSITE

Identifier	Return Reference	Explanation
	FORM 990, PART VII, SECTION A	THE OFFICERS THAT HAVE COMPENSATION FROM RELATED ORGANIZATIONS REPORTED IN PART VII, SECTION A, COLUMN E OF THE FORM 990 PROVIDE EXECUTIVE MANAGEMENT SUPPORT AND OVERALL GUIDANCE TO ASBURY ATLANTIC, INC AS WELL AS THE OTHER RELATED ORGANIZATIONS OF ASBURY COMMUNITIES, INC THERE ARE OVER 1,900 TOTAL EMPLOYEES IN THE ASBURY COMMUNITIES, INC SYSTEM THE 2011 CONSOLIDATED AUDITED FINANCIAL STATEMENTS FOR ASBURY COMMUNITIES, INC HAD TOTAL REVENUES OF $171 8 MILLION AND TOTAL ASSETS IN EXCESS OF $542 MILLION

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -4,678,382 NET UNREALIZED GAIN ON DERIVATIVE INSTRUMENTS -7,938,000 CHANGE IN BENEFICIAL INTEREST OF FOUNDATION 426,357 CHANGE IN VALUE OF DFERRED GIVING -41,752 UNRELATED BUSINESS LOSS CAPITAL TRANSFER TO ACOMM -4,336,577 TOTAL TO FORM 990, PART XI, LINE 5 -16,568,354

Identifier	Return Reference	Explanation
	FORM 990, PART XI, LINE 2C	THE ORGANIZATION HAS NOT MADE ANY CHANGES TO ITS OVERSIGHT OR SELECTION PROCESS FROM THE PRIOR YEAR

Identifier	Return Reference	Explanation
SCHEDULE K - ALLOCATION OF TOTAL PROCEEDS OF ISSUE (SERIES 2009B MD BONDS)	FORM 990, SCHEDULE K, PART II	THE PROCEEDS OF THE SERIES 2009B MD BONDS (CUSIP #363128CB3) ISSUED BY THE CITY OF GAITHERSBURG (MD) WERE ALLOCATED BETWEEN 2 ENTITIES ASBURY ATLANTIC, INC (EIN 52-0607956) AND ASBURY SOLOMONS, INC (EIN 52-1862675) THE TOTAL PROCEEDS FROM THE ISSUE OF THE SERIES 2009B MD BONDS IS $43,806,989 (NET OF ISSUANCE DISCOUNT OF $13,011) AND IS ALLOCATED AS FOLLOWS ASBURY ATLANTIC, INC $17,878,771 ASBURY SOLOMONS, INC $25,928,218

Identifier	Return Reference	Explanation
	FORM 990, PART IV, LINE 28C	MORGAN STANLEY SMITH BARNEY SERVES AS INVESTMENT ADVISORS TO THE ASBURY COMMUNITIES, INC 401(K) PLAN THE "GROUP" AT MORGAN STANLEY WHICH IS SERVING AS THE INVESTMENT ADVISOR IS HEADED BY A FORMER ASBURY COMMUNITIES BOARD MEMBER AND A CURRENT MEMBER OF THE FINANCE COMMITTEE ALSO IN THE GROUP IS THE VICE CHAIR OF THE ASBURY ATLANTIC BOARD OF DIRECTORS THE GROUP WAS SELECTED THROUGH A COMPETITIVE BID AND INTERVIEW PROCESS

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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
ASBURY ATLANTIC INC

Employer identification number
52-0607956

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) ASBURY COMMUNITIES INC 20030 CENTURY BLVD GERMANTOWN, MD 20874 52-1862677	MANAGEMENT SERVICES	MD	501(C)(3)	11	N/A		No
(2) ASBURY FOUNDATION INC 20030 CENTURY BLVD SUITE 300 GERMANTOWN, MD 20874 52-1862674	RAISING FUNDS FOR CHARITY CARE	MD	501(C)(3)	11	N/A		No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? 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) THE ASBURY GROUP INC 20030 CENTURY BLVD GERMANTOWN, MD 20874 20-5038820	TECH & MGT SERVICE	DE	ASBURY COMMUNITIES INC	C			

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

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III or IV			
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		No
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c		No
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	Yes	
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	Yes	
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	Yes	
p Reimbursement paid by related organization(s) for expenses	1p		No
q Other transfer of cash or property to related organization(s)	1q	Yes	
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)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

Software ID:
Software Version:
EIN: 52-0607956
Name: ASBURY ATLANTIC INC

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JAMES SMELTZER CHAIR	1 00	X		X				0	0	0
ARTHUR ELGIN VICE CHAIR	1 00	X		X				0	0	0
MARTHA CANFIELD DIRECTOR	1 00	X						0	0	0
SARAH CATO DIRECTOR	1 00	X						0	0	0
ANN GILLESPIE DIRECTOR	1 00	X						0	0	0
DAVID LINGRELL DIRECTOR	1 00	X						0	0	0
JAMES REIM DIRECTOR	1 00	X						0	0	0
PHYLLIS SCHMITZ DIRECTOR	1 00	X						0	0	0
GUFFIE SMITH DIRECTOR	1 00	X						0	0	0
RICHARD STETLER DIRECTOR	1 00	X						0	0	0
GEORGE A TJIATTAS DIRECTOR	1 00	X						0	0	0
JOSEPH A TORCHIA DIRECTOR	1 00	X						0	0	0
NORMA TYLER DIRECTOR	1 00	X						0	0	0
P GARY WIENKEN DIRECTOR	1 00	X						0	0	0
JULIAN TAVENNER DIRECTOR	1 00	X						0	0	0
DOUGLAS LEIDIG PRESIDENT	1 00	X		X				0	370,281	19,212
ANDREW JOSEPH SECRETARY, ASST TREASURER	1 00			X				0	195,921	19,895
MICHAEL CONNELL TREASURER	1 00			X				0	299,129	21,712
SUE DACMARA SENIOR VP	1 00			X				0	273,568	16,905
ANDREW APPLEGATE VICE PRESIDENT	1 00			X				0	179,735	18,974
SCOTT BUSHONG VICE PRESIDENT	1 00			X				0	187,891	18,541
DAVID DENTON VICE PRESIDENT	50 00			X				219,477	0	21,346
MELISSA HADLEY VICE PRESIDENT	50 00			X				199,756	0	17,437
JIM SCHNEIDER VICE PRESIDENT	50 00			X				157,902	0	14,267
ROBIN STERN VICE PRESIDENT	50 00			X				0	136,999	16,140

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
KIM EHRENFRIED ASST TREASURER	1 00			X				0	153,655	18,207
PEGGY CRESPI KAPLAN VP, ASST SECRETARY	1 00			X				0	300,409	18,905
HENRY MOEHRING ASST SECRETARY	50 00			X				166,716	0	17,692
TONI WILSON ASST SECRETARY	40 00			X				62,113	0	9,133
DEBBIE BARRIS ASST SECRETARY	40 00			X				63,163	0	11,575
JANET DYKSTRA DIRECTOR OF NURSING	40 00					X		119,931	0	11,092
DIANE EDWARDS ASST DIR OF NURSING	40 00					X		105,790	0	8,595
SUSAN BOETTGER AL ADMINISTRATOR	40 00					X		105,354	0	15,151
BRIAN GRUNDUSKY SNF ADMINISTRATOR	40 00					X		115,559	0	13,146
HELENA FORD NURSE MANAGER	40 00					X		100,066	0	8,499