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Form 990

Return of Organization Exempt From Income Tax

2011

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

► The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012

B Check if applicable

Address change

Name change

Initial return

Terminated

Amended return

Application pending

C Name of organization
VOANS PACE INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite
7530 MARKET PLACE DRIVECity or town, state or country, and ZIP + 4
EDEN PRAIRIE, MN 55344F Name and address of principal officer
JOSEPH BUDZYNSKI
1660 DUKE STREET
ALEXANDRIA, VA 22314D Employer identification number
20-5182627E Telephone number
(952) 941-0305

G Gross receipts \$ 16,581,032

I Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527H(a) Is this a group return for affiliates? Yes NoH(b) Are all affiliates included? Yes No

If "No," attach a list (see instructions)

H(c) Group exemption number ► 1736

J Website: ► WWW VOA.ORG

K Form of organization Corporation Trust Association Other ►

L Year of formation 2006

M State of legal domicile
MN

Part I Summary

1 Briefly describe the organization's mission or most significant activities
SEE SCHEDULE O

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 7

4 Number of independent voting members of the governing body (Part VI, line 1b)

4 7

5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)

5 134

6 Total number of volunteers (estimate if necessary)

6 10

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

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	152,278	182,964
9	Program service revenue (Part VIII, line 2g)	13,767,386	16,398,068
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	13,919,664	16,581,032

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	152,278	182,964
9	Program service revenue (Part VIII, line 2g)	13,767,386	16,398,068
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	13,919,664	16,581,032
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	4,335,472	4,851,344
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ► 0		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	9,363,770	10,546,200
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	13,699,242	15,397,544
19	Revenue less expenses Subtract line 18 from line 12	220,422	1,183,488

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	3,201,701	4,183,282
21	Total liabilities (Part X, line 26)	5,040,665	4,838,756
22	Net assets or fund balances Subtract line 21 from line 20	-1,838,964	-655,474

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	***** Signature of officer NANCY GAVIN CONTROLLER Type or print name and title	2013-02-14 Date

Paid Preparer's Use Only	Preparer's signature ► CHARLES SELCER CPA	Date	Check if self-employed ►	Preparer's taxpayer identification number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ► SCHECHTER DOKKEN KANTER CPA'S 100 WASHINGTON AVE SO 1600 MINNEAPOLIS, MN 554012192	EIN ►	Phone no ► (612) 332-5500	

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 II

Y describe the organization's mission

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

If "Yes," describe these new services on Schedule C.

Yes No

3 Did the organization cease conducting, or make significant changes in how it conducts, any programs or services?

If "Yes," describe these changes on Schedule C

Yes No

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 \$ 14,427,929 including grants of \$) (Revenue \$ 16,398,068)

VOANS PACE, Inc currently administers PACE programs in western Colorado. PACE provides services such as healthcare, transportation, meals and social interaction for low-income seniors, with the aim to allow them to live independently while receiving the care they need.

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

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

4d Other program services (Describe in Schedule O)

(Expenses \$ **1,000** including grants of \$ **1,000**)

) (Revenue \$

4e Total program service expenses \$ 14,427.92

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

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

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

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

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

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

11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

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

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

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

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

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

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII

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

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

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

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

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

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

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

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

20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H

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

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		
6		No
7		No
8		No
9		No
10		No
11a	Yes	
11b		No
11c		No
11d		No
11e	Yes	
11f	Yes	
12a	Yes	
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? If "Yes," complete Schedule L, Part IV	29		No
30	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
31	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		No
32	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		No
33	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	Yes	
34	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	34	Yes	
35a	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	35a		No
b	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35b		No
36	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	36		No
37	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	37		No
38	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	38	Yes	
Note. All Form 990 filers are required to complete Schedule O				

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	146
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	134
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).	7a	No
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?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	No
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
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?	9a	
9	Sponsoring organizations maintaining donor advised funds.	9b	
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter	10a	
a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter	11a	
a	Gross income from members or shareholders	11b	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
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.	13a	
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	13b	
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	13c	
c	Enter the aggregate amount of reserves on hand		
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	7	
b Enter the number of voting members included in line 1a, above, who are independent	1b	7	
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	Yes	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a The governing body?	8a	Yes	
b Each committee with authority to act on behalf of the governing body?	8b	Yes	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

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

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

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply
 Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 NANCY GAVIN
 7530 MARKET PLACE DRIVE
 EDEN PRAIRIE, MN 55344
 (952) 941-0305

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 VI

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

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 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.

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

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 **0**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ALL POINTS TRANSIT PO BOX 1416 MONTROSE, CO 81402	TRANSPORTATION	186,807
VOLUNTEERS OF AMERICA NATIONAL SERV 7530 MARKET PLACE DRIVE EDEN PRAIRIE, MN 55344	MANAGEMENT	742,620
NORTH FORK MEDICAL CLINIC PC PO BOX 47 PAONIA, CO 81428	PHYSICIAN CARE	212,647

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.

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	182,964			
	g Noncash contributions included in lines 1a-1f \$ 3,998					
	h Total. Add lines 1a-1f		182,964			
Program Service Revenue			Business Code			
			623000	16,317,747	16,317,747	
			623990	80,321	80,321	
	f All other program service revenue					
	g Total. Add lines 2a-2f		16,398,068			
3 Investment income (including dividends, interest and other similar amounts)						
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)						
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						
b Less direct expenses	b					
c Net income or (loss) from fundraising events			0			
9a Gross income from gaming activities See Part IV, line 19						
b Less direct expenses	b					
c Net income or (loss) from gaming activities			0			
10a Gross sales of inventory, less returns and allowances						
b Less cost of goods sold	b					
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		16,581,032	16,398,068			

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	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	0			
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	3,991,637	3,814,834	176,803	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0			
9 Other employee benefits	578,173	546,348	31,825	
10 Payroll taxes	281,534	281,534		
11 Fees for services (non-employees)				
a Management	742,620		742,620	
b Legal	3,639	3,639		
c Accounting	4,686	4,686		
d Lobbying	0			
e Professional fundraising See Part IV, line 17	0			
f Investment management fees	0			
g Other	894,767	894,767		
12 Advertising and promotion	13,085	13,085		
13 Office expenses	529,492	524,197	5,295	
14 Information technology	997	997		
15 Royalties	0			
16 Occupancy	745,934	738,475	7,459	
17 Travel	215,345	215,345		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	30,513	30,513		
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	246,409	243,945	2,464	
23 Insurance	106,742	105,675	1,067	
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 HEALTH RELATED SERVICES	4,171,729	4,171,729		
b NON-OFFICE SUPPLIES	1,915,346	1,915,346		
c SVCS PURCH FROM OTHER PROGRAMS	319,049	319,049		
d REPAIRS & MAINTENANCE	141,172	139,760	1,412	
e				
f All other expenses	464,675	464,005	670	
25 Total functional expenses. Add lines 1 through 24f	15,397,544	14,427,929	969,615	0
26 Joint costs. Check here <input type="checkbox"/> <input checked="" type="checkbox"/> 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	1,100	1 1,153,603
	2 Savings and temporary cash investments	0	2 94,922
	3 Pledges and grants receivable, net	0	3 0
	4 Accounts receivable, net	1,095,165	4 1,025,633
	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)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	0	6 0
	7 Notes and loans receivable, net	0	7 0
	8 Inventories for sale or use	27,875	8 33,824
	9 Prepaid expenses and deferred charges	154,707	9 46,505
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	2,672,902
	b Less accumulated depreciation	10b	844,107
		1,922,854	10c 1,828,795
	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	0	15 0
	16 Total assets. Add lines 1 through 15 (must equal line 34)	3,201,701	16 4,183,282
Liabilities	17 Accounts payable and accrued expenses	1,337,134	17 1,877,676
	18 Grants payable	0	18 0
	19 Deferred revenue	0	19 654,535
	20 Tax-exempt bond liabilities	0	20 0
	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	643,546	23 0
	24 Unsecured notes and loans payable to unrelated third parties	0	24 0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	3,059,985	25 2,306,545
	26 Total liabilities. Add lines 17 through 25	5,040,665	26 4,838,756
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	-1,838,964	27 -655,474
	28 Temporarily restricted net assets	0	28 0
	29 Permanently restricted net assets	0	29 0
	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	-1,838,964	33 -655,474
	34 Total liabilities and net assets/fund balances	3,201,701	34 4,183,282

Part XI Reconciliation of Net AssetsCheck 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	16,581,032
2	Total expenses (must equal Part IX, column (A), line 25)	2	15,397,544
3	Revenue less expenses Subtract line 2 from line 1	3	1,183,488
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-1,838,964
5	Other changes in net assets or fund balances (explain in Schedule O)	5	2
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	-655,474

Part XII Financial Statements and ReportingCheck 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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2b Were the organization's financial statements audited by an independent accountant?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2c 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		
2d 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 type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> 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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>

2011

Open to Public
Inspection**SCHEDULE A**
(Form 990 or 990EZ)**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.

Department of the Treasury
Internal Revenue Service

Name of the organization
VOANS PACE INC

Employer identification number

20-5182627

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

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

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

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

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

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

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

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

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

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

Part II Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (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")		687,941	16,056	152,278	182,964	1,039,239
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	952	5,365,708	10,895,190	13,767,386	16,398,068	46,427,304
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	952	6,053,649	10,911,246	13,919,664	16,581,032	47,466,543
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
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						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						47,466,543

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	952	6,053,649	10,911,246	13,919,664	16,581,032	47,466,543
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c 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)	952	6,053,649	10,911,246	13,919,664	16,581,032	47,466,543

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
16 Public support percentage from 2010 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

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

2011

Open to Public
Inspection**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.

Name of the organization

VOANS PACE INC

Employer identification number

20-5182627

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
2a	
2b	
2c	
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 d Loan or exchange programs
 b Scholarly research e Other
 c Preservation for future generations

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ►

b Permanent endowment ►

c Term endowment ►

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

(i) unrelated organizations Yes No

(ii) related organizations Yes No

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		715,000			715,000
b Buildings				0	
c Leasehold improvements		1,048,397	515,649		532,748
d Equipment		613,554	232,293		381,261
e Other		295,951	96,165		199,786
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)					1,828,795

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		

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	16,581,032
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	15,397,544
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	1,183,488
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	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	1,183,488

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	16,581,032
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	16,581,032
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	16,581,032

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

1	Total expenses and losses per audited financial statements	1	15,397,544
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	15,397,544
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	15,397,544

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 11F		THE ORGANIZATION IS EXEMPT FROM INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND APPLICABLE STATE STATUTES. THE ORGANIZATION HAS EVALUATED ITS TAX POSITIONS FOR UNCERTAINTY AND HAS NO UNRECOGNIZED TAX MATTERS THAT ARE REQUIRED TO BE DISCLOSED. THE ORGANIZATION IS OPEN TO EXAMINATION FOR THE YEARS 2009 THROUGH 2011. THE ORGANIZATION HAD NO INCOME TAX EXPENSE AND THERE WERE NO CASH PAYMENTS FOR INCOME TAXES IN 2011.

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2011Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
► Attach to Form 990. ► See separate instructions.

Open to Public Inspection**Name of the organization**
VOANS PACE INC**Employer identification number**

20-5182627

Part I Questions Regarding Compensation

Yes

No

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

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

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

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input 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 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

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

a The organization?

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 Regs. 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)?

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

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

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

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

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
PART I, LINE 3		THE ORGANIZATION RELIED ON VOA NATIONAL SERVICES TO ESTABLISH THE TOP MANAGEMENT OFFICIAL'S COMPENSATION. VOANS USES THE FOLLOWING METHODS: 1) INDEPENDENT COMPENSATION CONSULTANT 2) COMPENSATION SURVEY OR STUDY 3) APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE

2011

Open to Public
Inspection**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.

Name of the organization
VOANS PACE INCEmployer identification number
20-5182627

Identifier	Return Reference	Explanation
PART I, LINE 1, AND PART III, LINE 1		Established in 1896, Volunteers of America is a national, nonprofit, faith-based organization providing services such as housing and healthcare to more than 2 million people in over 400 communities each year. In support of that mission, VOANS PACE, Inc was organized and is operated to engage in, advance, support, promote, and administer health and health-related services and supportive services to seniors and disabled individuals
PART VI, SECTION A, LINE 6		VOA NATIONAL SERVICES IS A MEMBER
PART VI, SECTION A, LINE 7a		VOA NATIONAL SERVICES HAS THE RIGHT TO ELECT OR APPOINT DIRECTORS
PART VI, SECTION A, LINE 7b		VOA NATIONAL SERVICES APPROVES AMENDMENTS TO THE ARTICLES AND BYLAWS
PART VI, SECTION B, LINE 11A		TAX RETURN IS PREPARED AND GIVEN TO THE BOARD OF DIRECTORS. THE BOARD WILL HAVE 5 DAYS TO REVIEW AND GIVE COMMENTS ON THE RETURN. AFTER THE COMMENTS ARE GIVEN, THE RETURN WILL BE FILED
PART VI, SECTION B, LINE 12		THE POLICY REQUIRES OFFICERS, DIRECTORS, AND KEY EMPLOYEES TO DISCLOSE ANNUALLY INTERESTS THAT COULD GIVE RISE TO CONFLICTS. THE POLICY AND DISCLOSURE FORM ARE DISTRIBUTED AND COLLECTED ANNUALLY, AND INDIVIDUALS ARE REQUIRED TO UPDATE THE DISCLOSURE FORM THOROUGHOUT THE YEAR IN THE EVENT POTENTIAL CONFLICTS ARISE. POTENTIAL CONFLICTS OF INTEREST ARE REVIEWED BY THE BOARD OF DIRECTORS
PART VI, SECTION B, LINE 13		The organization follows the Whistleblower Policy adopted by its corporate parent, Volunteers of America National Services
PART VI, SECTION B, LINE 14		The organization follows the Document Retention and Destruction Policy adopted by its corporate parent, Volunteers of America National Services
Part VI, Section B, Line 15		Yes. The organization's CEO is not compensated by the organization but is compensated by a related organization, Volunteers of America, Inc. Volunteers of America's process for determining compensation of the organization's CEO, officers, and key employees includes review and approval by a compensation committee formed of independent members appointed by the Board of Directors. The Compensation Committee reviews compensation data with respect to functionally comparable senior management-level positions at organizations similar to Volunteers of America in size, geographic location, national presence, industry and other relevant factors, and determines a permissible range of pay between the 50th and 75th percentile of compensation received by comparators. Compensation data is gathered from published survey sources and using the services of an outside compensation consulting firm. This process was most recently undertaken by the organization in January 2009, to establish the compensation of the following individuals: Michael King, CEO; David Bowman, Assistant Secretary/Assistant Treasurer; Ron Patterson, Assistant Secretary/Assistant Treasurer; Tom Turnbull, Assistant Secretary/Assistant Treasurer; and Patrick Sheridan, Assistant Secretary.
PART VI, SECTION C, LINE 19		THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST
PART VI, SECTION A, LINE 2		THOMAS TURNBULL AND WAYNE OLSON HAVE BUSINESS RELATIONSHIPS WITH EACH OTHER BECAUSE THEY ALSO SERVE AS DIRECTORS, OFFICERS, AND/OR KEY EMPLOYEES OF VOLUNTEERS OF AMERICA INC., VOLUNTEERS OF AMERICA NATIONAL SERVICES, AND/OR THEIR RELATED ORGANIZATIONS
PART XI, LINE 5		ROUNDING \$2
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME MATT NELSON TITLE DIRECTOR HOURS 1
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME CAROL BRYDEN MOORE TITLE CHAIR/DIRECTOR HOURS 1
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME DAVID BOWMAN TITLE ASST SECRETARY/ASST TREASURER HOURS 40
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME TOM TURNBULL TITLE ASST SECRETARY/ASST TREASURER HOURS 40
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME C DAVID KIKUMOTO TITLE DIRECTOR/TREASURER HOURS 1
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME LINCOLN ANDERSON TITLE BOARD MEMBER HOURS 1
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME SARA SHARER TITLE BOARD MEMBER HOURS 1
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME WAYNE OLSON TITLE OFFICER HOURS 40

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

VOANS PACE INC

Employer identification number

20-5182627

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) VOA Adirondacks Affordable Housing LLC 1660 Duke Street Alexandria, VA 22314 47-0865549	Housing	NY	0	0	NA
(2) Essex Street Commercial LLC 1660 Duke Street Alexandria, VA 22314 94-3448768	Housing	MA	0	0	NA
(3) Eastern Avenue VOA Affordable Housing LL 1660 Duke Street Alexandria, VA 22314 45-4035267	Housing	MD	0	0	NA

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.)

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.)

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
See Additional Data Table							

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III or IV**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)
- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses
- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l	Yes	
1m		No
1n	Yes	
1o		No
1p	Yes	
1q		No
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) VOLUNTEERS OF AMERICA NATIONAL SERVICES	L	742,620	
(2) VOLUNTEERS OF AMERICA CARE FACILITIES	N	116,819	
(3) VOLUNTEERS OF AMERICA NATIONAL SERVICES	P	753,440	
(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.

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation
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Software ID:
Software Version:
EIN: 20-5182627
Name: VOANS PACE 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
Decatur VOA Living Center Inc 1660 Duke Street Alexandria, VA 22314 58-2005296	Housing	AL	501(c)3	9	NA	
Grand Junction VOA Elderly Housing Inc 1660 Duke Street Alexandria, VA 22314 58-2013960	Housing	CO	501(c)3	9	NA	
Greater Harrisburg VOA Living Center Inc 1660 Duke Street Alexandria, VA 22314 58-1917709	Housing	PA	501(c)3	9	NA	
Plains Township VOA Living Center Inc 1660 Duke Street Alexandria, VA 22314 58-1876023	Housing	PA	501(c)3	9	NA	
Rocklin VOA Elderly Housing Inc 1660 Duke Street Alexandria, VA 22314 58-2010055	Housing	CA	501(c)3	9	NA	
Gulf Care Inc 1660 Duke Street Alexandria, VA 22314 59-2239342	Health Care	FL	501(c)3	9	NA	
MINNESOTA AFFORDABLE HOUSING TRUST INC 1660 DUKE STREET ALEXANDRIA, VA 22314 31-1482219	HOUSING	MN	501(c)3	9	NA	
SLEEPY EYE AREA HOME HEALTH INC 7530 MARKET PLACE DRIVE EDEN PRAIRIE, MN 55344 41-1939439	HEALTH CARE	MN	501(c)3	9	NA	

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(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 on Box 20 of K- 1 (\$)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
Brightway Commons V 1660 Duke ST Alexandria VA Alexandria, VA 22314 20-4296562	Housing	DE	NA	UNRELATED	0	0	No		0	No	0 %	
Brightway Commons I 1660 Duke ST Alexandria VA Alexandria, VA 22314 26-2083298	Housing	DE	NA	UNRELATED	0	0	No		0	No	0 %	
Brunswick VOA Affor 1660 Duke ST Alexandria VA Alexandria, VA 22314 20-8138425	Housing	MD	NA	UNRELATED	0	0	No		0	No	0 %	
Burns Manor VOA Aff 1660 Duke ST Alexandria VA Alexandria, VA 22314 06-1820792	Housing	CA	NA	UNRELATED	0	0	No		0	No	0 %	
VOANS Capital Park 1660 Duke ST Alexandria VA Alexandria, VA 22314 54-2058988	Housing	DE	NA	UNRELATED	0	0	No		0	No	0 %	
Casa De Rosal Owner 1660 Duke ST Alexandria VA Alexandria, VA 22314 26-0615674	Housing	CO	NA	UNRELATED	0	0	No		0	No	0 %	
Benton Harbor I VOA 1660 Duke ST Alexandria VA Alexandria, VA 22314 38-3504488	Housing	MI	NA	UNRELATED	0	0	No		0	No	0 %	
Benton Harbor II VO 1660 Duke ST Alexandria VA Alexandria, VA 22314 38-3504495	Housing	MI	NA	UNRELATED	0	0	No		0	No	0 %	
VOA Eastern Avenue 1660 Duke ST Alexandria VA Alexandria, VA 22314 52-1908276	Housing	MD	NA	UNRELATED	0	0	No		0	No	0 %	
Elm Street Commu 1660 Duke ST Alexandria VA Alexandria, VA 22314 71-0810969	Housing	AR	NA	UNRELATED	0	0	No		0	No	0 %	
Greenbriar VOA Aff 1660 Duke ST Alexandria VA Alexandria, VA 22314 26-0087019	Housing	CA	NA	UNRELATED	0	0	No		0	No	0 %	
VOA St Louis HOPE 1660 Duke ST Alexandria VA Alexandria, VA 22314 06-1598374	Housing	MO	NA	UNRELATED	0	0	No		0	No	0 %	
Battle Creek VOAA 1660 Duke ST Alexandria VA Alexandria, VA 22314 41-2130781	Housing	MI	NA	UNRELATED	0	0	No		0	No	0 %	
Lord Tennyson VOA 1660 Duke ST Alexandria VA Alexandria, VA 22314 26-0087020	Housing	CA	NA	UNRELATED	0	0	No		0	No	0 %	
Palomar VOA Afford 1660 Duke ST Alexandria VA Alexandria, VA 22314 26-2086068	Housing	CA	NA	UNRELATED	0	0	No		0	No	0 %	

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(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 on Box 20 of K- 1 (\$)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
Montrose VOA Hou 1660 Duke ST Alexandria VA Alexandria, VA 22314 72-1429716	Housing	CO	NA	UNRELATED	0	0	No		0	No		0 %
Sierra Manor VOA 1660 Duke ST Alexandria VA Alexandria, VA 22314 26-2821963	Housing	NV	NA	UNRELATED	0	0	No		0	No		0 %
VOA Sunset Housing 1660 Duke ST Alexandria VA Alexandria, VA 22314 87-0725914	Housing	DE	NA	UNRELATED	0	0	No		0	No		0 %
South Brunswick VOA 1660 Duke ST Alexandria VA Alexandria, VA 22314 20-3821230	Housing	NJ	NA	UNRELATED	0	0	No		0	No		0 %
VOANS Woodlands on 1660 Duke ST Alexandria VA Alexandria, VA 22314 30-0101444	Housing	OH	NA	UNRELATED	0	0	No		0	No		0 %
Chestnut Hill VOA Affordable Housing LP 1660 Duke ST Alexandria VA Alexandria, VA 22314 26-3443328	Housing	OH	NA	UNRELATED	0	0	No		0	No		0 %
Chestnut Hill Toledo VOA LLC 1660 Duke ST Alexandria VA Alexandria, VA 22314 27-3417002	Housing	OH	NA	UNRELATED	0	0	No		0	No		0 %
Forest Towers II Limited Partnership 1660 Duke ST Alexandria VA Alexandria, VA 22314 26-1471593	Housing	LA	NA	UNRELATED	0	0	No		0	No		0 %
FOREST TOWERS II LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 26-1471539	Housing	LA	NA	UNRELATED	0	0	No		0	No		0 %
Harborview VOA Aff 1660 Duke ST Alexandria VA Alexandria, VA 22314 90-0409299	Housing	NJ	NA	UNRELATED	0	0	No		0	No		0 %
Southwoods VOA Aff 1660 Duke ST Alexandria VA Alexandria, VA 22314 26-3529401	Housing	OK	NA	UNRELATED	0	0	No		0	No		0 %
The Terraces Limited 1660 Duke ST Alexandria VA Alexandria, VA 22314 26-0546751	Housing	LA	NA	UNRELATED	0	0	No		0	No		0 %
Duncan Village II LLC 1660 Duke ST Alexandria VA Alexandria, VA 22314 20-4892646	Housing	SC	NA	UNRELATED	0	0	No		0	No		0 %
Lancaster Manor II LLC 1660 Duke ST Alexandria VA Alexandria, VA 22314 20-4892571	Housing	SC	NA	UNRELATED	0	0	No		0	No		0 %
Pageland Place II LLC 1660 Duke ST Alexandria VA Alexandria, VA 22314 20-4892691	Housing	SC	NA	UNRELATED	0	0	No		0	No		0 %

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(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 on Box 20 of K-1 (\$)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
467-479 Essex Street 1660 Duke ST Alexandria VA Alexandria, VA 22314 20-2717125	Housing	MA	NA	UNRELATED	0	0	No		0	No		0 %
Blakeley VOA Afford 1660 Duke ST Alexandria VA Alexandria, VA 22314 94-3448776	Housing	MA	NA	UNRELATED	0	0	No		0	No		0 %
Essex Street Develop 1660 Duke ST Alexandria VA Alexandria, VA 22314 20-8386926	Housing	MA	NA	UNRELATED	0	0	No		0	No		0 %
Skyland Apartments 1660 Duke ST Alexandria VA Alexandria, VA 22314 26-0887908	Housing	NC	NA	UNRELATED	0	0	No		0	No		0 %
Terraces on Tulane LLC 1660 Duke ST Alexandria VA Alexandria, VA 22314 26-0546697	Housing	LA	NA	UNRELATED	0	0	No		0	No		0 %
EAGLE RIVER VOA AFFODABLE HOUSING LP 1660 DUKE STREET ALEXANDRIA, VA 22314 27-2530349	HOUSING	AK	NA	UNRELATED	0	0	No		0	No		0 %
LAS PALMAS VOA AFFORDABLE HOUSING LP 1660 DUKE STREET ALEXANDRIA, VA 22314 27-4878060	HOUSING	AK	NA	UNRELATED	0	0	No		0	No		0 %
NICOLLET TOWERS VOA AFFORDABLE HOUSING L 1660 DUKE STREET ALEXANDRIA, VA 22314 27-3327468	HOUSING	MN	NA	UNRELATED	0	0	No		0	No		0 %
JAMES ISLAND HARBOR LP 1660 DUKE STREET ALEXANDRIA, VA 22314 57-0983148	HOUSING	SC	NA	UNRELATED	0	0	No		0	No		0 %
VOANS CDE SUBSIDIARY 1 LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 45-0907155	HOUSING	MN	NA	UNRELATED	0	0	No		0	No		0 %
VOANS CDE SUBSIDIARY 2 LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 45-0907516	HOUSING	MN	NA	UNRELATED	0	0	No		0	No		0 %
VOANS CDE SUBSIDIARY 3 LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 45-0907904	HOUSING	MN	NA	UNRELATED	0	0	No		0	No		0 %
VOANS CDE SUBSIDIARY 4 LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 45-0908097	HOUSING	MN	NA	UNRELATED	0	0	No		0	No		0 %
VOANS CDE SUBSIDIARY 5 LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 45-0908273	HOUSING	MN	NA	UNRELATED	0	0	No		0	No		0 %
GSSVOA LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 20-818360	HEALTH CARE	SD	NA	UNRELATED	0	0	No		0	No		0 %

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(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 on Box 20 of K-1 (\$)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
VOA PRATT STREET LIMITED PARTNERSHIP 7901 ANNAPOLIS ROAD 2ND FLOOR LANHAM, MD 20706 52-2132332	HOUSING	MD	NA	UNRELATED	0	0	No		0	No	0 %	
VOA IRVINGTON WOODS HOUSING LP 7901 ANNAPOLIS ROAD 2ND FLOOR LANHAM, MD 20706 20-2642446	HOUSING	MD	NA	UNRELATED	0	0	No		0	No	0 %	
VOA PACA HOUSE LIMITED PARTNERSHIP II 7901 ANNAPOLIS ROAD 2ND FLOOR LANHAM, MD 20706 52-1906042	HOUSING	MD	NA	UNRELATED	0	0	No		0	No	0 %	
WEST SIDE VETERANS HOUSING LP 47 W POLK STREET SUITE 2502 CHICAGO, IL 60605 26-3821663	HOUSING	IL	NA	UNRELATED	0	0	No		0	No	0 %	
TWIN OAKS OF GREENWOOD LP PO BOX 1447 COLUMBIA, SC 29202 56-2055144	HOUSING	SC	NA	UNRELATED	0	0	No		0	No	0 %	
MONTFORD- BROAD DEVELOPMENT '98 LP PO BOX 1447 COLUMBIA, SC 29202 56-2112601	HOUSING	SC	NA	UNRELATED	0	0	No		0	No	0 %	
DUNCAN VILLAGE LLC PO BOX 1447 COLUMBIA, SC 29202 20-3286084	HOUSING	SC	NA	UNRELATED	0	0	No		0	No	0 %	
PAGELAND PLACE LLC PO BOX 1447 COLUMBIA, SC 29202 20-2386141	HOUSING	SC	NA	UNRELATED	0	0	No		0	No	0 %	
LANCASTER MANOR LLC PO BOX 1447 COLUMBIA, SC 29202 20-3286125	HOUSING	SC	NA	UNRELATED	0	0	No		0	No	0 %	
LIFE HOUSE APARTMENTS LLC PO BOX 1447 COLUMBIA, SC 29202 56-2272301	HOUSING	SC	NA	UNRELATED	0	0	No		0	No	0 %	
BUSCH HOMES LP PO BOX 1447 COLUMBIA, SC 29202 57-1097383	HOUSING	SC	NA	UNRELATED	0	0	No		0	No	0 %	
GLENWOOD FALLS APARTMENTS LP PO BOX 1447 COLUMBIA, SC 29202 20-1756755	HOUSING	SC	NA	UNRELATED	0	0	No		0	No	0 %	
SALUDA CROSSING LLC PO BOX 1447 COLUMBIA, SC 29202 41-2037217	HOUSING	SC	NA	UNRELATED	0	0	No		0	No	0 %	
VALLEY HOMES LLC PO BOX 1447 COLUMBIA, SC 29202 41-2037215	HOUSING	SC	NA	UNRELATED	0	0	No		0	No	0 %	
Harbor Apartments Affor Housing Manager 1660 DUKE STREET ALEXANDRIA, VA 22314 45-4797655	HOUSING	SC	NA	UNRELATED	0	0	No		0	No	0 %	

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(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 on Box 20 of K-1 (\$)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
Harbor Apartments Afford Housing LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 36-4728415	HOUSING	SC	NA	UNRELATED	0	0	No	0	No	0 %		
Sunset Towers VOA Affordable Housing LP 1660 DUKE STREET ALEXANDRIA, VA 22314 90-0813496	HOUSING	CO	NA	UNRELATED	0	0	No	0	No	0 %		
Silverlake VOA Affordable Housing LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 36-4726969	HOUSING	CA	NA	UNRELATED	0	0	No	0	No	0 %		
Silverlake VOA Affordable Housing LP 1660 DUKE STREET ALEXANDRIA, VA 22314 45-4675403	HOUSING	CA	NA	UNRELATED	0	0	No	0	No	0 %		
TH VOA MM LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 45-4129722	HOUSING	AK	NA	UNRELATED	0	0	No	0	No	0 %		
Trailside Heights VOA LLLC 1660 DUKE STREET ALEXANDRIA, VA 22314 35-2433190	HOUSING	AK	NA	UNRELATED	0	0	No	0	No	0 %		
Eastern Avenue VOA Affordable Housing LP 1660 DUKE STREET ALEXANDRIA, VA 22314 61-1668490	HOUSING	MD	NA	UNRELATED	0	0	No	0	No	0 %		
Westminster Commons VOA LP 1660 DUKE STREET ALEXANDRIA, VA 22314 45-3136596	HOUSING	CO	NA	UNRELATED	0	0	No	0	No	0 %		
Riverscape VOA LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 45-3070662	HOUSING	LA	NA	UNRELATED	0	0	No	0	No	0 %		
Riverscape Veterans Housing LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 45-3070563	HOUSING	LA	NA	UNRELATED	0	0	No	0	No	0 %		

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(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
Brunswick VOA Housing Inc 1660 Duke Street Alexandria, VA 22314 20-8138312	Housing	MD	NA	C Corporation	0	0	0 %
VOANS Capital Park Inc 1660 Duke Street Alexandria, VA 22314 41-2000500	Housing	MN	NA	C Corporation	0	0	0 %
Benton Harbor I Affordable Housing Inc 1660 Duke Street Alexandria, VA 22314 38-3504494	Housing	MI	NA	C Corporation	0	0	0 %
Benton Harbor II Affordable Housing Inc 1660 Duke Street Alexandria, VA 22314 38-3504493	Housing	MI	NA	C Corporation	0	0	0 %
Promote Elm Street 1660 Duke Street Alexandria, VA 22314 71-0820206	Housing	AR	NA	C Corporation	0	0	0 %
VOA St Louis Hope VI GP Inc 1660 Duke Street Alexandria, VA 22314 06-1598370	Housing	MO	NA	C Corporation	0	0	0 %
South Brunswick VOA Affordable Housing I 1660 Duke Street Alexandria, VA 22314 16-1738925	Housing	NJ	NA	C Corporation	0	0	0 %
VOANS Woodlands on Lafayette Inc 1660 Duke Street Alexandria, VA 22314 30-0101440	Housing	OH	NA	C Corporation	0	0	0 %
Blakeley VOA Affordable Housing Inc 1660 Duke Street Alexandria, VA 22314 20-2680055	Housing	MA	NA	C Corporation	0	0	0 %
Chestnut Hill VOA Affordable Housing Inc 1660 Duke Street Alexandria, VA 22314 26-3443014	Housing	OH	NA	C Corporation	0	0	0 %
Sierra Manor VOA Affordable Housing Inc 1660 Duke Street Alexandria, VA 22314 26-2821850	Housing	NV	NA	C Corporation	0	0	0 %
BROKEN BOW VOA AFFORDABLE HOUSING LLC 1660 DUKE STREET ALEXANDRIA, VA 22314	Housing	OK	NA	C CORPORATION	0	0	0 %
LAS PALMAS VOA AFFORDABLE HOUSING GP INC 1660 DUKE STREET ALEXANDRIA, VA 22314 27-4869972	HOUSING	OK	NA	C CORPORATION	0	0	0 %
VOANS PARKWAY INC 1660 DUKE STREET ALEXANDRIA, VA 22314 41-2000376	HOUSING	MN	NA	C CORPORATION	0	0	0 %
Sunset Towers VOA Affordable Housing Inc 1660 DUKE STREET ALEXANDRIA, VA 22314 45-4644623	HOUSING	CO	NA	C CORPORATION	0	0	0 %
Westminster Commons VOA Affordable Housi 1660 DUKE STREET ALEXANDRIA, VA 22314 45-3136809	HOUSING	CO	NA	C CORPORATION	0	0	0 %

Additional Data

Software ID:

Software Version:

EIN: 20-5182627

Name: VOANS PACE INC

Form 990, Special Condition Description:

Special Condition Description
