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Return of Organization Exempt From Income Tax

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Form 990 header section containing organization name (899 CHARLESTON), EIN (03-0594291), address (899 E. CHARLESTON ROAD, PALO ALTO, CA 94303), principal officer (GEORGE PILLARI, CEO), and other identifying information.

Part I Summary

Table with 22 rows detailing financial and operational data. Rows include: 1. Mission statement; 2-7. Governance and activities; 8-12. Revenue; 13-19. Expenses; 20-22. Net Assets or Fund Balances. Includes a 'RECEIVED' stamp from IRS OSC dated MAY 9 2013.

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.

Signature block section with fields for officer signature (Daniel R. Ruth), date (5/15/13), preparer name (Debra K. McCall), preparer signature, date (5/15/13), firm name (SEILER LLP), and firm address (THREE LAGOON DRIVE, STE 400 REDWOOD CITY, CA 94065).

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [] No

For Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2011)

SCANNED JUN 24 2013

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

ATTACHMENT 1

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 \$ 14,606,034 including grants of \$ _____) (Revenue \$ 6,846,720)

ATTACHMENT 2

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 ► 14,606,034.

Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Rows 1-20b detailing various organizational requirements and their completion status.

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i>	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
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?	X	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
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 direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>	X	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
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	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V. []

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding Form 1096, Form W-2G, Form W-3, and various tax compliance issues.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 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. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body... 1b Enter the number of voting members included in line 1a... 2 Did any officer, director, trustee, or key employee have a family relationship... 3 Did the organization delegate control over management duties... 4 Did the organization make any significant changes to its governing documents... 5 Did the organization become aware during the year of a significant diversion of the organization's assets... 6 Did the organization have members or stockholders... 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... 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body... 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body? 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

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? 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? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? b Describe in Schedule O the process, if any, used by the organization to review this Form 990 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done 13 Did the organization have a written whistleblower policy? 14 Did the organization have a written document retention and destruction policy? 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 b Other officers or key employees of the organization 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? 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?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CALIFORNIA
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply
[] Own website [] Another's website [X] 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 during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization VICTOR MEINKE, CFO 302 SILVER AVENUE SAN FRANCISCO, CA 94112 415-562-2690

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 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, and 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 organization compensated any current 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			
ATTACHMENT 3										
(1) LARRY MARKS CHAIR	1.00	X		X				0	0	0
(2) DANIEL OGUS TRUSTEE	1.00	X						0	0	0
(3) SUSAN MOLDAW (START 12/16/11) TRUSTEE	1.00	X						0	0	0
(4) DAVID STEIRMAN CO-CHAIR	1.00	X		X				0	0	0
(5) DANIEL RUTH TRUSTEE	.50	X					41,556.	0	0	0
(6) JOEL GOLDMAN SECRETARY	1.00	X		X				0	0	0
(7) PAM FERRIS TRUSTEE	1.00	X						0	0	0
(8) GEORGE PILLARI CEO	1.00	X		X				0	0	0
(9) MARILYN ISRAEL EXECUTIVE DIRECTOR	40.00			X			153,592.	0	25,651.	
(10) KEVIN POTTER CFO	1.50			X			4,342.	172,554.	14,442.	
(11) CHANA ANDERSON HR DIRECTOR	4.50					X	0	103,094.	12,623.	
(12) SHIRLEY HUAN CONTROLLER	14.00					X	0	144,847.	6,255.	
(13) SERENA LEI-NG ASSISTANT CONTROLLER	1.00					X	0	112,505.	26,287.	
(14)										

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	707,678.			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		707,678.			
Program Service Revenue			Business Code				
	2a	RESIDENT FEES	623000	5,548,828.	5,548,828		
	b	ANCILLARY SERVICES	623000	259,916	259,916		
	c	AMORTIZATION OF ENTRANCE FEES	623000	1,037,976	1,037,976		
	d	_____					
	e	_____					
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		6,846,720.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		407,201.		407,201.	
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		0			
	6a	Gross rents	(i) Real				
			(ii) Personal				
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0			
	7a	Gross amount from sales of assets other than inventory	(i) Securities				
			(ii) Other				
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)		0			
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
			b	Less direct expenses			
c			Net income or (loss) from fundraising events		0		
9a	Gross income from gaming activities See Part IV, line 19	a					
		b	Less direct expenses				
		c	Net income or (loss) from gaming activities		0		
10a	Gross sales of inventory, less returns and allowances	a					
		b	Less cost of goods sold				
		c	Net income or (loss) from sales of inventory		0		
Miscellaneous Revenue		Business Code					
11a	_____						
b	_____						
c	_____						
d	All other revenue						
e	Total. Add lines 11a-11d		0				
12	Total revenue. See instructions		7,961,599	6,846,720.		407,201	

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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	0			
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	186,688.		186,688.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	2,559,148.	2,394,784.	164,364.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	7,930.	5,342.	2,588.	
9 Other employee benefits	484,501.	404,108.	80,393.	
10 Payroll taxes	232,654.	216,108.	16,546.	
11 Fees for services (non-employees)				
a Management	178,357.	178,357.		
b Legal	40,465.		40,465.	
c Accounting	80,063.		80,063.	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other	1,677,929.	1,410,032.	241,357.	26,540.
12 Advertising and promotion	0			
13 Office expenses	212,142.	200,464.	11,678.	
14 Information technology	0			
15 Royalties	0			
16 Occupancy	888,278.	888,278.		
17 Travel	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	228,623.	221,250.	7,373.	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	5,279,722.	4,927,606.	352,116.	
23 Insurance	125,483.	40.	125,443.	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a <u>DEBT RESTRUCTURING FEES</u>	548,245.	525,971.	22,274.	
b <u>LOC & REMARKETING FEES</u>	1,857,997.	1,839,417.	18,580.	
c <u>MARKETING EXPENSES</u>	332,221.	332,221.		
d <u>SUPPLIES & EQUIPMENT</u>	262,906.	243,812.	19,094.	
e All other expenses	1,023,691.	818,244.	205,447.	
25 Total functional expenses. Add lines 1 through 24e	16,207,043.	14,606,034.	1,574,469.	26,540.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	922,971.	1	1,296,726.
	2 Savings and temporary cash investments	34,902,198.	2	27,535,036.
	3 Pledges and grants receivable, net	1,108,829.	3	890,336.
	4 Accounts receivable, net	508,465.	4	184,544.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7 Notes and loans receivable, net	2,238,800.	7	1,901,840.
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	351,675.	9	598,960.
	10a Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a 147,242,884.		
	b Less accumulated depreciation	10b 12,083,177.		
		139,430,686.	10c	135,159,707.
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities See Part IV, line 11	0	12	0
	13 Investments - program-related See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
15 Other assets. See Part IV, line 11	9,041,507.	15	8,350,767.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	188,505,131.	16	175,917,916.	
Liabilities	17 Accounts payable and accrued expenses	889,870.	17	742,303.
	18 Grants payable	0	18	0
	19 Deferred revenue	5,643,853.	19	6,921,109.
	20 Tax-exempt bond liabilities	106,525,000.	20	90,100,000.
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	26,500,000.	23	22,119,158.
	24 Unsecured notes and loans payable to unrelated third parties	316,010.	24	344,142.
	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	57,436,245.	25	73,424,281.
	26 Total liabilities. Add lines 17 through 25.	197,310,978.	26	193,650,993.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-17,558,084.	27	-26,504,165.
	28 Temporarily restricted net assets	5,462,887.	28	5,053,822.
	29 Permanently restricted net assets	3,289,350.	29	3,717,266.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> 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	-8,805,847.	33	-17,733,077.	
34 Total liabilities and net assets/fund balances	188,505,131.	34	175,917,916.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7,961,599.
2	Total expenses (must equal Part IX, column (A), line 25)	2	16,207,043.
3	Revenue less expenses. Subtract line 2 from line 1	3	-8,245,444.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-8,805,847.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-681,786.
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	-17,733,077.

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 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 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	X	
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 <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate 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?		X
3b	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		

Public Charity Status and Public Support

Department of the Treasury
Internal Revenue Service

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.

Name of the organization
899 CHARLESTON

Employer identification number
03-0594291

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

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

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

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

 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

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

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 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; 10 Other income; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) 65.28%; 15 Public support percentage from 2010 Schedule A, Part II, line 14 62.29%; 16a 33 1/3% support test - 2011; 16b 33 1/3% support test - 2010; 17a 10%-facts-and-circumstances test - 2011; 17b 10%-facts-and-circumstances test - 2010; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 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

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 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; 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; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b 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; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on; 12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV); 13 Total support. (Add lines 9, 10c, 11, and 12).

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Value, Percentage. Row 15: Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2010 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Value, Percentage. Row 17: Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2010 Schedule A, Part III, line 17.

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.

19b 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.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions)

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Name of the organization 899 CHARLESTON

Employer identification number 03-0594291

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.

Table with 3 columns: Line number, Description, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 3 columns: Line number, Description, Held at the End of the Tax Year. Includes questions 1-9 regarding 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

Table with 3 columns: Line number, Description, Amount. Includes questions 1a, 1b, 2a, 2b regarding art and historical treasures.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2011

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

- 3 Using the organization's acquisition, 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	3,600,666.	2,963,406.	3,683,919.		
b Contributions	427,916.	300,000.	-875,000.	3,683,531.	
c Net investment earnings, gains, and losses	51,188.	337,260.	154,487.	388.	
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	4,079,770.	3,600,666.	2,963,406.	3,683,919.	

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a Board designated or quasi-endowment ▶ _____ %
 - b Permanent endowment ▶ 91.1100 %
 - c Temporarily restricted endowment ▶ 8.8900 %
- The percentages in lines 2a, 2b, and 2c should equal 100%
- 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (ii) related organizations | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No
- 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		13,118,538.		13,118,538.
b Buildings		127,239,892.	9,558,380.	117,681,512.
c Leasehold improvements				
d Equipment		2,524,130.	1,305,418.	1,218,712.
e Other		4,331,313.	1,219,379.	3,111,934.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				135,130,696.

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		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must 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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must 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)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) REFUNDABLE DEPOSIT	1,226,012.
(3) REFUNDABLE ENTRANCE FEES	66,319,553.
(4) LOAN PAYABLE FROM JHSLF	5,878,716.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	73,424,281.

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 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	7,961,599.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	16,207,043.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-8,245,444.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-681,786.
9	Total adjustments (net) Add lines 4 through 8	9	-681,786.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	-8,927,230.

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	7,788,493.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-173,106.
e	Add lines 2a through 2d	2e	-173,106.
3	Subtract line 2e from line 1	3	7,961,599.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	7,961,599.

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

1	Total expenses and losses per audited financial statements	1	16,715,723.
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	508,680.
e	Add lines 2a through 2d	2e	508,680.
3	Subtract line 2e from line 1	3	16,207,043.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	16,207,043.

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, line 2; 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

SEE PAGE 5

Part XIV Supplemental Information (continued)

ENDOWMENT FUNDS PART V

PART V, LINE 4

THE INTENDED USE OF THE ENDOWMENT FUND IS TO PROVIDE SUPPORT FOR RESIDENTS OF THE 899 CHARLESTON PROJECT OR ACCEPTED APPLICANTS WHO CANNOT AFFORD A PORTION OF EITHER THE ENTRY FEE OR THE CONTINUING MONTHLY COSTS AND INCLUDES ACCUMULATED EARNINGS THEREON THAT HAVE NOT YET BEEN EXPENDED. AS REQUIRED BY ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA, NET ASSETS ASSOCIATED WITH ENDOWMENT FUNDS ARE CLASSIFIED AND REPORTED BASED ON THE EXISTENCE OR ABSENCE OF DONOR-IMPOSED RESTRICTIONS.

OTHER PART XI

PART XI, LINE 8

CHANGE IN BENEFICIAL INTEREST IN JEWISH HOME

& SENIOR LIVING FOUNDATION (JHSLF)	\$51,188.
AMORTIZATION OF DISCOUNT ON NOTES PAYABLE	(508,680.)
CHANGE IN ALLOWANCE FOR DOUBTFUL PLEDGES RECEIVABLES	(75,375.)
WRITE-OFF OF UNCOLLECTIBLE PLEDGES	(74,370.)
CHANGE IN PLEDGE DISCOUNT	17,576.
BOOK TO TAX ADJUSTMENT	(92,125.)

TOTAL	(\$681,786.)
	=====

Part XIV Supplemental Information (continued)

OTHER PART XII

PART XII, LINE 2D

REVENUE INCLUDED ON FINANCIAL STATEMENTS BUT NOT ON FORM 990:

CHANGE IN BENEFICIAL INTEREST IN JEWISH HOME	
& SENIOR LIVING FOUNDATION (JHSLF)	51,188.
CHANGE IN ALLOWANCE FOR DOUBTFUL PLEDGES RECEIVABLES	(75,375.)
WRITE-OFF OF UNCOLLECTIBLE PLEDGES	(74,370.)
CHANGE IN PLEDGE DISCOUNT	17,576.
BOOK TO TAX ADJUSTMENT	(92,125.)

TOTAL	(\$173,106.)
	=====

OTHER PART XIII

PART XIII LINE 2D

EXPENSES INCLUDED ON FINANCIAL STATEMENTS BUT NOT ON FORM 990:

AMORTIZATION OF DISCOUNT ON NOTES PAYABLE	\$508,680.
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Part XIV Supplemental Information (continued)

UNCERTAIN TAX POSITION, PART X

PART X, LINE 2

THE ORGANIZATION ADOPTED THE FASB ASC TOPIC 740-10 "INCOME TAXES" REGARDING ACCOUNTING FOR UNCERTAIN TAX POSITIONS. THIS ACCOUNTING STANDARD PROVIDES DETAILED GUIDANCE FOR FINANCIAL STATEMENT RECOGNITION, MEASUREMENT, AND DISCLOSURE OF UNCERTAIN TAX POSITIONS RECOGNIZED IN THE FOUNDATION'S FINANCIAL STATEMENTS. THE STANDARD REQUIRES THE ORGANIZATION TO RECOGNIZE THE FINANCIAL STATEMENT IMPACT OF A TAX POSITION WHEN IT IS MORE LIKELY THAN NOT THAT THE POSITION WILL NOT BE SUSTAINED UPON EXAMINATION. THE ORGANIZATION HAS REVIEWED ITS TAX POSITIONS FOR ALL OPEN TAX YEARS AND BELIEVES THAT IT HAS APPROPRIATE SUPPORT FOR THE TAX POSITIONS TAKEN. THEREFORE, NO LIABILITY HAS BEEN RECORDED.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
899 CHARLESTON

Employer identification number
03-0594291

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III

- | | |
|--|---|
| <input type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 MARILYN ISRAEL	(i)	153,592.	0	6,173.	19,478.	179,243.	0
	(ii)	0	0	0	0	0	0
2 KEVIN POTTER	(i)	4,342.	0	0	0	4,342.	0
	(ii)	172,554.	0	5,256.	9,186.	186,996.	0
3 SHIRLEY HUAN	(i)	0	0	0	0	0	0
	(ii)	136,075.	8,772.	5,471.	784.	151,102.	0
4	(i)						
(ii)							
5	(i)						
(ii)							
6	(i)						
(ii)							
7	(i)						
(ii)							
8	(i)						
(ii)							
9	(i)						
(ii)							
10	(i)						
(ii)							
11	(i)						
(ii)							
12	(i)						
(ii)							
13	(i)						
(ii)							
14	(i)						
(ii)							
15	(i)						
(ii)							
16	(i)						
(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART II

IN ACCORDANCE WITH A SERVICE AGREEMENT THROUGH MARCH 31, 2011, THE ORGANIZATION REIMBURSES HEBREW HOME FOR THE AGED DISABLED DBA JEWISH HOME SAN FRANCISCO FOR MANAGERIAL DUTIES PERFORMED BY ITS EMPLOYEES ON BEHALF OF THE ORGANIZATION. THE COMPENSATION REPORTED IN PART II LINE 2 (B) (I) (I) REPRESENTS THE AMOUNTS REIMBURSED UNDER THIS SERVICE AGREEMENT.

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 Part VI.

Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization: 899 CHARLESTON
 Employer identification number: 03-0594291

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) Pooled financing	
						Yes	No	Yes	No	Yes	No
ABAG FINANCE AUTHORITY FOR NONPROFIT CORPORATIONS	94-3130123	00037CWL8	06/16/2007	165,805,000	SEE PART V		X		X		X
B											
C											
D											

Part II Proceeds

	A				B				C				D			
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No		
1 Amount of bonds retired																
2 Amount of bonds legally defeased																
3 Total proceeds of issue																
4 Gross proceeds in reserve funds																
5 Capitalized interest from proceeds																
6 Proceeds in refunding escrows																
7 Issuance costs from proceeds																
8 Credit enhancement from proceeds																
9 Working capital expenditures from proceeds																
10 Capital expenditures from proceeds																
11 Other spent proceeds																
12 Other unspent proceeds																
13 Year of substantial completion																

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

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?								
2 Are there any lease arrangements that may result in private business use of bond-financed property?								

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Part III Private Business Use (Continued) ABAG FINANCE AUTHORITY FOR NONPROFIT CORPORATIONS

Table with 4 main columns (A, B, C, D) and 7 rows of questions regarding private business use, management practices, and research agreements.

Part IV Arbitrage

Table with 4 main columns (A, B, C, D) and 7 rows of questions regarding arbitrage, hedge superintegration, and GIC investments.

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

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

PURPOSE OF TAX-EXEMPT BONDS

PART I, LINE A (F)

Part III Private Business Use (Continued) ABAG FINANCE AUTHORITY FOR NONPROFIT CORPORATIONS

Table with 4 main columns (A, B, C, D) and 7 rows of questions regarding management or service contracts, bond-financed property, and research agreements.

Part IV Arbitrage

Table with 4 main columns (A, B, C, D) and 6 rows of questions regarding Form 8038-T, arbitrage rebate, yield reduction, and hedge superintegrated.

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.

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

TO FINANCE THE CONSTRUCTION AND EQUIPPING OF A NONPROFIT CONTINUING CARE RETIREMENT COMMUNITY.

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, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 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

899 CHARLESTON

Employer identification number

03-0594291

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) Correct?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

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

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
	(1)									
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
Total ▶ \$										

Part III Grants or Assistance Benefiting 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 and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2011

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
(1) ALVAREZ & MARSAL HEALTHCARE GRP, LLC	TRUSTEE-MANAGING DIRECTOR	737,596	INDEPENDENT CONTRACTOR		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

PART V

IN ACCORDANCE WITH POLICY THE NON-INDEPENDENT TRUSTEE RECUSES HIMSELF FROM ALL DISCUSSION AND VOTING RELATED TO ALVAREZ & MARSAL HEALTHCARE GRP, LLC.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

899 CHARLESTON

Employer identification number

03-0594291

FORM 990 REVIEW PROCESS

FORM 990, PART VI, SECTION B, LINE 11

A COPY OF THE FORM 990 WAS PROVIDED TO ALL BOARD OF TRUSTEES PRIOR TO
FILING. MANAGEMENT OF THE ORGANIZATION REVIEWS THE COMPLETED FORM 990
AND FOLLOWS UP WITH THE TAX RETURN PREPARATION FIRM TO ANSWER ANY
QUESTIONS PRIOR TO FILING.

POLICY MONITORING AND COMPLIANCE

FORM 990, PART VI, SECTION B, LINE 12C

THE ORGANIZATION REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES
COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY. EACH TRUSTEE AND
PRINCIPAL OFFICER OF THE ORGANIZATION AND EACH MEMBER OF A COMMITTEE WITH
BOARD-DELEGATED POWERS ANNUALLY SIGNS A CONFLICT OF INTEREST STATEMENT
AND DISCLOSURE FORM. THE BOARD OF TRUSTEES REVIEWS AND DETERMINES IF ANY
CONFLICTS OF INTEREST EXIST AND TAKES THE APPROPRIATE ACTION AS OUTLINED
IN THE ORGANIZATION'S CONFLICT OF INTEREST POLICY.

COMPENSATION REVIEW

FORM 990, PART VI, SECTION B, LINE 15

THE BOARD OF TRUSTEES REVIEWED AND APPROVED THE ANNUAL COMPENSATION
PACKAGE FOR THE EXECUTIVE DIRECTOR BASED ON VARIOUS FACTORS SUCH AS:
COMPENSATION DATA OBTAINED FROM VARIOUS SOURCES AND NON-PROFIT RESOURCES
FOR SIMILARLY SITUATED ORGANIZATION IN THE AREA. THE BOARD OF TRUSTEES
APPROVED THE ANNUAL BUDGET THAT INCLUDES SALARY EXPENSE.

Name of the organization 899 CHARLESTON	Employer identification number 03-0594291
--	--

IN ACCORDANCE WITH A SERVICE AGREEMENT, THE ORGANIZATION CONTRACTS SOME OF ITS EMPLOYEES FROM AN UNRELATED ORGANIZATION BASED ON THE NUMBER OF HOURS WORKED BY THESE INDIVIDUALS FOR THE ORGANIZATION. THE SERVICE AGREEMENT IS REVIEWED AND APPROVED BY THE BOARD OF TRUSTEES.

AVAILABILITY OF DOCUMENTS FOR PUBLIC INSPECTION

FORM 990, PART VI, SECTION C, LINE 19

THE ORGANIZATION'S AUDITED FINANCIAL STATEMENTS ARE MADE AVAILABLE UPON WRITTEN OR ORAL REQUEST. THE GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE MADE AVAILABLE UPON REQUEST.

RECONCILIATION OF OTHER CHANGES IN NET ASSETS

FORM 990, PART XI, LINE 5

CHANGE IN BENEFICIAL INTEREST IN JEWISH HOME

& SENIOR LIVING FOUNDATION (JHSLF)	\$51,188.
AMORTIZATION OF DISCOUNT ON NOTES PAYABLE	(508,680.)
CHANGE IN ALLOWANCE FOR DOUBTFUL PLEDGES RECEIVABLES	(75,375.)
WRITE-OFF OF UNCOLLECTIBLE PLEDGES	(74,370.)
CHANGE IN PLEDGE DISCOUNT	17,576.
BOOK TO TAX ADJUSTMENT	(92,125.)

TOTAL	(\$681,786.)
	=====

SCH K, PART IV, LINE 3B AND 4B

LINE 3B - MORGAN STANLEY CAPITAL SERVICES, INC LINE 4B - TRANSAMERICA

Name of the organization

899 CHARLESTON

Employer identification number

03-0594291

LIFE INSURANCE COMPANY

ATTACHMENT 1FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

WE SUPPORT THE HIGHEST LEVEL OF INDEPENDENCE FOR EACH INDIVIDUAL BY PROMOTING THE PURSUIT OF A HEALTHFUL LIFESTYLE AND COMMUNITY INVOLVEMENT ON OUR MULTIGENERATIONAL CAMPUS. WE SEEK TO PRESERVE JEWISH COMMUNITY VALUES AND TRADITIONS, WHILE SERVING THE DIVERSE CULTURES & BACKGROUNDS OF THE ENTIRE PENINSULA REGION IN OFFERING A COMPLETELY UNIQUE RETIREMENT OPTION-"UNRETIREMENT!"

ATTACHMENT 2FORM 990, PART III - PROGRAM SERVICE, LINE 4A

CONSTRUCTION AND OPERATION OF 193 MAINTENANCE-FREE APARTMENTS, INCLUDING 182 UNITS FOR INDEPENDENT LIVING AND 11 UNITS FOR SPECIALIZED MEMORY SUPPORT, IN BUILDINGS THROUGHOUT THE PEDESTRIAN-FRIENDLY TAUBE-KORET CAMPUS FOR JEWISH LIFE, THE FIRST AND ONLY JEWISH-SPONSORED SENIOR LIVING COMMUNITY IN THE REGION SOUTH OF SAN FRANCISCO, CALIFORNIA. THE GOAL OF THIS UNIQUE NEIGHBORHOOD DESIGN IS TO FOSTER OPPORTUNITIES FOR OLDER ADULTS TO ENGAGE WITH INDIVIDUALS OF ALL AGES AS THEY PARTICIPATE IN ACTIVITIES AND ORGANIZATIONS ON THE CAMPUS. AS A CONTINUING CARE RETIREMENT COMMUNITY, 899 CHARLESTON ALSO PROVIDES FOR RESIDENTS' FUTURE HEALTHCARE, AS NEEDED. PERSONALIZED ASSISTED LIVING SERVICES ARE AVAILABLE, AND THE COMMUNITY INCLUDES 11 MEMORY SUPPORT RESIDENCES ON CAMPUS. RESIDENTS ARE ALSO AFFORDED PRIORITY ACCESS TO SKILLED NURSING CARE THROUGH AN AFFILIATION WITH THE

Name of the organization
899 CHARLESTON

Employer identification number
03-0594291

ATTACHMENT 2 (CONT'D)

HEBREW HOME FOR AGED DISABLED. DURING THE YEAR, MOLDAW FAMILY RESIDENCES PROVIDED INDEPENDENT LIVING AND MEMORY SUPPORT LIVING TO ELDERLY RESIDENTS. THERE WERE 161 RESIDENTS AT JUNE 30, 2012.

ATTACHMENT 3

FORM 990, PART VII, COLUMN B - ESTIMATED AVERAGE PER WEEK

NAME AND TITLE	HOURS DEVOTED FOR RELATED ORGANIZATION
LARRY MARKS CHAIR	2.00
DAVID STEIRMAN CO-CHAIR	2.00
DANIEL RUTH TRUSTEE	7.60
KEVIN POTTER CFO	12.50
CHANA ANDERSON HR DIRECTOR	10.00
SHIRLEY HUAN CONTROLLER	10.80
SERENA LEI-NG ASSISTANT CONTROLLER	12.00

ATTACHMENT 4

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
ALVAREZ & MARSAL HEALTHCARE GRP, LLC 600 LEXINGTON AVE, 5TH FLOOR NEW YORK, NY 10022	MGMT & CONSULTING	737,596.
TOTAL COMPENSATION		<u>737,596.</u>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

2011

Department of the Treasury
Internal Revenue Service

▶ 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.

Open to Public
Inspection

Name of the organization

899 CHARLESTON

Employer identification number
03-0594291

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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 entity?	
						Yes	No
(1) JEWISH SENIOR LIVING GROUP 302 SILVER AVENUE SAN FRANCISCO, CA 94112 80-0291740	SEE PART VII	CA	501(C)(3)	11A	N/A		X
(2) JEWISH HOME AND SENIOR LIVING FOUNDATION 302 SILVER AVENUE SAN FRANCISCO, CA 94112 02-0724278	SEE PART VII	CA	501(C)(3)	7	N/A		X
(3) BAY AREA JEWISH SENIOR LIFE 302 SILVER AVENUE SAN FRANCISCO, CA 94112 45-5092344	SEE PART VII	CA	501(C)(3)	11A	N/A		X
(4) -----							
(5) -----							
(6) -----							
(7) -----							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2011

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Sale of assets to related organization(s)

g Purchase of assets from related organization(s)

h Exchange of assets with related organization(s)

i Lease of facilities, equipment, or other assets to related organization(s)

j Lease of facilities, equipment, or other assets from related organization(s)

k Performance of services or membership or fundraising solicitations for related organization(s)

l Performance of services or membership or fundraising solicitations by related organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n Sharing of paid employees with related organization(s)

o Reimbursement paid to related organization(s) for expenses

p Reimbursement paid by related organization(s) for expenses

q Other transfer of cash or property to related organization(s)

r Other transfer of cash or property from related organization(s)

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.

Table with 4 columns: (a) Name of other organization, (b) Transaction type (B-F), (c) Amount involved, (d) Method of determining amount involved. Rows 1-6 are empty.

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 section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII Supplemental Information

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

PART II, LINE 1, COL (B)

JEWISH SENIOR LIVING GROUP PRIMARY ACTIVITY

TO PROMOTE THE PROVISION OF JEWISH LIVING SERVICES, FACILITIES AND AGING SERVICES IN NORTHERN CALIFORNIA BY PROVIDING SERVICES DESIGNED TO ASSIST THE SUPPORTED CHARITIES IN THEIR OWN OPERATIONS AND ASSIST WITH DEVELOPING NEW SERVICES AND FACILITIES IN THE AFFILIATED NETWORK.

PART II, LINE 2, COL (B)

JEWISH HOME AND SENIOR LIVING FOUNDATION PRIMARY ACTIVITY

TO PROMOTE AND SUPPORT THE PROVISION OF JEWISH AGING SERVICES, INCLUDING THE MISSION AND ACTIVITIES ASSOCIATED WITH THE JEWISH HOME OF SAN FRANCISCO AND NETWORK AFFILIATES.

PART II, LINE 3, COL (B)

BAY AREA JEWISH SENIOR LIFE PRIMARY ACTIVITY

TO ASSIST THE SUPPORTED CHARITIES IN THEIR OWN OPERATIONS AND ASSIST WITH DEVELOPING NEW SERVICES AND FACILITIES IN THE AFFILIATED NETWORK.

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box, X
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	899 CHARLESTON		<input checked="" type="checkbox"/> X	Employer identification number (EIN) or 03-0594291
	Number, street, and room or suite no. If a P.O. box, see instructions		<input type="checkbox"/>	Social security number (SSN)
899 E. CHARLESTON ROAD				
City, town or post office, state, and ZIP code. For a foreign address, see instructions		PALO ALTO, CA 94303		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of MARYLEE MADDEN-BOST, FIN. DIR.
Telephone No. 415 562-2611 FAX No. 415 333-4345
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for _____

4 I request an additional 3-month extension of time until 05/15, 20 13.

5 For calendar year _____, or other tax year beginning 07/01, 20 11, and ending 06/30, 20 12

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME. THIS INFORMATION WILL AFFECT A SUBSTANTIAL PORTION OF THE RETURN. WE THEREFORE RESPECTFULLY REQUEST AN EXTENSION OF TIME TO FILE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	\$	0.
8b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	\$	0.
8c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature John T. McLeod CPA Title CPA Date 2/11/13

12486