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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
LEXINGTON RETIREMENT COMMUNITY INC

Doing Business As
KENDAL AT LEXINGTON

Number and street (or P O box if mail is not delivered to street address) | Room/suite
160 KENDAL DRIVE

City or town, state or country, and ZIP + 4
LEXINGTON, VA 24450

D Employer identification number
54-1795871

E Telephone number
(540)464-2604

G Gross receipts $ 13,979,356

F Name and address of principal officer
STEVEN H JEWELL
160 KENDAL DRIVE
LEXINGTON,VA 24450

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 KALEX KENDAL ORG

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

L Year of formation 1995

M State of legal domicile VA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
PROVIDE SERVICES FOR OLDER PEOPLE LIVING RESIDENTIALLY, IN ASSISTED LIVING & SKILLED NURSING

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**	16
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**	199
6	Total number of volunteers (estimate if necessary)	**6**	78
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

Activities & Governance

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	60,772	49,682
9	Program service revenue (Part VIII, line 2g)	12,215,045	13,336,223
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	254,748	328,908
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	262,865	264,018
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12,793,430	13,978,831
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	47,716
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)	4,659,242	5,204,636
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶24,704		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	8,915,238	8,792,535
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	13,574,480	14,044,887
19	Revenue less expenses Subtract line 18 from line 12	-781,050	-66,056
Net Assets or Fund Balances		**Beginning of Current Year**	**End of Year**
20	Total assets (Part X, line 16)	59,348,352	59,107,826
21	Total liabilities (Part X, line 26)	62,535,241	62,595,531
22	Net assets or fund balances Subtract line 21 from line 20	-3,186,889	-3,487,705

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

****** | 2012-06-01
Signature of officer | Date

STEVEN H JEWELL CHIEF EXECUTIVE OFFICER
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ BERNADETTE O'TOOLECPA	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

KENDAL AT LEXINGTON, A CHARITABLE NOT-FOR-PROFIT CONTINUING CARE RETIREMENT COMMUNITY, WAS ESTABLISHED TO SERVE A DIVERSE POPULATION OF OLDER ADULTS FROM THE LOCAL COMMUNITY AND BEYOND, BY PROVIDING SERVICES DESIGNED TO PROMOTE AND SUPPORT SUCCESSFUL AGING

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 $ 9,748,103 including grants of $) (Revenue $ 13,498,293)

THE LEXINGTON RETIREMENT COMMUNITY, INC OWNS AND OPERATES A CONTINUING CARE RETIREMENT COMMUNITY WHICH CURRENTLY CONSISTS OF 121 INDEPENDENT LIVING RESIDENCES IN COTTAGES AND APARTMENTS, 20 ASSISTED LIVING RESIDENCES AND A 60 BED SKILLED NURSING FACILITY

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

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

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses** ▶ $ 9,748,103

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *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**	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**		No
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**	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**	Yes	
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**	39		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			**1c**	Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	199			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			**2b**	Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			**3a**		No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			**3b**		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?			**4a**		No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .			**5a**		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			**5b**		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			**5c**		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			**6a**		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			**6b**		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			**7a**		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			**7b**		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			**7c**		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			**7e**		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .			**7f**		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			**7h**		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			**8**		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			**9a**		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			**9b**		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	**11a**				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			**12a**		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state			**13a**		
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**				
c	Enter the aggregate amount of reserves on hand	**13c**				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			**14a**		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			**14b**		

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	16		
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 Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .			3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?			4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .			5	No
6	Did the organization have members or stockholders?			6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?			7a	No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?			7b 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 ▶ VA

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 ▶

FELICIA DIPRONIO BUSH
160 KENDAL DRIVE
LEXINGTON,VA 24450
(540)464-2604

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) J HARDIN MARION BOARD CHAIR	10 00	X		X				0	0	0
(2) RUTH WOODCOCK BOARD VICE CHAIR	1 00	X		X				0	0	0
(3) KIMBERELY RUSCIO BOARD SECRETARY	1 00	X		X				0	0	0
(4) GREG RAETZ BOARD TREASURER	1 00	X		X				0	0	0
(5) BARBARA BROWN BOARD MEMBER	1 00	X						0	0	0
(6) JOHN KNAPP BOARD MEMBER	1 00	X						0	0	0
(7) PAMELA LUECKE BOARD MEMBER	1 00	X						0	0	0
(8) WOODSON A SADLER JR BOARD MEMBER	1 00	X						0	0	0
(9) SINCLAIR A HARCUS JR BOARD MEMBER	1 00	X						0	0	0
(10) MATTHEW W PAXTON JR BOARD MEMBER	1 00	X						0	0	0
(11) NORMAN JONES BOARD MEMBER	1 00	X						0	0	0
(12) ADOLPH HENRY HUMPHREYS JR BOARD MEMBER	1 00	X						0	0	0
(13) DANIEL J WALZ BOARD MEMBER	1 00	X						0	0	0
(14) SARAH WIANT BOARD MEMBER	1 00	X						0	0	0
(15) ABBOTT SMITH BOARD MEMBER	1 00	X						0	0	0
(16) MARYLIN ALEXANDER BOARD MEMBER	1 00	X						0	0	0
(17) LLOYD L CRAIGHILL BOARD MEMBER	1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) JANE T HORTON BOARD MEMBER	1 00	X						0	0	0
(19) BRIAN D SHAW BOARD MEMBER	1 00	X						0	0	0
(20) JOAN N ROBINS BOARD MEMBER	1 00	X						0	0	0
(21) LINDA WILDER BOARD MEMBER	1 00	X						0	0	0
(22) STEVEN H JEWELL EXECUTIVE DIRECTOR	50 00			X				119,467	0	21,960
(23) FELICIA DIPRONIO BUSH FINANCE MANAGER	50 00			X				77,368	0	4,854
1b Sub-Total . . . . . ▶										
c Total from continuation sheets to Part VII, Section A . . . . ▶										
d Total (add lines 1b and 1c) . . . . . ▶								196,835	0	26,814

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 ▶ 1

			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**		No
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
GENESIS ELDERCARE REHABILITATION 101 EAST STATE STREET KENNETT SQUARE, PA 19348	THERAPY SERVICES	647,786
NURSEFINDERS INC 9120 MIDLOTHIAN TURNPIKE RICHMOND, VA 23235	NURSING SERVICES	455,284

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 ▶ 2

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 49,682				
	g	Noncash contributions included in lines 1a-1f $ 9,331				
	h	**Total.** Add lines 1a-1f . . . . . ▶	49,682			
Program Service Revenue		Business Code				
	2a	HEALTH CENTER FEES	623000	5,864,888	5,864,888	
	b	RESIDENTIAL SERVICES R	623000	4,941,510	4,941,510	
	c	AMORTIZATION OF DEFERR	623000	2,529,825	2,529,825	
	d					
	e					
	f	All other program service revenue				
	g	**Total.** Add lines 2a–2f . . . . . ▶		13,336,223		
	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶		329,433		329,433
	4	Income from investment of tax-exempt bond proceeds . . ▶				
	5	Royalties . . . . . ▶				
		(i) Real / (ii) Personal				
	6a	Gross rents 44,173				
	b	Less rental expenses				
	c	Rental income or (loss) 44,173				
	d	Net rental income or (loss) . . . . . ▶		44,173		44,173
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory				
	b	Less cost or other basis and sales expenses 525				
	c	Gain or (loss) -525				
	d	Net gain or (loss) . . . . . ▶		-525		-525
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	FOOD SERVICES 623000	107,181	107,181		
	b	ANCILLARY SERVICES 623000	54,889	54,889		
	c					
	d	All other revenue	57,775			57,775
	e	**Total.** Add lines 11a–11d . . . . . ▶	219,845			
	12	**Total revenue.** See Instructions . . . ▶	13,978,831	13,498,293	0	430,856

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	47,716	47,716		
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	223,649		223,649	
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	3,654,153	3,311,085	333,417	9,651
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	204,507	185,990	17,975	542
9	Other employee benefits	848,631	742,555	103,912	2,164
10	Payroll taxes	273,696	235,324	37,686	686
11	Fees for services (non-employees)				
a	Management				
b	Legal	4,870		4,870	
c	Accounting	57,089		57,089	
d	Lobbying				
e	Professional fundraising *See Part IV, line 17* . .				
f	Investment management fees				
g	Other	1,561,495	1,429,914	130,984	597
12	Advertising and promotion	35,878	30,848	4,940	90
13	Office expenses	1,862,392	1,104,284	754,889	3,219
14	Information technology	102,744	7,559	95,163	22
15	Royalties . .				
16	Occupancy	753,598	647,944	103,765	1,889
17	Travel	27,279	23,455	3,756	68
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	35,940	30,901	4,949	90
20	Interest	1,825,930		1,825,930	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	2,133,574	1,834,450	293,777	5,347
23	Insurance	103,434		103,434	
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	BAD DEBT EXPENSE	153,306		153,306	
b	BOOKS & PERIODICALS	80,018	68,799	11,018	201
c	REPAIRS AND MAINTENANCE	48,318	41,544	6,653	121
d					
e					
f	All other expenses	6,670	5,735	918	17
25	**Total functional expenses.** Add lines 1 through 24f	14,044,887	9,748,103	4,272,080	24,704
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		805,267	1	375,208
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net		84,041	3	86,689
	4	Accounts receivable, net		2,150,555	4	1,409,646
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		176,950	9	158,422
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 54,835,903			
	b	Less accumulated depreciation	10b 12,950,649	43,598,616	10c	41,885,254
	11	Investments—publicly traded securities		5,720,561	11	8,504,612
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		6,812,362	15	6,687,995
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		59,348,352	16	59,107,826
Liabilities	17	Accounts payable and accrued expenses		1,270,217	17	1,297,923
	18	Grants payable			18	
	19	Deferred revenue		27,289,333	19	27,629,820
	20	Tax-exempt bond liabilities		33,021,742	20	32,597,534
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	269,116
	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		590,000	23	485,000
	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		363,949	25	316,138
	26	**Total liabilities.** Add lines 17 through 25		62,535,241	26	62,595,531
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		-3,794,841	27	-4,081,559
	28	Temporarily restricted net assets		387,055	28	351,882
	29	Permanently restricted net assets		220,897	29	241,972
		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		-3,186,889	33	-3,487,705
	34	Total liabilities and net assets/fund balances		59,348,352	34	59,107,826

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	13,978,831
2	Total expenses (must equal Part IX, column (A), line 25)	2	14,044,887
3	Revenue less expenses Subtract line 2 from line 1	3	-66,056
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	-3,186,889
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-234,760
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	-3,487,705

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
LEXINGTON RETIREMENT COMMUNITY INC

Employer identification number
54-1795871

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

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

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

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

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

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

_____

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

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

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

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

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

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

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

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

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

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

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

	Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization? **11g(i)**		
(ii) a family member of a person described in (i) above? **11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

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

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

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

Section A. Public Support

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

Section B. Total Support

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

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

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

Section C. Computation of Public Support Percentage

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

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

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

b **33 1/3% support test—2010.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

b **10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

18 **Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part III **Support Schedule for Organizations Described in IRC 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	50,962	129,062	229,487	60,772	49,682	519,965
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	7,982,082	9,307,887	11,171,738	12,387,673	13,450,577	54,299,957
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	8,033,044	9,436,949	11,401,225	12,448,445	13,500,259	54,819,922
7a Amounts included on lines 1, 2, and 3 received from disqualified persons			197,311		3,050	200,361
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			197,311		3,050	200,361
8 **Public Support** (Subtract line 7c from line 6)						54,619,561

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	8,033,044	9,436,949	11,401,225	12,448,445	13,500,259	54,819,922
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	232,938	621,111	199,658	293,395	373,606	1,720,708
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	232,938	621,111	199,658	293,395	373,606	1,720,708
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)	246,398	243,486	789,255	49,590	57,775	1,386,504
13 **Total support** (Add lines 9, 10c, 11 and 12)	8,512,380	10,301,546	12,390,138	12,791,430	13,931,640	57,927,134

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	94 290 %
16	Public support percentage from 2010 Schedule A, Part III, line 15	16	93 610 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2011** (line 10c column (f) divided by line 13 column (f))	17	2 970 %
18	Investment income percentage from **2010** Schedule A, Part III, line 17	18	3 070 %

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

Additional Data

Software ID:
Software Version:
EIN: 54-1795871
Name: LEXINGTON RETIREMENT COMMUNITY INC

Form 990, Special Condition Description:

Special Condition Description

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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
LEXINGTON RETIREMENT COMMUNITY INC

Employer identification number
54-1795871

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	796,621	763,188			
b Contributions	22,985	27,638	763,188		
c Investment earnings or losses	1,280	5,795			
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	820,886	796,621	763,188		

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

- a Board designated or quasi-endowment ▶ 69 850 %
- b Permanent endowment ▶ 29 390 %
- c Term endowment ▶ 0 760 %

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)		No

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	741,068			741,068
b Buildings	50,354,460		10,375,939	39,978,521
c Leasehold improvements				
d Equipment	3,740,375		2,574,710	1,165,665
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				41,885,254

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) DEFERRED FINANCING COSTS	796,027
(2) DEFERRED MARKETING COSTS	455,978
(3) ASSETS LIMITED AS TO USE	5,435,990
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	6,687,995

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
DUE TO AFFILIATE	20,578
ENTRY FEE DEPOSITS	295,560
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	316,138

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	13,978,831
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	14,044,887
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-66,056
4	Net unrealized gains (losses) on investments	4	-237,954
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	3,194
9	Total adjustments (net) Add lines 4 - 8	9	-234,760
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-300,816

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	13,696,355
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-237,954		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	3,194		
e	Add lines **2a** through **2d**			2e	-234,760
3	Subtract line **2e** from line **1**			3	13,931,115
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	47,716		
c	Add lines **4a** and **4b**			4c	47,716
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	13,978,831

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

1	Total expenses and losses per audited financial statements			1	13,927,140
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	0
3	Subtract line **2e** from line **1**			3	13,927,140
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	117,747		
c	Add lines **4a** and **4b**			4c	117,747
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	14,044,887

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
	PART IV, LINE 2B	THIS AMOUNT IS AN ENTRANCE FEE REFUND THAT IS HELD FOR THE BENEFIT OF THE RESPECTIVE RESIDENTS
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THERE ARE TWO DONOR RESTRICTED PERMANENT ENDOWMENTS TOTALING $241,297 ONE IS TO BE USED FOR THE FELLOWSHIP FUND THE FELLOWSHIP FUND PROVIDES FINANCIAL ASSISTANCE TO RESIDENTS THAT HAVE OUTLIVED THEIR ASSETS AND NEED ASSISTANCE PAYING THEIR MONTHLY FEE OR NEED ASSISTANCE PAYING THE INITIAL ENTRY FEE INTO THE COMMUNITY THE SECOND DONOR RESTRICTED ENDOWMENT IS FOR EMPLOYEE EDUCATION AND DEVELOPMENT THE BOARD DESIGNATED ENDOWMENT (QUASI-ENDOWMENT) OF $573,370 DOES NOT HAVE A STATED PURPOSE AT THIS TIME
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE CORPORATION HAS BEEN GRANTED EXEMPT STATUS RELATIVE TO FEDERAL AND STATE CORPORATE INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND APPLICABLE STATE CODES THE CORPORATION FOLLOWS THE GUIDANCE IN THE INCOME TAX STANDARD REGARDING THE RECOGNITION AND MEASUREMENT OF UNCERTAIN TAX POSITIONS THE GUIDANCE CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES RECOGNIZED IN AN ENTITY'S FINANCIAL STATEMENTS THE GUIDANCE FURTHER PRESCRIBES RECOGNITION AND MEASUREMENT OF TAX PROVISIONS TAKEN OR EXPECTED TO BE TAKEN ON A TAX RETURN THAT ARE NOT CERTAIN TO BE REALIZED THE APPLICATION OF THIS STANDARD HAS NO IMPACT ON THE CORPORATION'S FINANCIAL STATEMENTS THE CORPORATION'S TAX RETURNS, FOR THE YEARS 2008 TO 2010, ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL AND STATE AUTHORITIES
PART XI, LINE 8 - OTHER ADJUSTMENTS		CHANGE IN BENEFICIAL INTEREST IN CHARITABLE REMAINDER UNITRUST RECEIVABLES 3,194
PART XII, LINE 2D - OTHER ADJUSTMENTS		CHANGE IN BENEFICIAL INTEREST IN CHARITABLE REMAINDER UNITRUST RECEIVABLE 3,194
PART XII, LINE 4B - OTHER ADJUSTMENTS		RESIDENTIAL ASSISTANCE GRANT (FELLOWSHIP FUND)-CONTRA REVENUE ON ACCOUNT FS 47,716
PART XIII, LINE 4B - OTHER ADJUSTMENTS		NET ASSETS RELEASED FROM RESTRICTIONS 70,031 RESIDENTIAL ASSISTANCE GRANT (FELLOWSHIP FUND)-CONTRA REVENUE ACCOUNT ON FS 47,716

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
LEXINGTON RETIREMENT COMMUNITY INC

Employer identification number
54-1795871

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

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

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

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) MONTHLY FEE ASSISTANCE TO RESIDENT	1	47,716			

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

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 A GRANT FROM THE FELLOWSHIP FUND BEGINS WHEN A REQUEST IS MADE BY A RESIDENT OR RESIDENT FAMILY MEMBER THAT ASSISTANCE IS NEEDED TO PAY MONTHLY FEES OR THE INITIAL ENTRY FEE INTO THE COMMUNITY A FINANCIAL APPLICATION IS COMPLETED AND THE APPLICATION IS REVIEWED BY INDEPENDENT BOARD MEMBERS OF THE EXECUTIVE COMMITTEE UPON APPROVAL, THE MONTHLY GRANT CONTINUES UNTIL THE RESIDENT'S FINANCIAL SITUATION CHANGES OR THE RESIDENT LEAVES THE COMMUNITY

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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
LEXINGTON RETIREMENT COMMUNITY INC

Employer identification number
54-1795871

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	INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF LEXINGTON VIRGINIA	54-6001392	52976BBJ4	06-29-2007	34,155,000	TO REFINANCE ALL EXISTING DEBT AND FUND AN EXPANSION PROJECT		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	33,826,470			
4	Gross proceeds in reserve funds	1,544,156			
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow	14,661,561			
7	Issuance costs from proceeds	90,338			
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds	160,040			
10	Capital expenditures from proceeds	17,018,090			
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2009			

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

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

Part III Private Business Use *(Continued)*

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

Part IV Arbitrage

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

Part V Procedures To Undertake Corrective Action

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

Part VI Supplemental Information

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

Identifier	Return Reference	Explanation

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
LEXINGTON RETIREMENT COMMUNITY INC

Employer identification number
54-1795871

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

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

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

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

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

Part II Loans to and/or From Interested Persons.

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

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	(b) From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) No	(f) Approved by board or committee? Yes	(f) No	(g) Written agreement? Yes	(g) No
Total . . . . . ▶ $										

Part III Grants or Assistance Benefitting Interested Persons.

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

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

Part IV **Business Transactions Involving Interested Persons.**

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

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

Part V **Supplemental Information**

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

Identifier	Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 54-1795871
Name: LEXINGTON RETIREMENT COMMUNITY INC

Form 990, Schedule L, Part IV - Business Transactions Involving Interested Persons

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction $	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
NORMAN JONES	A RESIDENT OF THE COMMUNITY WHO CURRENTLY SERVES ON THE BOARD OF DIRECTORS	52,992	PAYMENT OF MONTHLY FEES & ANCILLARY CHARGES		No
RUTH WOODCOCK	A RESIDENT OF THE COMMUNITY WHO CURRENTLY SERVES ON THE BOARD OF DIRECTORS	56,734	PAYMENT OF MONTHLY FEES & ANCILLARY CHARGES		No
MATTHEW W PAXTON JR	A RESIDENT OF THE COMMUNITY WHO SERVED ON THE BOARD OF DIRECTORS IN 2011	60,612	PAYMENT OF MONTHLY FEES & ANCILLARY CHARGES		No
WOODSON A SADLER JR	FORMER BOARD MEMBER WITH PARENT OR IN-LAW WHO IS A RESIDENT (VERA SADLER)	35,640	PAYMENT OF MONTHLY FEES & ANCILLARY CHARGES		No
SINCLAIR A HARCUS JR	FORMER BOARD MEMBER WITH PARENT OR IN-LAW WHO IS A RESIDENT (FRANCES HARCUS)	42,343	PAYMENT OF MONTHLY FEES & ANCILLARY CHARGES		No
DANIEL J WALZ	A BOARD MEMBER WITH PARENT OR IN-LAW WHO IS A RESIDENT (ALICE RICHWINE)	42,416	PAYMENT OF MONTHLY FEES & ANCILLARY CHARGES		No
ADOLPH HENRY HUMPHREYS JR	SON IS AN EMPLOYEE OF THE ORGANIZATION	27,715	PAYMENT OF WAGES FOR SERVICES PERFORMED		No
LLOYD L CRAIGHILL	A RESIDENT OF THE COMMUNITY WHO CURRENTLY SERVES ON THE BOARD OF DIRECTORS	59,306	PAYMENT OF MONTHLY FEES & ANCILLARY CHARGES		No
JOAN N ROBINS	BOARD MEMBER WITH PARENT OR IN-LAW THAT WAS A RESIDENT (MORTIMER ROBINS)	36,079	PAYMENT OF MONTHLY FEES & ANCILLARY CHARGES		No

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
LEXINGTON RETIREMENT COMMUNITY INC

Employer identification number
54-1795871

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 1	THE EXECUTIVE COMMITTEE SHALL CONSIST OF THE ELECTED OFFICERS OF THE CORPORATION, THE CHAIR OF THE BOARD DEVELOPMENT COMMITTEE, THE EXECUTIVE DIRECTOR, EX OFFICIO, AND, UPON REQUEST OF THE CHAIR OF THE BOARD, AND IF WILLING TO SERVE, THE IMMEDIATE PAST CHAIR OF THE BOARD FOR A PERIOD NOT TO EXCEED ONE YEAR THE EXECUTIVE COMMITTEE SHALL PREPARE BOARD MEETING AGENDAS,PLAN THE WORK OF THE BOARD, AND HELP THE BOARD ACCOMPLISH ITS WORK IT SHALL MAKE DECISIONS ON BEHALF OF THE BOARD WHEN CIRCUMSTANCES REQUIRE A DECISION BETWEEN REGULAR MEETINGS OF THE BOARD, AND SHALL MAKE DECISIONS ON BEHALF OF THE BOARD WHEN THE BOARD DELEGATES TO THE COMMITTEE THE AUTHORITY TO DO SO THE EXECUTIVE COMMITTEE SHALL HAVE SUCH OTHER RESPONSIBILITIES AS ARE OUTLINED IN THE COMMITTEE DESCRIPTION APPROVED BY THE BOARD

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 1	THE BOARD WILL ENDEAVOR TO MAKE DECISIONS BY GENERAL AGREEMENT, RATHER THAN BY VOTING, SUCH AS THE MANNER TRADITIONALLY USED FOR THE CONDUCT OF BUSINESS BY MEMBERS OF THE RELIGIOUS SOCIETY OF FRIENDS EACH DIRECTOR SHALL BE ENTITLED TO ONE VOTE IN PERSON VOTING BY PROXY SHALL NOT BE PERMITTED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	WOODSON A SADLER, JR, SINCLAIR A HARCUS, JR , DANIEL J WALZ AND JOAN N ROBINS HAVE OR HAD PARENTS OR IN-LAWS AS RESIDENTS NORMAN JONES, RUTH WOODCOCK, MATTHEW W PAXTON, JR AND LLOYD L CRAIGHILL ARE INDEPENDENT RESIDENTS OF THE COMMUNITY WHO SERVE OR SERVED ON THE BOARD IN 2011 ADOLPH HENRY HUMPHREYS, JR , WHO SERVES ON THE BOARD, HAS A FAMILY MEMBER WHO IS AN EMPLOYEE OF THE ORGANIZATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	THE DIRECTORS SHALL SEEK AND MUST OBTAIN THE APPROVAL OF THE KENDAL CORPORATION WITH RESPECT TO THE FOLLOWING A CHANGES IN CORPORATE PURPOSES, B THE INCURRING OF INDEBTEDNESS WITH A VALUE LARGER THAN THAT SPECIFIED IN THE MOST RECENT AFFILIATION AGREEMENT IN SECTION II J, C THE CORPORATION'S USE OF THE NAME "KENDAL", D THE SUBSTANCE OF RESIDENT CONTRACTS, E THE PURCHASE, SALE, LEASE OR OTHER DISPOSITION OF ANY REAL ESTATE OR IMPROVEMENTS THEREON, WITH A VALUE GREATER THAN THAT SPECIFIED IN THE MOST RECENT AFFILIATION AGREEMENT IN SECTION II J, F DISSOLUTION, MERGER WITH ANOTHER ENTITY, DIVISION, OR ACQUIRING CONTROL OF ANOTHER ENTITY, G THE SELECTION OF NEW MEMBERS OF THE BOARD OF DIRECTORS OF THE CORPORATION, AND H AMENDMENTS TO THE ARTICLES OF INCORPORATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE FORM 990 IS REVIEWED BY THE BOARD CHAIR AND BOARD EXECUTIVE COMMITTEE. A COPY OF THE FORM 990 IS MADE AVAILABLE TO ALL BOARD MEMBERS PRIOR TO THE BOARD MEETING TO APPROVE THE RETURN BEFORE THE FINAL COPY IS FILED WITH THE INTERNAL REVENUE SERVICE.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	A POTENTIAL CONFLICT OF INTEREST EXISTS WHEN 1 AN INDIVIDUAL (OR MEMBER OF HIS/HER IMMEDIATE FAMILY OR OTHERS CLOSELY ASSOCIATED WITH HIM/HER) STANDS TO GAIN AN OUTSIDE ADVANTAGE AS A RESULT OF THE INDIVIDUAL'S BEING A KENDAL DIRECTOR, EMPLOYEE, OR BOARD COMMITTEE MEMBER, 2 THE INDIVIDUAL'S OUTSIDE ACTIVITIES ARE SUCH THAT THEY MAY HAVE AN ADVERSE IMPACT ON KENDAL, OR 3 AN INDIVIDUAL'S RELATIONSHIP WITH A RESIDENT, BOARD MEMBER, OR STAFF MEMBER OF A KENDAL ENTITY GIVES THE PERCEPTION OF SUBJECTIVITY OR FAVORITISM IN DECISION-MAKING BEING A RESIDENT OF A KENDAL FACILITY DOES NOT, IN AND OF ITSELF, CONSTITUTE A CONFLICT OF INTEREST INDIVIDUALS HAVING CONFLICTS OF INTEREST OR POTENTIAL CONFLICTS OF INTEREST SHALL DISCLOSE THE CONFLICTS, SHALL ABSTAIN FROM DISCUSSION OF MATTERS RELATING TO THE CONFLICT AT BOARD, COMMITTEE, OR STAFF MEETINGS, AND SHALL NOT USE THEIR PERSONAL INFLUENCE IN ANY DECISION REGARDING THE MATTERS RELATING TO THE CONFLICT THE MINUTES OF ANY SUCH MEETING SHALL REFLECT THE DISCLOSURE THAT WAS MADE AND THE ABSTENTION FROM DISCUSSION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE EXECUTIVE DIRECTOR'S COMPENSATION WAS DETERMINED AFTER AN ANNUAL EVALUATION WAS COMPLETED BY THE EXECUTIVE DIRECTOR'S REVIEW COMMITTEE IN JANUARY 2011 THE REVIEW COMMITTEE CONSISTED OF THE BOARD CHAIR AND TWO INDEPENDENT BOARD MEMBERS INPUT FOR THE EVALUATION WAS OBTAINED FROM VARIOUS SOURCES, INCLUDING BUT NOT LIMITED TO, KENDAL AT LEXINGTON STAFF, KENDAL CORPORATION STAFF, BOARD MEMBERS, AND RESIDENTS EARNINGS FOR COMPARABLE POSITIONS IN THE MARKET AREA WERE OBTAINED AND USED TO SET COMPENSATION COMPENSATION FOR OTHER OFFICERS AND KEY EMPLOYEES WAS DETERMINED BY THE EXECUTIVE DIRECTOR ANNUAL EVALUATIONS AND EARNINGS DATA FOR COMPARABLE POSITIONS IN THE MARKET AREA WERE USED TO SET COMPENSATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 18	THE ORGANIZATION'S 990 IS AVAILABLE FOR PUBLIC INSPECTION UPON REQUEST, AT WWW GUIDESTAR ORG AND THE ORGANIZATIONS WEBSITE WWW KALEX KENDAL ORG

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -237,954 CHANGE IN BENEFICIAL INTEREST IN CHARITABLE REMAINDER UNITRUST RECEIVABLES 3,194 TOTAL TO FORM 990, PART XI, LINE 5 -234,760

Identifier	Return Reference	Explanation
		THE FINANCE COMMITTEE WAS RESPONSIBLE FOR THE OVERSIGHT OF THE AUDIT PROCESS IN 2011 BEGINNING IN 2012 A NEW BOARD COMMITTEE, THE AUDIT AND OVERSIGHT COMMITTEE, WAS FORMED TO ASSUME THAT RESPONSIBILITY

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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
LEXINGTON RETIREMENT COMMUNITY INC

Employer identification number
54-1795871

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
See Additional Data Table							

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

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

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

		Yes	No
1 During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b	Yes	
c Gift, grant, or capital contribution from related organization(s)	1c	Yes	
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e		No
f Sale of assets to related organization(s)	1f		No
g Purchase of assets from related organization(s)	1g		No
h Exchange of assets with related organization(s)	1h		No
i Lease of facilities, equipment, or other assets to related organization(s)	1i		No
j Lease of facilities, equipment, or other assets from related organization(s)	1j		No
k Performance of services or membership or fundraising solicitations for related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations by related organization(s)	1l		No
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		No
n Sharing of paid employees with related organization(s)	1n		No
o Reimbursement paid to related organization(s) for expenses	1o	Yes	
p Reimbursement paid by related organization(s) for expenses	1p		No
q Other transfer of cash or property to related organization(s)	1q		No
r Other transfer of cash or property from related organization(s)	1r		No

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

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

Return to Form

Software ID:
Software Version:
EIN: 54-1795871
Name: LEXINGTON RETIREMENT COMMUNITY INC

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(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 501(c)(3))	(f) Direct Controlling Entity	g Section 512(b)(13) controlled organization	
KENDAL AT OBERLIN 600 KENDAL DRIVE OBERLIN, OH 44074 34-1567246	OPERATE CONTINUING CARE RETIREMENT COMMUNITY	OH	501(C)(3)	9	N/A		No
KENDAL AT ITHACA 2230 NORTH TRIPHAMMER ROAD ITHACA, NY 14850 52-1787487	OPERATE CONTINUING CARE RETIREMENT COMMUNITY	NY	501(C)(3)	9	N/A		No
KENDAL AT HANOVER 80 LYME ROAD HANOVER, NH 03755 02-0519490	OPERATE CONTINUING CARE RETIREMENT COMMUNITY	NH	501(C)(3)	9	N/A		No
BARCLAY FRIENDS 700 N FRANKLIN STREET WEST CHESTER, PA 19380 23-2088476	OPERATE SKILLED AND ASSISTED LIVING NURSING HOME	PA	501(C)(3)	9	N/A		No
THE KENDAL CORPORATION 1107 EAST BALTIMORE PIKE KENNETT SQUARE, PA 19348 23-2688382	DEVELOP AND PROVIDE ADMINISTRATION FOR CCRC'S	PA	501(C)(3)	11C	N/A		No
KENDAL CHARITABLE FUNDS 1107 EAST BALTIMORE PIKE KENNETT SQUARE, PA 19038 23-2626425	MANAGE CHARITABLE CONTRIBUTIONS TO PRIMARILY BENEFIT AFFILIATES	PA	501(C)(3)	7	N/A		No
KENDAL CROSSLANDS COMMUNITIES PO BOX 100 KENNETT SQUARE, PA 19038 23-1906212	OPERATE CONTINUING CARE RETIREMENT COMMUNITY	PA	501(C)(3)	9	N/A		No
KENDAL ON HUDSON 1010 KENDAL WAY SLEEPY HOLLOW, NY 10591 13-3971396	OPERATE CONTINUING CARE RETIREMENT COMMUNITY	PA	501(C)(3)	9	N/A		No
KENDAL AT GRANVILLE 2158 COLUMBUS ROAD GRANVILLE, OH 43023 31-1657346	OPERATE CONTINUING CARE RETIREMENT COMMUNITY	OH	501(C)(3)	9	N/A		No
THE LATHROP COMMUNITIES 100 BASSETT BROOK DRIVE EASTHAMPTON, MA 01027 04-2996627	OPERATE OVER 55 COMMUNITY	MA	501(C)(3)	9	N/A		No
KENDAL NEW YORK 1010 KENDAL WAY SLEEPY HOLLOW, NY 10591 06-1656576	PROVIDE SUPPORT SERVICES IN OPERATION OF KENDAL ON HUDSON & KENDAL AT ITHACA	NY	501(C)(3)	11A	N/A		No
KENDAL AT HOME 27519 DETROIT ROAD WESTLAKE, OH 44145 20-0548053	OPERATE CONTINUING CARE RETIREMENT PROGRAM	OH	501(C)(3)	9	N/A		No
COLLINGTON 10450 LOTTSFORD ROAD MITCHELLVILLE, MO 20721 52-1281156	OPERATE CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	N/A		No